

CIRCULAR DATED 3 NOVEMBER 2016

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Khong Guan Flour Milling Limited (the “**Company**”) represented by physical share certificate(s), you should forward this Circular with the Notice of Extraordinary General Meeting and the accompanying Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or transferred all your shares in the Company held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular to the purchaser or transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular.



KHONG GUAN FLOUR MILLING LIMITED

(Incorporated in the Republic of Singapore)
(Reg. No. 196000096G)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED CHANGE OF NAME OF THE COMPANY TO “KHONG GUAN LIMITED”

IMPORTANT DATES AND TIMES:

- | | |
|--|--|
| Last date and time for lodgement of Proxy Form | : 23 November 2016 at 12.00 noon |
| Date and time of Extraordinary General Meeting | : 25 November 2016 at 12.00 noon (or as soon thereafter following the conclusion/adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place). |
| Place of Extraordinary General Meeting | : The Banquet Hall (Level 3), The Grassroots' Club, 190 Ang Mo Kio Avenue 8, Singapore 568046. |

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DEFINITIONS

For the purpose of this Circular, the following definitions apply throughout unless the context otherwise requires or is otherwise stated:

“ACRA”	: Accounting and Corporate Regulatory Authority of Singapore
“Act”	: The Companies Act (Chapter 50 of Singapore), as amended or modified from time to time
“CDP”	: The Central Depository (Pte) Limited
“Company”	: Khong Guan Flour Milling Limited
“Directors”	: The directors of the Company for the time being
“EGM”	: The extraordinary general meeting of the Company, notice of which is given on pages 8 and 9 of this Circular
“Group”	: The Company and its Subsidiaries
“Latest Practicable Date”	: The latest practicable date prior to the printing of this Circular, being 27 October 2016
“Memorandum and Articles of Association”	: The memorandum of association and the articles of association comprising part of the constitution of the Company
“Notice of EGM”	: Notice of EGM attached to this Circular
“Proposed Change of Name”	: The proposed change of name from “Khong Guan Flour Milling Limited” to “Khong Guan Limited”
“Securities Account”	: A securities account maintained by a depositor with CDP but does not include a securities sub-account
“SFA”	: Securities and Futures Act (Chapter 289 of Singapore), as amended or modified from time to time
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“Shareholders”	: Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares, mean the depositors into whose Securities Accounts those Shares are credited. Any reference to Shares held by Shareholders shall include Shares standing to the credit of the respective Shareholders’ Securities Accounts
“Shares”	: Ordinary shares in the capital of the Company
“Subsidiaries”	: Corporations which are for the time being subsidiaries of the Company within the meaning of Section 5 of the Act

The terms “**depositor**” and “**Depository Register**” shall have the meanings ascribed to them respectively under Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

DEFINITIONS

Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted. Any word defined under the Act, the SFA or any modification thereof and used in this Circular shall have the same meaning assigned to it under the Act or any modification thereof, as the case may be.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

LETTER TO SHAREHOLDERS

KHONG GUAN FLOUR MILLING LIMITED

(Incorporated in the Republic of Singapore)

(Reg. No. 19600096G)

Board of Directors:

Chew Soo Lin	(Chairman)
Chew Soo Eng	(Managing Director)
Tay Kwang Lip Willie	(Lead Independent Director)
Ng Peng Teng Dr	(Independent Director)
Sam Teng Choong	(Independent Director)
Chew Kian Boon Daniel	(Executive Director)

Registered Office:

85 Playfair Road #07-01
Tong Yuan Industrial Building
Singapore 368000

3 November 2016

To: The Shareholders of Khong Guan Flour Milling Limited

THE PROPOSED CHANGE OF NAME OF THE COMPANY TO “KHONG GUAN LIMITED”

Dear Sir/Madam

1. INTRODUCTION

The Directors are convening an EGM to be held on 25 November 2016 at 12.00 noon at the Banquet Hall (Level 3), The Grassroots' Club, 190 Ang Mo Kio Avenue 8, Singapore 568046 (or as soon thereafter following the conclusion/adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of seeking the approval of the Shareholders for the Proposed Change of Name.

The purpose of this Circular is to explain the rationale for, and to provide Shareholders with, information relating to the Proposed Change of Name to be tabled at the EGM and to seek Shareholders' approval for the resolution relating to the same. The Notice of EGM is set out on pages 8 and 9 of this Circular.

The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular.

This Circular has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than the Shareholders) or for any other purpose.

2. THE PROPOSED CHANGE OF NAME OF THE COMPANY

2.1 Background and Rationale.

The Directors are proposing to change the Company's name from Khong Guan Flour Milling Limited to "Khong Guan Limited".

