

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting (“AGM”) of Keong Hong Holdings Limited (the “Company”) will be held by electronic means on Monday, 30 January 2023 at 2.30 p.m. for the purpose of transacting the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 30 September 2022 and the Auditor’s Report thereon. **Resolution 1**
2. To approve the proposed Directors’ Fees of \$197,046 for the financial year ended 30 September 2022. (2021: \$193,205) **Resolution 2**
3. To re-elect the following Directors who are retiring by rotation pursuant to Article 117 of the Company’s Constitution:–
 - (i) Mr Leo Ting Ping Ronald *[See Explanatory Note (a)]* **Resolution 3**
 - (ii) Mr Er Ang Hooa *[See Explanatory Note (a)]* **Resolution 4**
 - (iii) Mr Chong Weng Hoe *[See Explanatory Note (b)]* **Resolution 5**
4. To re-appoint Mazars LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following Ordinary Resolution:

5. **Share Issue Mandate** **Resolution 7**

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

- (a) allot and issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
- (b) 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 pursuant to Section 161 of the Act and Rule 806 of the Listing Manual; and
- (c) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time of such issuance of Shares,

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), shall 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 existing shareholders of the Company shall 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);

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- (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 total issued Shares shall be based on the total 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;
 - (ii) new Shares arising from exercising of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Mainboard Rules; and
 - (iii) any subsequent bonus issue, consolidation or sub-division of Shares.
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Mainboard Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
- (4) the authority conferred by this Resolution shall, unless revoked or varied by the Company in 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 the earlier." *[See Explanatory Note (c)]*

By Order of the Board

Heng Michelle Fiona and Lim Guek Hong
Company Secretaries

11 January 2023
Singapore

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Explanatory Notes:

- (a) Detailed Information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Leo Ting Ping Ronald and Mr Er Ang Hooa can be found on pages 158 to 160 of the Annual Report.
- (b) Mr Chong Weng Hoe, if re-elected, will continue to serve as the Lead Independent Director, Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Mr Chong Weng Hoe is considered to be independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Chong Weng Hoe can be found on pages 158 to 160 of the Annual Report.
- (c) The Ordinary Resolution 7 proposed in item 5 above, if passed, will empower the Directors of the Company from the date of this AGM until the date 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 or such authority is varied or revoked by the Company in a general meeting whichever is the earlier, to allot and issue Shares and/or the convertible securities. The aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) which the Directors may allot and issue under this Resolution, shall not exceed fifty per cent (50%) of the total issued Shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of Shares and/or convertible securities other than on a pro-rata basis to all existing shareholders of the Company shall not exceed twenty per cent (20%) of the total issued Shares (excluding treasury shares and subsidiary holdings).

Notes:

1. Conduct of Meeting

The AGM 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**”).

Alternative arrangements relating to attendance at the AGM 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 in advance of the AGM, or “live” at the AGM, addressing of substantial and relevant questions “live” at, or prior to, the AGM and live voting by the Shareholders or his/her/its duly appointed proxy(ies) (other than the Chairman of the AGM) or by appointing the Chairman of the Meeting as proxy to vote on the members’ behalf at the AGM, are set out herein. Members and proxy(ies) should note that the manner of conducting the AGM may be subject to further changes at short notice depending on any legislative amendments, directives, measures or guidelines from government agencies or regulatory authorities in relation to the evolving COVID-19 situation. Members and proxy(ies) should regularly check the Company’s website at <https://www.keonghong.com/newsroom.html> or at the SGX website at <https://www.sgx.com/securities/company-announcements> for any further updates made by the Company.

2. Annual Report 2022, Notice of AGM and Proxy Form

Documents relating to the business of the AGM which comprise the Company’s Annual Report 2022, Notice of AGM 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 accordingly.

3. Registration to attend the live audio-visual webcast or live audio-only stream

A member will be able to participate at the AGM by watching the AGM proceedings via live audio-visual webcast via his/her/its mobile phones, tablets or computers or by listening to the 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 pre-registration website at <https://globalmeeting.bigbangdesign.co/keonghong2023agm/> by no later than **2.30 p.m. on Friday, 27 January 2023**.

To pre-register the live audio-visual webcast or live audio-only stream, kindly access the Pre-registration website, using either the latest versions of Chrome, Safari, Edge or Firefox.

Following the verification, authenticated members will receive an email on **28 January 2023** 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**”).

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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 28 January 2023 should contact the Company's webcast provider, Big Bang Design at webcast@bigbangdesign.co.

Investors who hold Shares through depository agents (as defined in Section 81SF of the Securities and Futures Act 2001) and wish to watch the live audio-visual webcast or listen to the live audio-only stream of the AGM should approach their respective depository agents to pre-register by **5.00 p.m. on 16 January 2023** in order to allow sufficient time for their respective depository agents to in turn register their interest with the Company.

