

LOW KENG HUAT (SINGAPORE) LIMITED

Company Registration No. 196900209G
(Incorporated in the Republic of Singapore)

NOTICE OF FIFTY-FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Fifth (**55th**) Annual General Meeting (“**AGM**”) of Low Keng Huat (Singapore) Limited (the “**Company**”) will be convened and held at Grand Mercure Singapore Roxy, Brooke, Meyer & Frankel Room, Level 3, 50 East Coast Road, Marine Parade Road, Singapore 428769, on **Friday, 31 May 2024 at 11.00 a.m.** for the purpose of considering and, if thought fit, passing the following resolutions:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement, Auditor’s Report and Audited Financial Statements for the financial year ended 31 January 2024. **Resolution 1**
2. To declare a first and final one-tier tax-exempt dividend of 1.5 cents per ordinary share for the financial year ended 31 January 2024. **Resolution 2**
3. To re-elect Dato’ Marco Low Peng Kiat, a Director retiring under regulation 88 of the Constitution of the Company. *(Refer to explanatory note (i) provided)* **Resolution 3**
4. To re-elect Mr. Cheo Chai Hong, a Director retiring under regulation 88 of the Constitution of the Company. *(Refer to explanatory note (ii) provided)* **Resolution 4**
5. To re-elect Mr. Jason Eng, a Director retiring under regulation 87 of the Constitution of the Company. *(Refer to explanatory note (iii) provided)* **Resolution 5**
6. To approve the payment of Directors’ fees of S\$215,000 for the financial year ended 31 January 2024 (2023: S\$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**
8. To note that Mr. Jimmy Yim Wing Kuen will be retiring pursuant to regulation 88 of the Company’s Constitution and he will not be seeking for re-election at this AGM. *(Refer to explanatory note (iv) provided)*

AS SPECIAL BUSINESS

9. To consider and, if thought fit, to pass the following as an ordinary resolution, with or without any modifications: *(Refer to explanatory note (v) provided)* **Resolution 8**

Authority to issue shares and/or convertible securities

That pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (the “**Listing Manual**”), authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares 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) 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 of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding that 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 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 fifty per cent (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 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) does not exceed twenty per cent (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 percentage of issued Shares 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:
 - (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of Shares;
- (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) and the Constitution for the time being of the Company; and
- (4) (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 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.

ANY OTHER BUSINESS

10. To transact any other business that may be transacted at an AGM.

By Order of the Board

Alvin Tan Teck Loon
Company Secretary

Singapore
Monday, 13 May 2024

Explanatory Notes of the Resolutions to be proposed at the AGM:-

(i) Ordinary Resolution 3

Dato' Marco Low Peng Kiat will, upon being re-elected as Director of the Company, continue in office as Managing Director and will remain as member of the Nominating Committee and Remuneration Committee. Detailed information on Dato' Marco Low Peng Kiat can be found under "Additional Information on Directors Seeking Re-election" section in the Company's Annual Report 2023/2024.

(ii) Ordinary Resolution 4

Mr. Cheo Chai Hong will, upon being re-elected as Director of the Company, be redesignated as Lead Independent Director, Chairman of the Audit Committee, and a member of the Nominating Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual. 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 2023/2024.

(iii) Ordinary Resolution 5

Mr. Jason Eng will, upon being re-elected as Director of the Company, continue in office as Independent Director and will be appointed as a member of the Audit Committee and Remuneration Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual. Detailed information on Mr. Jason Eng can be found under "Additional Information on Directors Seeking Re-election" section in the Company's Annual Report 2023/2024.

(iv) To be in line with Rule 210(5)(d)(iv) of the Listing Manual and to facilitate Board renewal in the Company, Mr. Jimmy Yim Wing Kuen will retire as Lead Independent, Non-Executive Director of the Company at the conclusion of the AGM. Upon his retirement, he will also relinquish his role as Chairman of the Audit Committee, and member of the Nominating Committee and Remuneration Committee.

