

# NOTICE OF FIFTY-THREE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Three Annual General Meeting of Low Keng Huat (Singapore) Limited (the "Company") will be held by electronic means on Tuesday, 31 May 2022 at 11.00 a.m., for the following purposes:-

## AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 January 2022 together with the statements of the Directors and report of the Auditors thereon. **(Resolution 1)**
2. To declare a first and final tax-exempt (one-tier) dividend of 2 cents per ordinary share for the financial year ended 31 January 2022. **(Resolution 2)**
3. To re-elect Mr Low Poh Kuan, a Director retiring under Regulation 88 of the Constitution of the Company. **(Resolution 3)**  
**(See Explanatory Note 1)**
4. To re-elect Mr Chris Chia Woon Liat, a Director retiring under Regulation 88 of the Constitution of the Company. **(Resolution 4)**  
**(See Explanatory Note 2)**
5. To re-elect Mr Cheo Chai Hong, a Director retiring under Regulation 88 of the Constitution of the Company. **(Resolution 5)**  
**(See Explanatory Note 3)**
6. To approve the Directors' fee of \$215,000 for the financial year ended 31 January 2022 (2021: \$215,000) **(Resolution 6)**
7. To re-appoint Foo Kon Tan LLP, as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

## AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as Ordinary Resolutions:-

8. Authority to issue shares
  - (a) That pursuant to Section 161 of the Companies Act 1967 and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), approval be and is hereby given to the Directors of the Company at any time upon such terms and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, to:
    - (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
    - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
    - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

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- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that

- (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the Company's total number of issued shares excluding treasury shares and subsidiary holdings, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, and for the purpose of this resolution, the total number of issued shares excluding treasury shares and subsidiary holdings shall be the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for;
- (a) new shares arising from the conversion or exercise of convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
  - (c) any subsequent bonus issue, consolidation or subdivision of the Company's shares,

and adjustments in accordance with (a) or (b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution, and

- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

**(Resolution 8)**  
**(See Explanatory Note 4)**

## ANY OTHER BUSINESS

9. To transact any other business that may be transacted at an Annual General Meeting.

By Order of the Board

Chin Yeok Yuen  
Company Secretary  
Singapore, 13 May 2022

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## Explanatory notes:

1. Mr Low Poh Kuan will, upon being re-elected as a Director of the Company, remain as Executive Director. Detailed information on Mr Low Poh Kuan can be found under "Additional Information on Directors Seeking Re-election" section in the Company's Annual Report 2021/2022.
2. Mr Chris Chia Woon Liat will, upon being re-elected as Independent Director of the Company, remain as member of the Audit Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. He will also remain as member of the Nominating Committee and Remuneration Committee. Detailed information on Mr Chris Chia Woon Liat can be found under "Additional Information on Directors Seeking Re-election" section in the Company's Annual Report 2021/2022.
3. Mr Cheo Chai Hong will, upon being re-elected as Independent Director of the Company and remain as member of the Audit Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. He will also continue as Chairman of the Nominating Committee. Detailed information on Mr Cheo Chai Hong can be found under "Additional Information on Directors Seeking Re-election" section in the Company's Annual Report 2021/2022.
4. The Ordinary Resolution 8 is to authorise the Directors of the Company from the date of the above meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. The total number of issued shares excluding treasury shares and subsidiary holdings of the Company for this purpose shall be the total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed after adjusting for new shares arising from the conversion of convertible securities or employee share options on issue at the time this resolution is passed and any subsequent bonus issues, consolidation or subdivision of shares. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

