

# NOTICE OF ANNUAL GENERAL MEETING

## KOH BROTHERS GROUP LIMITED

(Unique Entity Number: 199400775D)

(Incorporated in Singapore)

**NOTICE IS HEREBY GIVEN** that the 23<sup>rd</sup> Annual General Meeting of Koh Brothers Group Limited (the “**Company**”) will be held at Dunearn Ballroom, Raffles Town Club, 1 Plymouth Avenue, Singapore 297753 on Thursday, 20 April 2017 at 2.00 pm for the following purposes:

### ORDINARY BUSINESS

1. To receive and adopt the directors’ statement and audited financial statements for the year ended 31 December 2016 and the auditor’s report thereon. **(Resolution 1)**
2. To declare a final dividend of 0.35 cent per share for the year ended 31 December 2016. **(Resolution 2)**
3. To re-elect the following directors, each of whom will retire by rotation pursuant to Article 109 of the Company’s Constitution and who, being eligible, will offer themselves for re-election:
  - (a) Mr Koh Tiat Meng **(Resolution 3)**
  - (b) Mr Koh Teak Huat **(Resolution 4)**
  - (c) Mr Lai Mun Onn **(Resolution 5)**
4. To re-elect the following directors who will retire pursuant to Article 119 of the Company’s Constitution and who, being eligible, will offer themselves for re-election:
  - (a) Mr Lee Sok Khian John **(Resolution 6)**
  - (b) Mr Ow Yong Thian Soo **(Resolution 7)**
5. To approve the sum of S\$467,000 as directors’ fees for the year ended 31 December 2016. (FY2015: S\$416,000) **(Resolution 8)**
6. To re-appoint PricewaterhouseCoopers LLP as auditor of the Company and to authorise the directors to fix its remuneration. **(Resolution 9)**

# NOTICE OF ANNUAL GENERAL MEETING

## SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications, the following resolutions, of which Resolutions 10 and 11 will be proposed as Ordinary Resolutions and Resolution 12 will be proposed as a Special Resolution:

### 7. Proposed Renewal of the Share Issue Mandate

(Resolution 10)

That authority be and is hereby given to the directors of the Company to:

- (a) (i) issue shares in the capital of the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued during the continuance of this authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,
- at any time and upon such terms and conditions and for such purposes and to such persons as the directors may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the directors while this Resolution was in force,

provided that:

- (1) 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 total number of issued shares of the Company excluding treasury shares (as calculated in accordance with paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20% of the total number of issued shares excluding treasury shares (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“SGX-ST”)) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the percentage of the total number of issued shares of the Company shall be based on the total number of issued shares excluding treasury shares at the time this Resolution is passed, after adjusting for:
  - (i) new shares arising from the conversion or exercise of any convertible securities or from exercising share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent bonus issue, consolidation or subdivision of shares; and

# NOTICE OF ANNUAL GENERAL MEETING

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

## 8. **Proposed Renewal of Share Purchase Mandate**

**(Resolution 11)**

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act (Chapter 50 of Singapore) ("**Companies Act**"), as may be amended or modified from time to time, the exercise by the directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such prices or prices as may be determined by the directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) market purchases (each a "**Market Purchase**") on the SGX-ST; and/or
- (ii) off-market purchases (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, regulations and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the directors of the Company pursuant to the Share Purchase Mandate in paragraph (a) of this Resolution may be exercised by the directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next Annual General Meeting of the Company is held;
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; or
- (iii) the date on which purchases or acquisitions of Shares are carried out to the full extent mandated;

## NOTICE OF ANNUAL GENERAL MEETING

(c) in this Resolution:

**“Prescribed Limit”** means 10% of the total number of issued Shares of the Company (excluding any Shares which are held as treasury shares) as at the date of the passing of this Resolution; and

**“Maximum Price”**, in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price (as hereinafter defined); and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price (as hereinafter defined),

where:

**“Average Closing Price”** means the average of the Closing Market Prices of the Shares over the last five Market Days (as hereinafter defined) on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase or, as the case may be, the date of the making of the offer (as hereinafter defined) pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-Market Day period;

**“Closing Market Price”** means the last dealt price for a Share transacted through the SGX-ST’s trading system as shown in any publication of the SGX-ST or other sources;

**“date of the making of the offer”** means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

**“Market Day”** means a day on which the SGX-ST is open for trading in securities; and

- (d) the directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

All capitalised terms used in Resolution 11 of the Notice of Annual General Meeting which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Appendix to this Notice of Annual General Meeting of the Company dated 28 March 2017 to shareholders. Shareholders of the Company should refer to the Appendix for information relating to the proposed renewal of the Share Purchase Mandate.

# NOTICE OF ANNUAL GENERAL MEETING

## 9. Proposed Adoption of the New Constitution

(Resolution 12)

That the regulations contained in the new Constitution submitted to this meeting and as set out in the Appendix, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution.

BY ORDER OF THE BOARD

Sharon Kem  
Company Secretary

28 March 2017

### EXPLANATORY NOTES:

- Resolution 5: Mr Lai Mun Onn will, upon re-appointment as a director of the Company, remain as the Chairman of the Remuneration Committee, and a member of the Audit and Risk Committee, the Nominating Committee and the Share Purchase Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- Resolution 10: This Resolution is to empower the directors from the date of the Annual General Meeting until the date of the next Annual General Meeting to issue further shares and Instruments in the Company, including a bonus or rights issue. The maximum number of shares of which the directors may issue under this Resolution shall not exceed the quantum set out in the Resolution.
- Resolution 11: This Resolution is to renew the Share Purchase Mandate which was approved by shareholders on 27 April 2016. Please refer to the Appendix to this Notice of Annual General Meeting for more details.
- Resolution 12: This Resolution is to adopt a new Constitution, in substitution for, and replacement of, the Company's existing Constitution. The new Constitution contains regulations that take into account the wide-ranging changes to the Companies Act introduced pursuant to the Companies (Amendment) Act 2014 and other updates to the regulatory framework. Resolution 12 will be proposed as a Special Resolution. Please refer to the Appendix to this Notice of Annual General Meeting for more details.

# NOTICE OF ANNUAL GENERAL MEETING

## NOTES:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than 2 proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than 1 proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.  
  
(b) A member who is a relevant intermediary is entitled to appoint more than 2 proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than 2 proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 81 of the Companies Act, Chapter 50.

2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be lodged at the registered office of the Company at 11 Lorong Pendek, Koh Brothers Building, Singapore 348639 (Attn: The Company Secretary) not less than 48 hours before the time appointed for holding the meeting and at any adjournment thereof.

## PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) 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 (and/or its agents or service providers) for the purpose of the processing and administration and analysis by the Company (and/or its agents or service providers) 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 (and/or its agents or service providers) 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 (and/or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (and/or its agents or service providers) of the personal data of the 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 warranty.

## NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATES

**NOTICE IS HEREBY GIVEN** that the Register of Members and Share Transfer Books of Koh Brothers Group Limited (the "**Company**") will be closed on 31 May 2017 for the purposes of determining shareholders' entitlements to the proposed dividend.

Duly completed transfers of shares received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road #02-00, Singapore 068898 up to 5.00 pm on 30 May 2017 will be registered to determine shareholders' entitlements to the proposed dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited ("**CDP**") are credited with ordinary shares of the Company as at 5.00 pm on 30 May 2017 will be entitled to the proposed dividend.

The proposed dividend, if approved by members at the Annual General Meeting of the Company, will be paid on 15 June 2017.