(v) Ordinary Resolution 8

The ordinary resolution is to authorise the Directors to issue shares and convertible securities in the Company. This issuance is limited to an aggregate amount not exceeding **50%** of the total number of issued shares, excluding treasury shares and subsidiary holdings of the Company. Of this total, 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, at the time the resolution is passed. The purpose of this authorisation is to serve the best interests of the Company.

The total number of issued shares for this purpose is calculated by considering the number of issued shares, excluding treasury shares and subsidiary holdings, at the time this resolution is passed. It is adjusted for new shares resulting from the conversion of convertible securities or employee share options in effect at the time this resolution and any subsequent bonus issues, consolidations, or subdivisions of shares.

This authority will remain in effect until the next AGM of the Company unless it is revoked or amended at a general meeting.

NOTES:

General

1. The **55th** AGM of the Company will be held in a wholly physical format, at Grand Mercure Singapore Roxy, Brooke, Meyer & Frankel Room, Level 3, 50 East Coast Road, Marine Parade Road, Singapore 428769, on Friday, 31 May 2024 at 11.00 a.m. **There will be no option to participate virtually.**
2. Printed copies of this Notice of AGM, accompanying Proxy Form and the Request Form for a printed copy of the Annual Report will be dispatched by post to members of the Company. These documents will also be published on the Company's website at the URL <https://www.lkhs.com.sg>; and the SGX website at <https://www.sgx.com/securities/company-announcements>.

Register in person to attend the AGM

3. Members and (where applicable) duly appointed proxies can attend the AGM in person. To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Every attendee is required to bring his or her NRIC or passport to enable the Company to verify his or her identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately.

Submission of proxies

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

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

5. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the AGM as his/her/its proxy.
6. The Proxy Form must be submitted to the Company in the following manner:
 - (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) via email to proxyform@lkhs.com.sg,

in each case, must be lodged or received (as the case may be) by 11.00 a.m. on 28 May 2024, being at least seventy-two (72) hours before the time appointed for holding the AGM. Any incomplete and incorrect Proxy Form will be rejected by the Company.
7. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
8. In the case of members whose shares are entered against their names in the Depository Register (as defined in Part 3AA of the Securities and Futures Act 2001 of Singapore), the Company may reject the Proxy Form submitted if such members' names do not appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM.
9. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his/her votes at the Annual General Meeting in person if appointed as proxy of his/her CPF Agent Banks and/or SRS Operators. If the CPF and SRS Investors who are unable to attend the AGM but would like to vote, may inform their respective CPF Agent Banks and SRS Operators to appoint the Chairman of the Meeting to act as their proxy.

Submission of questions

10. Members, CPF Investors and SRS Investors may submit substantial and relevant questions related to the Resolutions to be tabled for approval at the AGM in advance of the AGM via email to agm2024@lkhs.com.sg.

When submitting questions, members must provide the following details for verification purposes:

- (i) full name as it appears on your CDP/CPF/SRS/scrip share records;
- (ii) address;
- (iii) number of shares held; and
- (iv) the manner in which the shares are held (e.g., via CDP, CPF/SRS and/or scrip).

All questions submitted in advance must reach the Company by 11:00 a.m. on 21 May 2024 (the "**prescribed deadline**").

11. The Company will address all substantial and relevant questions received by the prescribed deadline by publishing its responses to such questions on the websites of the Company and SGXNet at least 48 hours prior to the closing of receipt of proxy forms.

The Company will respond to questions or follow-up questions submitted after the prescribed deadline either within a reasonable timeframe before the AGM, or at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Members, CPF/SRS investors, and (where applicable) duly appointed proxies and representatives can also ask substantial and relevant questions related to the Resolutions at the AGM itself.

Minutes of Annual General Meeting

12. The minutes of the AGM together with the responses to the substantial and relevant questions by the shareholders which were not answered and announced, will be posted on the Company's and SGX websites within one month after the date of the AGM.

Personal Data Privacy:

By submitting the Proxy Form, 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes, and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.