## Notes:

### LIVE WEBCAST

1. This Annual General Meeting ("**AGM**") is being convened and will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice of AGM will be sent to members by electronic means via publication on the Company's website at <https://www.lkhs.com.sg>. This Notice will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
2. The Company will arrange for a live webcast of the AGM proceedings ("**Live AGM Webcast**"), which will take place on 31 May 2022 at 11.00 a.m. as specified in the Notice of AGM. The Live AGM Webcast will be fully virtual.
3. **As a precautionary measure due to the current COVID-19 situation in Singapore, a member will not be able to attend the AGM in person.**
4. Shareholders will be able to participate in the AGM in the following manner set out in the paragraphs below:-
  - a.) Shareholders may watch the live webcast of the AGM proceedings through the Live AGM Webcast via mobile phones, tablets or computers. To do so, shareholders will need to register at <https://online.meetings.vision/lowkenghuat-agm-registration> (the "**Registration Link**") by 11.00 a.m. on 28 May 2022 (the "**Registration Deadline**") to enable the Company to verify their status.
  - b.) After verification, authenticated shareholders will receive an email invitation by 30 May 2022 by 11 a.m. containing guidelines to access the live webcast of the AGM proceedings. Only shareholders of the Company will be able to register to watch the live webcast.
  - c.) Shareholders who registered successfully by the Registration Deadline but do not receive an email invite by 30 May 2022 may contact our Share Registrar, KCK CorpServe Pte. Ltd. by emailing to [sharereg@kckcs.com.sg](mailto:sharereg@kckcs.com.sg).
  - d.) Shareholders must not forward the unique link or telephone number to other persons who are not shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast.

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## SUBMISSION OF PROXY FORMS TO VOTE

- 1 Shareholders who wish to vote for the resolutions, must appoint “Chairman of the Meeting” as their proxy by completing the proxy form, indicating how they wish to vote on each resolution. A softcopy of the proxy form is available for downloading at our website <https://www.lkhs.com.sg>.
- 2 Shareholder can either choose to submit the completed and signed proxy form by:-
  - a.) Depositing it at or sending by post to the Registered Office of the Company at 80 Marine Parade Road, #18-05/09 Parkway Parade, Singapore 449269, or
  - b.) Emailing it to [proxyform@lkhs.com.sg](mailto:proxyform@lkhs.com.sg)not less than seventy-two (72) hours, by 11.00 a.m., 28 May 2022. Any incomplete and incorrect proxy forms will be rejected by the Company.  
  
CPF or SRS investors who wish to submit their votes should approach their respective CPF Agent Banks or SRS Operators to appoint the chairperson as their proxy and submit their votes at least seven (7) working days before the AGM (i.e. by 5.00 p.m. on 19 May 2022).
- 3 Shareholders must indicate how they wish to vote on each resolution in the submitted proxy forms. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
- 4 **Please note that shareholders will not be able to vote through the live webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.**
- 5 **Due to the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.**

## SUBMISSION OF SHAREHOLDERS’ QUESTIONS AND ANSWERS

- 1 Shareholders may submit any questions that are related to any resolutions to be tabled for approval at the AGM. Shareholders may send their queries by 21 May 11.00 a.m. 2022, via email to our Chief Financial Officer at [agm2022@lkhs.com.sg](mailto:agm2022@lkhs.com.sg).
- 2 Please provide the following information in your email when submitting questions to the Company:
  - your full name as it appears on your CDP/CPF/SRS/Scrip share records;
  - your address;
  - number of shares held; and
  - the manner in which you hold shares in the Company (e.g., via CDP, CPF or SRS or Scrip based)
- 3 The Company will endeavour to address the substantial and relevant questions by 26 May 11.00 a.m. and the Company’s responses will be posted on the SGXNet and the Company’s website.
- 4 All documents (including the Annual Report 2022, proxy form, this Notice of AGM and appendices to this Notice of AGM) or information relating to the business of this AGM have been, or will be, published on SGXNet and the Company’s website at <https://www.lkhs.com.sg>. **Printed copies of the documents will not be despatched to members** as provided for under clause 7 First Schedule of COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Members and investors are advised to check SGXNet and/or the Company’s website regularly for updates.

**Personal data privacy:** By submitting an instrument appointing the Chairman of the Meeting to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warrant.