KOH BROTHERS ECO ENGINEERING LIMITED

(Unique Entity Number: 197500111H)

(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Koh Brothers Eco Engineering Limited (the "Company") will be held at Oxford Hotel, 218 Queen Street, Singapore 188549 on Wednesday, 27 April 2016 at 10.30 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2015 together with the Directors' Statement and the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr Koh Keng Siang, who is retiring by rotation pursuant to Article 107 of the Company's Constitution and who being eligible, will offer himself for re-election. **(Resolution 2)**
3. To re-appoint Mr Tan Hwa Peng as a Director. **(Resolution 3)**
4. To approve the sum of S$78,000 as Directors' fees for the year ended 31 December 2015. (FY2014: S$78,000) **(Resolution 4)**
5. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any modification, the following resolution as Ordinary Resolution:

6. **Renewal of Share Issue Mandate** **(Resolution 6)**

That authority be and is hereby given to the Directors of the Company to:

(a) (i) issue shares in the capital of the Company whether by way of rights, bonuses 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 may in 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 Instrument 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 the Instruments made or granted pursuant to this Resolution) does not exceed 100 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with 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 the Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with 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 paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:-

(i) new shares arising from the conversion or exercise of any convertible securities;

(ii) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and

(iii) any subsequent bonus issue, consolidation or subdivision of shares;

(3) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Rules of Catalist 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 a general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

BY ORDER OF THE BOARD

Therese Ng
Company Secretary, 12 April 2016

EXPLANATORY NOTES:

Resolution 2: Mr Koh Keng Siang will, upon re-election as a Director of the Company, remain as the Non-Executive Chairman of the Board of Directors, and the Chairman of the Nominating Committee, and a member of the Remuneration Committee and the Audit and Risk Committee. He is considered non-executive and non-independent for the purposes of Rule 704(7) of the Rules of Catalist.

Resolution 3: This Resolution is to re-appoint Mr Tan Hwa Peng who is above 70 years old and who pursuant to the resolution passed at the Annual General Meeting held on 29 April 2015 in accordance with Section 153(6) of the Companies Act, Cap. 50 (which was then in force) was appointed to hold office as director until this Annual General Meeting. If passed, this Resolution will approve and authorise the re-appointment of Mr Tan in office from the date of this Annual General Meeting onwards without limitation in tenure, as was the case under the repealed Section 153(6) of the Companies Act, Cap. 50. 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 and the Nominating Committee. He is considered independent for the purposes of Rule 704(7) of the Rules of Catalist.

Resolution 5: This Resolution is to empower the Directors to issue shares in the capital of the Company and to make or grant the instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 100 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 50 per cent for issued other than on a pro-rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjustment for (i) new shares arising from the conversion or exercise of any convertible securities at the time this Resolution is passed; (ii) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and (iii) any subsequent bonus issue, consolidation or subdivision of shares. Such authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

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 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, Cap. 50.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be lodged at the registered office of the Company at 11 Lorong Pendek, Koh Brothers Building, Singapore 348639 (Attention: The Company Secretary), not less than 48 hours before the time appointed for the Annual General Meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 agents 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes, and other documents relating to the Annual General Meeting (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) and/or representative(s) to the Company (or its agents 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting ("**EGM**") of Koh Brothers Eco Engineering Limited (the "**Company**") will be held on 27 April 2016 at 11 a.m., or immediately following the conclusion of the annual general meeting of the Company to be held on the same day, at Oxford Hotel, 218 Queen Street, Singapore 188549 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

*All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company's circular dated 12 April 2016 (the "**Circular**").*

SHAREHOLDERS SHOULD NOTE THAT ALL THE RESOLUTIONS ARE CONDITIONAL ON RESOLUTION 4 BEING APPROVED. SHAREHOLDERS SHOULD FURTHER NOTE THAT RESOLUTIONS 1, 2, AND 3 ARE ALSO INTER-CONDITIONAL ON EACH OTHER. THIS MEANS THAT IF ANY OF RESOLUTIONS 1, 2, OR 3 IS NOT APPROVED, THE OTHER RESOLUTIONS, SAVE FOR RESOLUTION 4, WILL NOT BE DULY PASSED.