The Company was established as millers and distributors of wheat flour including by-products and engaged in related activities such as the operating of barges for the unloading and transport of wheat grains into its own silos. The current trading activities of the Group consists of investment holdings, trading of short-term quoted securities, acting as wholesalers and retailers of edible and non-edible products.

LETTER TO SHAREHOLDERS

The Company has ceased its local flour milling operations as activities since its former factory site at Tanjong Rhu Road has been developed into a modern condominium housing estate and that the Group will continue to expand its business activities through future investments, acquisitions and to increase its products and distribution channels to the current portfolio of popular brands of fast moving consumer goods 'FMCG' and food related products, the Board is of the view that the Proposed Change of Name will better reflect the Company's business activities and direction.

Shareholders should note that the change of the Company's name, if effected, does not affect the identity or legal status of the Company or any of the rights or obligations of the Company or any of the rights of Shareholders, and the existing Shares will continue to be traded on the SGX-ST.

3. APPROVALS

3.1 Reservation of Name.

ACRA has given its approval for the use of the name "Khong Guan Limited". The proposed name has been reserved till 17 December 2016.

3.2 Shareholders' Approval.

The Proposed Change of Name will be tabled as a special resolution for Shareholders' approval at the EGM to be held on 25 November 2016 at 12.00 noon at the Banquet Hall (Level 3), The Grassroots' Club, 190 Ang Mo Kio Avenue 8, Singapore 568046 (or as soon thereafter following the conclusion/adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place).

Subject to the approval of Shareholders and registration by ACRA, the Company shall change its name to "Khong Guan Limited" and the name "Khong Guan Flour Milling Limited" shall be substituted for "Khong Guan Limited", wherever the latter name appears in the Company's Memorandum and Articles of Association. The Company will make an announcement when its change of name takes effect.

3.3 Existing Share Certificates.

Shareholders should note that notwithstanding the change of the Company's name, the Company will not recall existing share certificates in respect of the Shares, which will continue to be *prima facie* evidence of legal title. **No further action is required on the part of Shareholders in respect of existing share certificates.**

4. DIRECTORS' RECOMMENDATION

The Directors, after due consideration of all aspects, are of the opinion that the Proposed Change of Name is in the best interest of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the special resolution in respect of the Proposed Change of Name to be tabled at the forthcoming EGM of the Company.

5. EXTRAORDINARY GENERAL MEETING

The special resolution pertaining to the Proposed Change of Name is set out on pages 8 to 9 of the Notice of EGM in this Circular. The EGM will be held at the Banquet Hall (Level 3), The Grassroots' Club, 190 Ang Mo Kio Avenue 8, Singapore 568046 on 25 November 2016 at 12.00 noon (or as soon thereafter following the conclusion/adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) or any adjournment thereof.

LETTER TO SHAREHOLDERS

6. ACTION TO BE TAKEN BY SHAREHOLDERS

6.1 Lodgement of Proxies

Shareholders who are unable to attend and vote in person at the EGM and wish to appoint a proxy to attend and vote on their behalf should complete, sign and return the attached Proxy Form in accordance with the instructions contained therein as soon as possible and, in any event, so as to arrive at the registered office at 85 Playfair Road #07-01, Tong Yuan Industrial Building, Singapore 368000 not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he subsequently so wishes to do so, in place of his proxy. CPF investors may wish to check with their CPF Approved Nominees on the procedure and deadline for the submission of their written instructions to their CPF Approved Nominees to vote on their behalf.

6.2 Depositors

A depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by the CDP, as at 72 hours before the EGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Name, the Company and its Subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 85 Playfair Road #07-01 Tong Yuan Industrial Building, Singapore 368000 during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Company's Memorandum and Articles of Association; and
- (b) the approval of ACRA for the Company's application for the reservation of the name "Khong Guan Limited".

By Order of the Board
KHONG GUAN FLOUR MILLING LIMITED
Koe Eng Chuan
Company Secretary

3 November 2016

NOTICE OF EXTRAORDINARY GENERAL MEETING

KHONG GUAN FLOUR MILLING LIMITED

(Incorporated in the Republic of Singapore)
(Reg. No. 196000096G)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Khong Guan Flour Milling Limited (the “**Company**”) will be held at the Banquet Hall (Level 3), The Grassroots’ Club, 190 Ang Mo Kio Avenue 8, Singapore 568046 on Friday, 25 November 2016 at 12.00 noon (or as soon thereafter following the conclusion/adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any modifications the following resolution as special resolution:-

AS SPECIAL RESOLUTION

PROPOSED CHANGE OF NAME OF THE COMPANY FROM “KHONG GUAN FLOUR MILLING LIMITED” TO “KHONG GUAN LIMITED”

That:

- (i) subject to the approval of the Accounting and Corporate Regulatory Authority, the name of the Company be changed to “Khong Guan Limited” and that the name of “Khong Guan Limited” be substituted for “Khong Guan Flour Milling Limited” wherever the latter name appears in the Company’s Memorandum and Articles of Association;
- (ii) any Director of the Company be and is hereby authorized to do all such acts and things as he may consider necessary, desirable or expedient in the interests of the Company for the purpose of giving effect to this resolution, including without limitation to the foregoing, to sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required).

