

NOTICE OF ANNUAL GENERAL MEETING

Unless otherwise defined herein, capitalised terms shall have the meaning ascribed to them in the Company's Letter to Shareholders dated 10 April 2023.

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Koh Brothers Group Limited (the "Company") will be convened and held at Dunearn Ballroom II & III, Level 1, Raffles Town Club, 1 Plymouth Avenue, Singapore 297753 on Tuesday, 25 April 2023 at 3.00 p.m. for the following purposes:

ORDINARY BUSINESS

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| 1. | To receive and adopt the Directors' Statement, Audited Financial Statements and Auditors' Report for the financial year ended 31 December 2022. | (Resolution 1) |
| 2. | To declare a final dividend of 0.20 Singapore cent per share for the financial year ended 31 December 2022. | (Resolution 2) |
| 3. | To re-elect Mr Koh Teak Huat, a Director retiring by rotation pursuant to Regulation 110 of the Constitution of the Company. | (Resolution 3) |
| 4. | To re-elect Mdm Quek Chee Nee, a Director retiring by rotation pursuant to Regulation 110 of the Constitution of the Company. | (Resolution 4) |
| 5. | To re-elect Er Dr Lee Bee Wah, a Director retiring by rotation pursuant to Regulation 110 of the Constitution of the Company. | (Resolution 5) |
| 6. | To re-elect Mr Low Yee Khim, a Director retiring by rotation pursuant to Regulation 110 of the Constitution of the Company. | (Resolution 6) |
| 7. | To re-elect Mr Ow Yong Thian Soo, a Director retiring by rotation pursuant to Regulation 110 of the Constitution of the Company. | (Resolution 7) |
| 8. | To approve the sum of S\$546,000 as Directors' fees for the financial year ended 31 December 2022. (FY2021: S\$487,000) | (Resolution 8) |
| 9. | To re-appoint PricewaterhouseCoopers LLP as the Auditor of the Company and to authorise the Directors to fix their remuneration. | (Resolution 9) |

SPECIAL BUSINESS

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

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| 10. | Proposed Renewal of Share Issue Mandate | (Resolution 10) |
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That authority be and is hereby given to the Directors of the Company to:

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| (a) | (i) | issue shares in the 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 during the continuance of this authority or thereafter, 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

NOTICE OF ANNUAL GENERAL MEETING

- (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 Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares of the Company excluding treasury shares and subsidiary holdings (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 Instruments made or granted pursuant to this Resolution) shall not exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings (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 the total number of issued shares of the Company 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:
- (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, provided the share options or share awards were granted in compliance with the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares,

provided further that adjustments in accordance with sub-paragraphs (2)(i) and (ii) 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 this Resolution, “subsidiary holdings” shall have the meaning ascribed to it in the listing rules of the SGX-ST; 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.

11. Proposed Renewal of Share Purchase Mandate

(Resolution 11)

That:

- (a) for the purposes of sections 76C and 76E of the Companies Act 1967 of Singapore (“Companies Act”), as may be amended or modified from time to time, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary shares in the capital of the Company (the “Shares”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Directors of the Company 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

NOTICE OF ANNUAL GENERAL MEETING

- (ii) off-market purchases (each an “Off-Market Purchase”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, regulations and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “Share Purchase Mandate”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate in paragraph (a) of this Resolution may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next AGM of the Company is held;
- (ii) the date by which the next AGM of the Company is required by law to be held; or
- (iii) the date on which purchases or acquisitions of Shares are carried out to the full extent mandated;

- (c) in this Resolution:

“**subsidiary holdings**” shall have the meaning ascribed to it in the listing rules of the SGX-ST;

“**Prescribed Limit**” means 10% of the total number of issued Shares of the Company (excluding subsidiary holdings and any Shares which are held as treasury shares) as at the date of the passing of this Resolution; and

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, 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 (as hereinafter defined); and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price (as hereinafter defined),

where:

“**Average Closing Price**” means the average of the Closing Market Prices of the Shares over the last five Market Days (as hereinafter defined) on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase or, as the case may be, the date of the making of the offer (as hereinafter defined) pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during such five-Market Day period and the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

“**Closing Market Price**” means the last dealt price for a Share transacted through the SGX-ST’s trading system as shown in any publication of the SGX-ST or other sources;

NOTICE OF ANNUAL GENERAL MEETING

“date of the making of the offer” means the day on which the Company announces its intention to make 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;

“Market Day” means a day on which the SGX-ST is open for trading in securities; and

- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

By Order of the Board

Koh Keng Siang
Managing Director and Group CEO

10 April 2023

Explanatory Notes:

