



KEONG HONG HOLDINGS LIMITED

(Company Registration No. 200807303W)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Keong Hong Holdings Limited (the “**Company**”) will be held by way of electronic means on 7 October 2021 at 10.30 a.m. for the purpose of transacting the following business:

ORDINARY RESOLUTION

APPROVAL FOR THE CONTINUED APPOINTMENT OF MR CHONG WENG HOE AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

1. That for the purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (which will take effect from 1 January 2022), and subject to and contingent upon the passing of Resolution 2 below by shareholders of the Company (excluding the Directors and the Chief Executive Officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST)):
- Resolution 1**
- (a) the continued appointment of Mr Chong Weng Hoe as a Non-Executive Independent Director be and is hereby approved; and
 - (b) such approval shall continue in force until (i) the retirement or resignation of Mr Chong Weng Hoe as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution, whichever is earlier. [See Explanatory Note (a)]

ORDINARY RESOLUTION

APPROVAL FOR THE CONTINUED APPOINTMENT OF MR CHONG WENG HOE AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

2. That for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), and subject to and contingent upon the passing of Resolution 1 above by shareholders of the Company:
- Resolution 2**
- (a) the continued appointment of Mr Chong Weng Hoe as a Non-Executive Independent Director be and is hereby approved: and
 - (b) such approval shall continue in force until (i) the retirement or resignation of Mr Chong Weng Hoe as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution, whichever is earlier. [See Explanatory Note (a)]

By Order of the Board

Lo Swee Oi and Lim Guek Hong
Joint Company Secretaries

15 September 2021
Singapore

Explanatory Notes to the Notice of EGM:

- (a) The proposed ordinary resolutions 1 and 2 on page 1 of the Notice of EGM, are to approve the continued appointment of Mr Chong Weng Hoe, as a Non-Executive Independent Director for the purposes of Rule 210(5)(d)(iii)(A) and Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST, which will take effect from 1 January 2022. This Rule provides that a Director will not be independent if he has been a Director for an aggregate period of more than nine years and his continued appointment as an independent Director has not been sought and approved in separate resolutions by (i) all shareholders; and (ii) shareholders excluding the Directors and the Chief Executive Officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST).

Mr Chong is an independent Director who has served for an aggregate of more than nine years on the Board. Mr Chong was appointed to the Board on 22 November 2011. The Company is accordingly seeking the requisite approvals from shareholders for the continued appointment of Mr Chong as an independent Director from 1 January 2022 via the two-tier voting process under Rule 210(5)(d)(iii)(A) and Rule 210(5)(d)(iii)(B). If obtained, the requisite approvals will remain in force until the earlier of (i) his retirement or resignation as a Director, or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of the Ordinary Resolutions (1) and (2) on page 1 of the Notice of EGM. Otherwise, Mr Chong will be regarded as non-independent from 1 January 2022.

If Resolution 1 and Resolution 2 are both passed, Mr Chong will continue to be designated as a Non-Executive Independent Director of the Company for the duration specified in Resolution 2.

If Resolution 1 is not passed, Resolution 2 will not be put to the vote at the EGM in the interests of efficiency.

If only Resolution 1 is passed but Resolution 2 is not passed, Mr Chong shall continue to be designated as Non-Executive Independent Director of the Company up to and including 31 December 2021, and shall thereafter be re-designated as a Non-Executive Non-Independent Director as of and from 1 January 2022.

Regardless whether or not ordinary resolutions 1 and 2 will be passed, the Board will still embark on its Board renewal plan by making further changes to the Board size and composition on or before 1 January 2022, to ensure that independent Directors will continue to comprise at least one-third of the Board for the purposes of Rule 210(5)(c) of the Listing Manual of the SGX-ST, which will take effect from 1 January 2022.

