

## **KOH BROTHERS ECO ENGINEERING LIMITED**

(Unique Entity Number: 197500111H)

(Incorporated in Singapore)

(the “Company”)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD VIA ELECTRONIC MEANS (ON ZOOM) ON TUESDAY, 26 APRIL 2022 AT 10.00 AM

---

**PRESENT** : As per the attendance lists maintained by the Company

---

### **CHAIRMAN**

Mr Koh Keng Siang, the Chairman of the meeting (the “Chairman”) commenced the online Annual General Meeting (“AGM” or the “Meeting”) by welcoming the members. The Chairman introduced all the Directors, the Financial Controller and the Company Secretary who were present online to the shareholders.

### **PRESENTATION**

Management had prepared a presentation for the shareholders to provide a summary of the Company’s performance for the financial year ended 31 December 2021 and proceeded with the presentation.

### **QUORUM**

The Chairman noted that there was a quorum and proceeded to call the Meeting to order.

### **NOTICE**

The notice dated 11 April 2022 (the “Notice”) convening the Meeting, having been in the hands of the members for the requisite period, was taken as read.

### **QUESTIONS FROM SHAREHOLDERS**

The Chairman highlighted that as mentioned in the Notice of this AGM and the accompanying announcement dated 11 April 2022, shareholders will not be able to ask questions at the live webcast AGM. However, the Company has already published its responses to substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM, the Company’s businesses and operations via SGXNet on 20 April 2022.

### **VOTING BY POLL**

The Chairman noted that in view of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “Order”), shareholders will not be able to vote online at the AGM. Instead, shareholders that wish to exercise their votes must submit a proxy form to appoint the Chairman of the AGM to vote on their behalf. Proxy forms lodged have been checked and found to be in order. The Chairman informed that all resolutions to be tabled at the AGM would be voted upon by way of poll. All the motions had been duly voted on by the shareholders through the submissions of the Proxy Forms to the Company and the Scrutineer has verified the counting of all votes cast through the Proxy Forms. Moore Stephens LLP was appointed as scrutineers for the poll. Complete Corporate Services Pte Ltd was appointed as the polling agent.

## **ORDINARY BUSINESS**

### **1 ADOPTION OF THE DIRECTORS' STATEMENT, AUDITED FINANCIAL STATEMENTS AND THE AUDITORS' REPORTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 – RESOLUTION 1**

The Chairman proceeded to the first item on the agenda.

The results of Resolution 1 were as follows:

	Total Votes	Percentage of Votes
For Resolution 1	2,382,529,423	100%
Against Resolution 1	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

### **2 DECLARATION OF A FINAL DIVIDEND OF 0.025 SINGAPORE CENT PER SHARE – RESOLUTION 2**

The Chairman proceeded to the second item on the agenda.

The results of Resolution 2 were as follows:

	Total Votes	Percentage of Votes
For Resolution 2	2,382,529,423	100%
Against Resolution 2	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

### **3 RE-ELECTION OF MR TAN HWA PENG AS A DIRECTOR – RESOLUTION 3**

The Chairman stated that Mr Tan Hwa Peng was due for retirement by rotation pursuant to Regulation 94 of the Company's Constitution.

Mr Tan Hwa Peng 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. He is considered independent.

The results of Resolution 3 were as follows:

	Total Votes	Percentage of Votes
For Resolution 3	2,382,526,423	100%
Against Resolution 3	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

### **4 RE-ELECTION OF MR KOH CHOON LENG AS A DIRECTOR – RESOLUTION 4**

The Chairman stated that Mr Koh Choon Leng was due for retirement by rotation pursuant to Regulation 94 of the Company's Constitution.

Mr Koh Choon Leng will, upon re-appointment as a Director of the Company, remain as the Chairman of the Audit and Risk Committee and a member of the Remuneration Committee. He is considered independent.

The results of Resolution 4 were as follows:

	Total Votes	Percentage of Votes
For Resolution 4	2,382,526,423	100%
Against Resolution 4	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

#### **5 RE-ELECTION OF MR HIDAKA OSAMU AS A DIRECTOR – RESOLUTION 5**

The Chairman stated that Mr Hidaka Osamu was due for retirement pursuant to Regulation 100 of the Company's Constitution.

The results of Resolution 5 were as follows:

	Total Votes	Percentage of Votes
For Resolution 5	2,382,526,423	100%
Against Resolution 5	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

#### **6 RE-ELECTION OF MR MOH WUNG HEE AS A DIRECTOR – RESOLUTION 6**

The Chairman stated that Mr Moh Wung Hee was due for retirement pursuant to Regulation 100 of the Company's Constitution.

Mr Moh Wung Hee will, upon re-appointment as a Director of the Company, remain as a member of the Audit and Risk Committee. He is considered independent.

The results of Resolution 6 were as follows:

	Total Votes	Percentage of Votes
For Resolution 6	2,382,526,423	100%
Against Resolution 6	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

#### **7 RE-ELECTION OF MR YEO SOON KEONG AS A DIRECTOR – RESOLUTION 7**

The Chairman stated that Mr Yeo Soon Keong was due for retirement pursuant to Regulation 100 of the Company's Constitution.

Mr Yeo Soon Keong will, upon re-appointment as a Director of the Company, remain as the Chairman of the Nominating Committee. He is considered independent.

