



聯明集團有限公司

LIAN BENG GROUP LTD

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 199802527Z)

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the 24<sup>th</sup> Annual General Meeting (“**AGM**”) of LIAN BENG GROUP LTD (the “**Company**”) will be held by way of electronic means on Wednesday, 28 September 2022 at 11.30 a.m. for the following purposes:

### AS ORDINARY BUSINESS:

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 May 2022 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a final (tax exempt one-tier) dividend of 2 Singapore cents per ordinary share for the financial year ended 31 May 2022. **(Resolution 2)**
3. To re-elect the following Directors retiring under Regulation 101 of the Company’s Constitution:  
  
Mr Ong Pang Aik *[see explanatory note 1]* **(Resolution 3)**  
Ms Ong Lay Huan *[see explanatory note 2]* **(Resolution 4)**  
Dr Tan Khee Giap *[see explanatory note 3]* **(Resolution 5)**
4. To approve the payment of Directors’ fees of up to S\$220,000 for the financial year ending 31 May 2023 to be paid quarterly in arrears (2022: S\$220,000). **(Resolution 6)**  
  
*[see explanatory note 4]*
5. To re-appoint Messrs Ernst & Young 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 resolutions as Ordinary Resolutions, with or without amendments:

6. **Authority to Allot and Issue Shares** **(Resolution 8)**  
  
That pursuant to Section 161 of the Companies Act 1967 (“**Companies Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Listing Manual**”), the Directors be authorised and empowered to:  
  
(a) (i) allot and issue shares in the share 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, including but not limited to the creation and issue of (as well as adjustments to) options, 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 at 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 Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), 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) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the 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; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with sub-paragraphs (2)(a) and (2)(b) above 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;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST), the Companies Act and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company at a general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

[see explanatory note 5]

7. **Renewal of Share Buy Back Mandate**

**(Resolution 9)**

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the Directors be authorised to exercise all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors 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 schemes as may be determined or formulated by the Directors as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other provisions of the Companies Act and the Listing Manual as may for the time being be applicable (the “**Share Buy Back Mandate**”);

- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy Back Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- (c) unless varied or revoked by the Company at a general meeting, the authority conferred on the Directors pursuant to the Share Buy Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next AGM of the Company is held or is required by law to be held;
  - (ii) the date on which the share buy back is carried out to the full extent mandated; or
  - (iii) the date on which the authority contained in the Share Buy Back Mandate is varied or revoked;
- (d) for purposes of this Resolution:

“**Prescribed Limit**” means 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution unless the Company has, at any time during the Relevant Period (as hereinafter defined), effected a reduction of its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding treasury shares and subsidiary holdings);

**“Relevant Period”** means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

**“Maximum Price”** in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duty, 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; and
- (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price, where:

**“Average Closing Price”** means the average of the closing market prices of a Share over the last five market days, on which transactions in the Shares were recorded, before the day on which the Market Purchase was made or, as the case may be, the day of making of the offer for an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five-day period, and the day on which the purchases are made;

**“day of making of the offer”** means the day on which the Company makes 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; and

**“market day”** means a day on which the SGX-ST is open for trading in securities, and

- (e) any of the Directors be authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

*[see explanatory note 6]*

- 8. To transact any other business that may be properly transacted at the AGM of the Company.

BY ORDER OF THE BOARD

**Wee Woon Hong**  
**Sim Yok Teng**  
Company Secretaries

10 September 2022  
Singapore

## EXPLANATORY NOTES:

1. Mr Ong Pang Aik will, upon re-election as a Director of the Company, continue to serve as the Chairman and Managing Director of the Company. Further information on Mr Ong Pang Aik can be found in the Company's Annual Report 2022. Please refer to pages 194 to 203 of the Annual Report 2022 for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
2. Ms Ong Lay Huan will, upon re-election as a Director of the Company, continue to serve as the Executive Director of the Company. Further information on Ms Ong Lay Huan can be found in the Company's Annual Report 2022. Please refer to pages 194 to 203 of the Annual Report 2022 for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
3. Dr Tan Khee Giap will, upon re-election as a Director of the Company, continue to serve as Independent Director of the Company and member of the Audit Committee, Nominating Committee and Remuneration Committee of the Company. Dr Tan Khee Giap is considered by the Board to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Dr Tan Khee Giap does not have any relationships including immediate family relationships between himself and the Directors, the Company, its related corporations, its substantial shareholders or its officers. Further information on Dr Tan Khee Giap can be found in the Company's Annual Report 2022. Please refer to pages 194 to 203 of the Annual Report 2022 for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
4. Ordinary Resolution 6 proposed in item 4 above, is to seek approval for the payment of up to S\$220,000 as directors' fees on a current year basis, that is for the financial year ending 31 May 2023. In the event that the amount proposed is insufficient, approval will be sought at the Company's next annual general meeting for payments to meet the shortfall.
5. Ordinary Resolution 8 proposed in item 6 above, if passed, will empower the Directors, from the date of the AGM until the conclusion of the next AGM of the Company, the date by which the next AGM of the Company is required by law to be held, or the date on which such authority is varied or revoked by the Company at a general meeting, whichever is the earliest, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to 20% may be issued other than on a *pro rata* basis to shareholders of the Company.
6. Ordinary Resolution 9 proposed in item 7 above, if passed, will empower the Directors, from the date of the AGM until the date on which the next AGM is held or is required by law to be held, the date on which the share buy back is carried out to the full extent mandated, or the date on which the authority contained in the Share Buy Back Mandate is varied or revoked by the Company at a general meeting, whichever is the earliest, to make purchases (whether by way of Market Purchases or Off-Market Purchases on an equal access scheme) from time to time of up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at prices up to but not exceeding the Maximum Price. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buy Back Mandate are set out in greater detail in the Addendum accompanying this Annual Report.