In seeking the requisite approvals under Rule 210(5)(d)(iii)(A) and Rule 210(5)(d)(iii)(B) for Mr Chong to continue as a Non-Executive Independent Director, the Company seeks to strike an appropriate balance between tenure of service, continuity of experience and refreshment of the Board. The Nominating Committee and the Board have determined that Mr Chong has remained objective and independent in Board deliberations. His vast experience enables him to provide the Board and the various Board Committees on which he has been serving, with pertinent experience and competence to facilitate sound decision-making. His length of service does not in any way interfere with his exercise of independent judgement nor hinder his ability to act in the best interest of the Company. The Board is of the view that Mr Chong is able to continue to discharge his duties independently with integrity and competence. After a rigorous review, the Nominating Committee and the Board have determined that Mr Chong continues to be independent despite having served for more than nine years on the Board. Mr Chong has recused himself from all Nominating Committee and Board deliberations and decisions relating to his continued independence.

Detailed information pursuant to Rule 720(6) of the Listing Manual of SGX-ST on Mr Chong can be found in the “Information on Director seeking continued appointment as an Independent Director under Rule 210(5)(d)(iii)”.

Notes:

1. The EGM will be held by way of 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 (the “**Order**”) and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders (Amended No. 2) Order 2020. On 1 October 2020, the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation have updated a checklist to guide listed and non-listed entities on the conduct of general meeting arising from the latest updates from the Multi-Ministry Taskforce to ease safe management measures to facilitate business operations.
2. Documents relating to the business of the EGM, which comprise the Notice of EGM, Information On Director Seeking Continued Appointment under Rule 210(5)(d)(iii) and Proxy Form have been published on SGX website at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <https://www.keonghong.com/newsroom.html>. Printed copies of these documents will be despatched to the shareholders on 15 September 2021.
3. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the EGM, addressing of substantial and relevant questions at, or prior to, the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM, are set out in the accompanying Company’s announcement dated 15 September 2021. This announcement may be accessed at the Company’s corporate website at <https://www.keonghong.com/newsroom.html>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

In particular, a member will be able to watch the proceedings of the EGM through a “live” webcast via his/her/its mobile phones, tablets or computers or listen to these proceedings through a “live” audio-only stream via telephone. In order to do so, a member who wishes to watch the “live” webcast or listen to the “live” audio-only stream must pre-register via the link at <https://globalmeeting.bigbangdesign.co/keonghong2021egm/> by no later than 10.30 a.m. on Monday, 4 October 2021. Following the verification, authenticated members will receive an email by 10.30 a.m., Wednesday, 6 October 2021 which will contain the user ID and password details as well as the URL to access the live audio-visual webcast or the telephone number to access the live audio-only stream (the “**Confirmation Email**”). Members, who have pre-registered for the live audio-visual webcast or live audio-only stream but who have not received the Confirmation Email by 10.30 a.m. on Wednesday, 6 October 2021 should contact the Company’s webcast provider, Big Bang Design at webcast@bigbangdesign.co.

Members will not be able to ask questions “live” during the broadcast of the EGM. All members may submit questions related to the resolutions to be tabled for approval at the EGM by email to ir@keonghong.com, or via the pre-registration microsite at <https://globalmeeting.bigbangdesign.co/keonghong2021egm/>, or in hard copy by post to the registered office of the Company at 9, Sungei Kadut Street 2, Singapore 729230, by no later than 10.30 a.m. on 4 October 2021.

4. **As the Company does not allow real-time remote electronic voting through an electronic voting system to take place at the EGM, a member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights**

at the EGM. Printed copies of the proxy form will be sent to members. The proxy form for the EGM may also be accessed at the Company's corporate website at <https://www.keonghong.com/newsroom.html>, and is also available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators by **10.30 a.m. on 27 September 2021** to submit their votes.

5. The Chairman of the Meeting, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com; or
 - (b) if submitted by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road #03-00, Singapore 048544,

in either case, by 10.30 a.m. on 4 October 2021, being 72 hours before the time appointed for holding the EGM.

A member who wishes to submit an instrument of proxy must first complete and sign the proxy form, before scanning and sending it by email to the email address provided above, or submitting it by post to the address provided above.

In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.

Personal data privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.