The results of Resolution 7 were as follows:

	Total Votes	Percentage of Votes
For Resolution 7	2,382,526,423	100%
Against Resolution 7	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

## **8 RE-ELECTION OF MR CHOO BOON LAI JEFFREY AS A DIRECTOR – RESOLUTION 8**

The Chairman stated that Mr Choo Boon Lai Jeffrey was due for retirement pursuant to Regulation 100 of the Company's Constitution.

Mr Choo Boon Lai Jeffrey will, upon re-appointment as a Director of the Company, remain as a member of the Nominating Committee. He is considered independent.

The results of Resolution 8 were as follows:

	Total Votes	Percentage of Votes
For Resolution 8	2,382,526,423	100%
Against Resolution 8	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

## **9 APPROVAL OF DIRECTORS' FEES – RESOLUTION 9**

The Chairman proceeded to item 9 of the Agenda on the proposed Directors' fees.

The results of Resolution 9 were as follows:

	Total Votes	Percentage of Votes
For Resolution 9	2,382,526,423	100%
Against Resolution 9	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

## **10 RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE AUDITOR OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX ITS REMUNERATION – RESOLUTION 10**

The Chairman proceeded to deal with the next item relating to the re-appointment of the Auditor and to authorise the Directors to fix its remuneration.

The results of Resolution 10 were as follows:

	Total Votes	Percentage of Votes
For Resolution 10	2,382,529,423	100%
Against Resolution 10	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

## **SPECIAL BUSINESS**

The Chairman proceeded to the special business of the Meeting.

### **11 PROPOSED RENEWAL OF THE SHARE ISSUE MANDATE - RESOLUTION 11**

The Chairman stated that the proposed Resolution No. 11 was to authorise the Directors to issue shares and convertible securities in the Company pursuant to s 161 of the Companies Act 1967 of Singapore and the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “SGX-ST”).

The full text of this resolution is set out in the Notice.

The results of Resolution 11 were as follows:

	Total Votes	Percentage of Votes
For Resolution 11	2,382,526,423	100%
Against Resolution 11	3,000	0%

As the majority of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

### **12 PROPOSED RENEWAL OF THE KBGL IPT MANDATE – RESOLUTION 12**

The Chairman stated that the proposed Resolution 12 was for the renewal of the KBGL IPT mandate. The Chairman and Koh Brothers Group Limited and its associates, being interested persons in relation to this mandate, abstained from voting on this resolution. Mr Tan Hwa Peng took over the chair to table this resolution.

The full text of this resolution is set out in the Notice. Details and rationale of the interested person transactions mandate are also set out in the letter to shareholders dated 11 April 2022.

The results of Resolution 12 were as follows:

	Total Votes	Percentage of Votes
For Resolution 12	812,385,879	100%
Against Resolution 12	3,000	0%

As the majority of the votes cast were for the proposed resolution, Mr Tan Hwa Peng declared the resolution passed.

Mr Tan Hwa Peng then handed the chair back to the Chairman.

### **13 PROPOSED RENEWAL OF THE POC IPT MANDATE – RESOLUTION 13**

The Chairman stated that the proposed Resolution 13 was for the renewal of the POC IPT mandate. Penta-Ocean Construction Co., Ltd. and its associates, being interested persons in relation to this mandate, abstained from voting on this resolution.

The full text of this resolution is set out in the Notice. Details and rationale of the interested person transactions mandate are also set out in the letter to shareholders dated 11 April 2022.

The results of Resolution 13 were as follows:

	Total Votes	Percentage of Votes
For Resolution 13	1,572,526,423	100%
Against Resolution 13	3,000	0%

As the majority of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

#### **14 PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE – RESOLUTION 14**

The Chairman stated that the proposed Resolution 14 was to approve the proposed renewal of the share buy-back mandate to allow the Company to purchase or acquire up to 2.5% of its issued shares, excluding treasury shares and subsidiary holdings, as defined in the Catalist Rules with the full text of the resolution being set out in the Notice and the details of the share buy-back mandate being set out in the letter to shareholders dated 11 April 2022.

The results of Resolution 14 were as follows:

	Total Votes	Percentage of Votes
For Resolution 14	2,382,526,423	100%
Against Resolution 14	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

#### **15 PROPOSED ADOPTION OF KOH BROTHERS ECO ENGINEERING LIMITED PERFORMANCE SHARE PLAN 2017 – RESOLUTION 15**

The Chairman stated that the proposed Resolution No. 15 was to seek shareholders' approval to empower the Directors to grant awards under the Koh Brothers Eco Engineering Limited Performance Share Plan 2017, and to allot and issue fully paid ordinary shares in the Company pursuant to the vesting of awards granted pursuant to the Share Plan.

Such issue of ordinary shares, when aggregated with: (i) the new ordinary shares allotted and issued and/or to be allotted and issued, (ii) existing ordinary shares (including shares held as treasury shares) delivered and/or to be delivered, and (iii) ordinary shares released and/or to be released in the form of cash in lieu of ordinary shares, shall not exceed 20% of the total number of issued shares of the Company (excluding shares held as treasury shares and subsidiary holdings (as defined in the Catalist Rules)) from time to time.

The full text of the resolution was set out in the Notice. Details of the Plan including the rationale was set out in the letter to shareholders dated 11 April 2022.

The results of Resolution 15 were as follows:

	Total Votes	Percentage of Votes
For Resolution 15	2,382,503,023	100%
Against Resolution 15	3,000	0%

As the majority of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

## **CLOSURE**

There being no other business, the meeting closed at 10.35 am with a vote of thanks to the Chairman.

Confirmed by:  
Chairman of the Meeting