4. Submission of Questions relating to the Agenda of the AGM

Members and proxy(ies) may submit substantial and relevant textual questions related to the resolutions to be tabled for approval for the AGM in advance of, or "live" at, the AGM.

If a member wishes to **submit questions in advance of the AGM** related to the resolutions tabled for approval at the AGM, all questions must be submitted no later than **2.30 p.m. on Thursday, 19 January 2023** through the following means:

- (a) by email to ir@keonghong.com;
- (b) by post to the registered office of the Company at 9, Sungei Kadut Street 2, Singapore 729230; or
- (c) by the pre-registration website at <https://globalmeeting.bigbangdesign.co/keonghong2023agm/>,

and provide the following details for verification purposes:

- (a) your full name;
- (b) NRIC/passport/company registration no.;
- (c) contact number;
- (d) email; and
- (e) the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

Any question submitted without the identification details will not be addressed.

If a member wishes to **submit questions "live" at the AGM**, all questions must be submitted in the following manner:

- (a) Members or where applicable, their appointed proxy(ies) and CPF or SRS Investors who have pre-registered and are verified to attend the AGM can ask questions relating to the ordinary resolutions tabled for approval at the AGM "live" at the AGM, by typing in and submitting their questions through the "live" ask-a-question function via the audio-visual webcast platform during the AGM within a certain prescribed time limit.
- (b) Members who wish to appoint a proxy(ies) (other than the Chairman of the AGM) to ask questions "live" at the AGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the registration link before the Pre-registration Deadline, upon verification of the Proxy Form(s).
- (c) Members (including CPF and SRS Investors) or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the live audio-visual webcast in order to ask questions "live" at the AGM, and will not be able to do so via the live audio-only stream of the AGM proceedings.
- (d) During the AGM itself, the Company will address as many substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) which have not already been addressed prior to the AGM, as well as those received "live" at the AGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

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5. Publication of Responses

The Company will publish the responses to the substantial and relevant questions on the Company's website, at <https://www.keonghong.com/newsroom.html> and SGX website at <https://www.sgx.com/securities/company-announcements>.

If there are any relevant and subsequent questions received **after 19 January 2023**, the Company will address them during the AGM. For questions which are addressed during the AGM, the responses to such questions will be included in the minutes of AGM which will be published on the SGX website and the Company's website within one (1) month after the date of AGM.

6. Pre-register to vote live at the AGM

Members (whether individual or corporations) who pre-register to observe and/or listen to the live audio-visual webcast or live audio-only stream of the AGM proceedings and wish to vote on the resolutions to be tabled at the AGM may:

- (a) (where such Members are individuals) vote live at the AGM by casting their votes for each resolution through real time remote electronic voting, or (where such Members are individuals or corporations) appoint a proxy(ies) (other than the Chairman of the Meeting*) to vote live at the AGM via real time remote electronic voting on their behalf by completing and submitting Proxy Forms appointing a proxy(ies); or
- (b) (where such Members are individuals or corporations) appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM, in accordance with the instructions set out in the relevant Proxy Forms.

* For the avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy (i.e. person other than the Chairman of the Meeting) to vote live at the AGM on their behalf.

Where Members (whether individual or corporation) appoint the Chairman of the Meeting as their proxy, they 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.

Members including CPF/SRS Investors who wish to vote live at the AGM must first pre-register themselves at the pre-registration website at <https://globalmeeting.bigbangdesign.co/keonghong2023agm/>. Members who wish to appoint a proxy(ies) (other than the Chairman of the Meeting) to vote live at the AGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), pre-register their appointed proxy(ies) at the pre-registration website at <https://globalmeeting.bigbangdesign.co/keonghong2023agm/>.

Members including CPF/SRS Investors or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the live audio-visual webcast in order to vote live at the AGM, and will not be able to do so via the audio-only stream of the AGM proceedings.

Members who hold Shares through relevant intermediaries (other than CPF/SRS Investors) who wish to vote should approach his/her relevant intermediary as soon as possible on the voting instructions.

7. Submission of Proxy(ies) Forms

- (a) The instrument appointing proxy(ies) must be submitted to the Company in the following manner:
 - (i) if submitted by post, be lodged at the office of the Company's Share Registrar, B.A.C.S Private Limited, at 77 Robinson Road #06-03, Robinson 77, Singapore 068896; or
 - (ii) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com or through the pre-registration website for the AGM at <http://globalmeeting.bigbangdesign.co/keonghong2023agm/>.

in either case, by **2.30 p.m. on Friday, 27 January 2023**, being 72 hours before the time appointed for holding the AGM.

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- (b) Members are strongly encourage to submit the completed proxy form electronically.
- (c) CPF/SRS investors who hold the Company's shares:
 - (i) may vote live at the AGM via electronic means if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - (ii) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes by **5 p.m. on 16 January 2023**.

Personal data privacy:

By submitting an instrument appointing proxy(ies) to attend, speak and vote at the AGM 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 proxy(ies) 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.