## IMPORTANT INFORMATION:

1. To minimise physical interactions and Covid-19 transmission risks, the 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. The Company will not accept any physical attendance by shareholders and any shareholder seeking to attend the AGM physically in person will be turned away.
2. Alternative arrangements relating to:
  - (a) attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via “live” audio-visual webcast or “live” audio-only stream);
  - (b) submission of questions to the Chairman of the AGM in advance of the AGM, and addressing of substantial and relevant questions in advance of the AGM; and
  - (c) voting at AGM by appointing the Chairman of the AGM as proxy to vote on the members’ behalf at the AGM.

Members will be able to participate in the AGM in the manner set out in the paragraphs below:

### **Pre-registration**

A member who wishes to watch and observe the proceedings of the AGM through a live webcast (comprising both video (audio-visual) and audio-only feeds) via their mobile phones, tablets or computers are to submit their request, with their full name (as per CDP/CPF/SRS/Script-based records), identification number (e.g. NRIC/Passport Number/FIN), shareholding type(s) (e.g. CDP/CPF/SRS/Script-based), email address and contact number (to enable the Company and/or its agents and service providers to authenticate their status as member) to the Company by **11.30 a.m. on 25 September 2022** (i.e. not less than 72 hours before the time appointed for holding the above AGM), via <https://online.meetings.vision/lianbeng-agm-registration>.

Upon successful authentication, each such member will receive an email reply by **9.00 a.m. on 27 September 2022**. The email reply will contain instructions to access the live webcast of the AGM proceedings. Only authenticated members are permitted to access and attend the AGM proceedings.

Members who have pre-registered by the deadline of 11.30 a.m. on 25 September 2022 but have not received an email reply by 9.00 a.m. on 27 September 2022, please contact the Company’s Share Registrar, M & C Services Private Limited at (65) 6228-0505 or (65) 6228-0517 (between 9.00 a.m. and 6.00 p.m. on 27 September 2022, or between 9.00 a.m. and 10.30 a.m. on 28 September 2022).

On the day of the AGM, before an authenticated and pre-registered member may access the live webcast and attend the AGM (by electronic means), the member’s identity is required to be verified by the Company’s Share Registrar, M & C Services Private Limited. Members are encouraged to log on (to access to the live webcast of the AGM proceedings) early to avoid possible bottlenecks and potential delays. We seek your kind understanding and cooperation. Members may log on from **10.30 a.m. on Wednesday, 28 September 2022**.

## **Questions**

Members, including CPF and SRS Investors, can submit questions in advance of the AGM.

Members will not be able to ask questions during the live webcast of the AGM. Members who may have questions relating to each resolution to be tabled for approval at the AGM are to submit their questions to the Company via email to [agm@lianbenggroup.com.sg](mailto:agm@lianbenggroup.com.sg) by **11.30 a.m. on Sunday, 18 September 2022**.

When sending in questions via email to the Company, please provide the following details:

- (a) full name (as per CDP/CPF/SRS/Script-based records);
- (b) identification number (e.g. NRIC/Passport Number/FIN);
- (c) shareholding type(s) (e.g. CDP/CPF/SRS/Script-based);
- (d) email address; and
- (e) contact number.

The Company will endeavour to address all relevant and substantial questions (as may be determined by the Company in its sole discretion) received from Members prior to the AGM by publishing the responses to such questions on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://ir.lianbeng.com.sg/> before 11.30 a.m. on Thursday, 22 September 2022. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

The Company will publish the minutes of the AGM via the SGXNet and the Company's website within 1 month after the date of AGM.

## **Voting**

Members who wish to exercise their voting rights at the AGM must appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.

If the member is a corporation, the instrument appointing the Chairman of the AGM as proxy must be under seal or the hand of an officer or attorney duly authorised.

The instrument appointing the Chairman of the AGM as proxy, duly executed, must either be deposited at the office of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902, or by email to [gpc@mncsingapore.com](mailto:gpc@mncsingapore.com), in each case, by **11.30 a.m. on Sunday, 25 September 2022** (that is, not less than 72 hours before the time appointed for holding the AGM). Members are strongly encouraged to submit the completed and signed PDF copies of their proxy forms to the Company via email to [gpc@mncsingapore.com](mailto:gpc@mncsingapore.com).

CPF and SRS Investors including persons who hold Shares through relevant intermediaries who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks, SRS Operators or relevant intermediaries to submit their votes by **5.00 p.m. on Friday, 16 September 2022**.

A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to access the live webcast and attend and vote via proxy at the AGM.

## **Documents**

The Annual Report, Notice of AGM, and Proxy Form will be sent to the Members solely by electronic means via publication on the SGXNet and the Company's website. Printed copies of these documents will not be sent to Members.

Please refer to the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://ir.lianbeng.com.sg/> for the following documents:

- (a) Annual Report for the financial year ended 31 May 2022;
- (b) Notice of AGM; and
- (c) Proxy Form.

As the Covid-19 pandemic continues to evolve, further measures and/or changes to the AGM arrangements may be made on short notice in the ensuing days, even up to the day of the AGM. Members are advised to closely monitor announcements made on SGXNet and the Company's website for updates on the AGM.

The Company would like to thank Members for their patience and co-operation in enabling the Company to hold its AGM with the optimum safe distancing measures amidst the current Covid-19 situation.

#### **PERSONAL DATA PRIVACY:**

By (a) submitting a form appointing the Chairman of the AGM as proxy to attend and vote at the AGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the AGM via the "live" audio-visual webcast or "live" audio-only stream, or (c) submitting any question(s) prior to the AGM in accordance with this notice, 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 following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the AGM and, if necessary, following up with the relevant members in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.