ORDINARY RESOLUTION 1:

THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF KOH BROTHERS BUILDING & CIVIL ENGINEERING CONTRACTOR (PTE.) LTD. WHICH CONSTITUTES A MAJOR TRANSACTION AND AN INTERESTED PERSON TRANSACTION UNDER THE CATALIST RULES

That, subject to and contingent upon the passing of Resolutions 2 and 3, for the purposes of Chapter 9 and Chapter 10 respectively of the Catalist Rules Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**"):

(a) approval be and is hereby given for the proposed acquisition of 19,000,000 ordinary shares representing the entire issued and paid-up share capital of Koh Brothers Building & Civil Engineering Contractor (Pte.) Ltd. (the "**Target**") from Construction Consortium Pte. Ltd. (the "**Vendor**"), upon the terms and conditions of the sale and purchase agreement entered into by the Company and the Vendor on 7 January 2016 (the "**Sale and Purchase Agreement**"); and

(b) any of the directors of the Company ("**Directors**") be and is hereby authorised to complete and to do all acts and things as he may consider necessary or expedient for the purposes of or in connection with the Proposed Acquisition and to give effect to this Ordinary Resolution 1 (including any amendment to the Sale and Purchase Agreement, execution of any other agreements or documents and procurement of third party consents) as he shall think fit and in the interests of the Company.

ORDINARY RESOLUTION 2:

THE PROPOSED ALLOTMENT AND ISSUE OF 369,145,631 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE ISSUE PRICE OF S$0.0515

That, subject to and contingent upon the passing of Resolutions 1 and 3:

(a) approval be and is hereby given for the proposed allotment and issue of 369,145,631 new ordinary shares in the capital of the Company ("**Shares**") at the issue price of S$0.0515, upon the terms and conditions of the Sale and Purchase Agreement (the "**Consideration Shares**"); and

(b) any of the Directors be and is hereby authorised to complete and to do all acts and things as he may consider necessary or expedient for the purposes of or in connection with the Proposed Acquisition and to give effect to this Resolution 2 (including any execution of any agreements or documents and procurement of third party consents for the Shares) as he shall think fit and in the interests of the Company.

ORDINARY RESOLUTION 3:

THE PROPOSED WHITEWASH RESOLUTION BY THE INDEPENDENT SHAREHOLDERS FOR THE WAIVER OF THEIR RIGHTS TO RECEIVE A MANDATORY GENERAL OFFER FROM KOH BROTHERS GROUP LIMITED AND ITS CONCERT PARTIES

That, subject to and contingent upon the passing of Resolutions 1 and 2 and the conditions in the letter from the Securities Industry Council dated 1 February 2016 being fulfilled, the Shareholders (other than KBG and parties acting in concert with it and the parties not independent of them), do hereby, unconditionally and irrevocably waive their rights to receive a general offer from KBG in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers, for all the Shares not already owned by KBG and its concert parties, as a result of the allotment and issuance of the Consideration Shares to KBG pursuant to the Proposed Acquisition.

ORDINARY RESOLUTION 4:

THE PROPOSED ADOPTION OF THE NEW IPT MANDATE

That for the purposes of Chapter 9 of the Catalist Rules:

(a) approval be and is hereby given for the Company and/or its Associates to enter into any of the transactions falling within the categories of interested person transactions set out in Section 4.3.1 of the Circular, with any Mandated Interested Persons, provided that such transactions are made on normal commercial terms in accordance with the guidelines and review procedures for interested person transactions as set out in Section 4.3.4 of the Circular (the "**New IPT Mandate**");

(b) the New IPT Mandate shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier;

(c) the Audit and Risk Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time; and

(d) any of the Directors be and is hereby authorised and empowered to complete and to do all such acts and things, and to approve, modify, ratify and execute such documents, acts and things as he or she may consider necessary, desirable or expedient to give effect to this resolution.

BY ORDER OF THE BOARD

Therese Ng
Company Secretary, 12 April 2016

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company may appoint not more than two (2) proxies to attend and vote in his/her stead. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
2. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100.0% of the shareholding and any second named proxy as an alternate to the first named.
3. If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 11 Lorong Pendek, Koh Brothers Building, Singapore 348639 (Attn: The Company Secretary) not less than 48 hours before the time set for holding the Extraordinary General Meeting.
4. The instrument appointing a proxy must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy 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. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
5. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited not less than 72 hours before the time fixed for holding the Extraordinary General Meeting in order for the Depositor to be entitled to attend and vote at the Extraordinary General Meeting.

Personal Data Privacy:

By submitting a proxy form 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 personal data of the member by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the proxy(ies) and/or representative(s) of the member to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representatives(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of the proxy(ies) and/or representatives(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 breach of warranty of the member.