By Order of the Board
KHONG GUAN FLOUR MILLING LIMITED
Koe Eng Chuan
Company Secretary

3 November 2016

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) (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 EGM. Where such member's form of proxy appoints more than one 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 two proxies to attend, speak and vote at the EGM, 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 two 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 181 of the Companies Act (Chapter 50 of Singapore).

- (2) A proxy need not be a member of the Company.
- (3) The Proxy Form is attached and must be deposited at the registered office of the Company at 85 Playfair Road #07-01 Tong Yuan Industrial Building, Singapore 368000 not less than 48 hours before the time fixed for holding the EGM in order for the proxy to be entitled to attend and vote at the EGM.
- (4) 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 EGM in order for the Depositor to be entitled to attend and vote at the EGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 (or its agent or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed 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 (collectively, the “**Purposes**”), and (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agent 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 (or its agents or service providers) of the personal data of such 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.

PROXY FORM



KHONG GUAN FLOUR MILLING LIMITED

(Incorporated in the Republic of Singapore)
(Company Regn. No. 196000096G)

Registered Office :
85 Playfair Road #07-01 Tong Yuan Industrial Building
Singapore 368000

Important:

1. For investors who have used their CPF monies to buy Khong Guan Flour Milling Limited shares, this Circular is sent to them at the request of their CPF Approved Nominees solely FOR INFORMATION ONLY.
2. This Proxy Form is FOR USE ONLY BY MEMBERS whose shares in Khong Guan Flour Milling Ltd are registered in their names. It is not valid for use by CPF investors and persons whose shares are not registered in their own names, and shall be ineffective for all intents and purposes if used or purported to be used by them.

PROXY FORM

I/We _____ (Name) _____ (NRIC/Passport No.)

of _____ (Address)

being a member/members of Khong Guan Flour Milling Limited ("the **Company**"), hereby appoint:

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings	
			No. of Shares	%

and/or (delete as appropriate)

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or failing him/them the Chairman of the Extraordinary General Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at the Banquet Hall (Level 3), The Grassroots' Club, 190 Ang Mo Kio Avenue 8, Singapore 568046 on Friday, 25 November 2016 at 12.00 noon (or as soon thereafter following the conclusion/adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) and at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without amendment, the following Resolution:

NO.	SPECIAL RESOLUTION	FOR	AGAINST
1.	To approve the proposed change of name of the Company to "Khong Guan Limited"		

(Please indicate with an 'X' in the space provided whether you wish your vote(s) to be cast "For" or "Against" the Resolution as set out in the Notice of Extraordinary General Meeting. Otherwise, please indicate the number of votes. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the Extraordinary General Meeting. All resolutions put to the vote at the Extraordinary General Meeting shall be decided by way of poll.)

Dated this _____ day of _____ 2016.

Total Number of Shares in :	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s) or Common Seal of Corporate Shareholder



PROXY FORM

Notes:

1. Please insert in the box at the bottom right hand corner of this form, the number of Shares registered in your name in the Register of Members in respect of share certificates held by you and the number of Shares entered against your name in the Depository Register maintained by The Central Depository (Pte) Limited (“CDP”). If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. (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 meeting. Where such member's form of proxy appoints more than one 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 two 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 two 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 181 of the Companies Act (Chapter 50 of Singapore).
3. A proxy need not be a member of the Company.
4. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Extraordinary General Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Extraordinary General Meeting.
5. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 85 Playfair Road #07-01 Tong Yuan Industrial Building, Singapore 368000, not less than 48 hours before the time fixed for holding the Extraordinary General Meeting.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. A corporation which is a member may also authorize by resolution of its directors or other body such person as it thinks fit to act as its representative at the meeting in accordance with Section 179 of the Companies Act, Chapter 50.
8. The Company shall be entitled to reject this instrument of proxy if it is incomplete, not properly completed or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in this instrument appointing a proxy or proxies. In addition, in the case of members whose Shares are entered against their names in the Depository Register, the Company may reject any instrument of proxy lodged if such member is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time fixed for holding the Extraordinary General Meeting as certified by CDP to the Company.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 (or its agent or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed 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 (collectively, the “Purposes”), and (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agent 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 (or its agents or service providers) of the personal data of such 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.