- Ordinary Resolution 3: Mr Koh Teak Huat will, upon re-election as a Director of the Company, remain as the Executive Deputy Chairman of the Company, and a member of the Executive Committee.
- Ordinary Resolution 4: Mdm Quek Chee Nee will, upon re-election as a Director of the Company, remain as a Non-Executive and Non-Independent Director of the Company.
- Ordinary Resolution 5: Er Dr Lee Bee Wah will, upon re-election as a Director of the Company, remain as the Lead Independent Director, the Chairperson of the Audit and Risk Committee and a member of the Nominating Committee. She is considered independent for the purposes of the Listing Manual of the SGX-ST.
- Ordinary Resolution 6: Mr Low Yee Khim will, upon re-election as a Director of the Company, remain as an Independent Director of the Company and a member of the Audit and Risk Committee. He is considered independent for the purposes of the Listing Manual of the SGX-ST.
- Ordinary Resolution 7: Mr Ow Yong Thian Soo will, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Nominating Committee, and a member of the Audit and Risk Committee and the Remuneration Committee. He is considered independent for the purposes of the Listing Manual of the SGX-ST.
- Ordinary Resolution 10: This Resolution is to empower the Directors from the date of the AGM until the date of the next AGM to issue further shares and Instruments in the Company, including a bonus or rights issue. The maximum number of shares of which the Directors may issue under this Resolution shall not exceed the quantum set out in the Resolution.
- Ordinary Resolution 11: This Resolution is to renew the Share Purchase Mandate which was approved by shareholders on 26 April 2022. Please refer to the Appendix to this Notice of AGM for more details.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A proxy need not be a member of the Company.
2.
 - (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one (1) 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 (2) 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. Where such member's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

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

A Member can appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory.

3. The instrument appointing a proxy must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged with the Company c/o Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
 - (b) if submitted electronically, be submitted via email to the Company at kohbrothersgroup-agm@complete-corp.com,

in either case, by **3.00 p.m. on 22 April 2023**, being 72 hours before the time appointed for holding the AGM.

A member who wishes to submit an instrument of proxy must first **download, print, complete and sign the proxy form**, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. The proxy form for the AGM may be accessed at the Company's website at the URL <http://www.kohbrothers.com/en/for-investors>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

4. The instrument appointing a proxy must be under the hand of the appointer or of his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument of proxy is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
5. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The instrument appointing the proxy must be under the seal or the hand of an officer or attorney duly authorised.
6. The Company shall be entitled to reject an instrument appointing a proxy or proxies which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument (including any related attachment) appointing a proxy or proxies.
7. In the case of a member whose shares are deposited with The Central Depository (Pte) Limited ("CDP"), the Company shall be entitled to reject an instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Annual General Meeting, as certified by the CDP to the Company.

IMPORTANT INFORMATION:

1. Physical meeting:

The AGM is being convened and will be held physically at Dunearn Ballroom II & III, Level 1, Raffles Town Club, 1 Plymouth Avenue, Singapore 297753 on Tuesday, 25 April 2023 at 3.00 p.m.. **There will be no option for members to participate virtually.**

The Company may be required to change its AGM arrangements at short notice due to prevailing COVID-19 situation. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM.

2. Submission of questions:

In view of the guidance note issued by the Singapore Exchange Regulation, members (including CPF and SRS investors) who have any substantial and relevant questions in relation to the resolutions to be tabled at the AGM as set out in this Notice, are encouraged to submit their questions to the Company in advance by no later than **5.00 p.m. on Monday, 17 April 2023** in the following manner:

- (a) By email to kohbrothersgroup-agm@complete-corp.com; or
- (b) By post to the registered office of the Company, at 11 Lorong Pendek, Koh Brothers Building, Singapore 348639 (Attention: The Company Secretary).

NOTICE OF ANNUAL GENERAL MEETING

Members who submit questions by post must include the following information in their submission:

- (a) their (A) full name, (B) full NRIC/Passport/Company Registration No., and (C) address; and
- (b) the manner in which the Company's shares are held by them (e.g. via CDP, scrip, CPF or SRS).

Persons who hold shares in the Company through relevant intermediaries (as defined in section 181 of the Companies Act), other than CPF and SRS investors, and who wish to submit questions to the Chairman of the AGM in advance of, or at, the AGM should contact the relevant intermediary through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

The Company will answer substantial and relevant questions by 3.00 p.m. on 20 April 2023 by publishing the responses to such questions on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> at least 48 hours before the cut-off time for submission of proxy form. Any substantial or relevant questions received after the deadline of 20 April 2023 will be addressed at the AGM itself.

Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies can also ask the Chairman of the AGM questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.

3. Voting:

Voting will be conducted by way of poll during the AGM for members and proxies attending the AGM.

Voting via appointing of Proxy: Members who wish to appoint proxy(ies) (other than the Chairman of the AGM) to attend and vote at the AGM on their behalf must complete and submit the proxy form in accordance with the instructions set out in the proxy form.

Voting via appointing of Chairman of the AGM as Proxy: Members may appoint the Chairman of AGM as his/her/its proxy to vote on his/her/its behalf at the AGM. Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it 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 AGM as proxy for that resolution will be treated as invalid.

CPF and SRS investors:

- (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes seven (7) working days before the AGM, i.e. by **5.00 p.m. on Friday, 14 April 2023**.

Persons who hold shares through relevant intermediaries (other than CPF/SRS investors) and who wish to vote should approach the relevant intermediary through which they hold the shares as soon as possible to specify their voting instructions.

4. Annual Report and other documents relating to the AGM:

All documents (including the Annual Report, proxy form, this Notice of AGM and the Appendix to this Notice of AGM) or information relating to the business of the AGM have been, or will be, published on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and/or the Company's website at the URL <http://www.kohbrothers.com/en/for-investors>. **Printed copies of the documents will not be sent to shareholders.**

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 (and/or its agents or service providers) for the purpose of the processing and administration and analysis by the Company (and/or its agents or service providers) of proxies and representatives 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 (and/or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines, (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.