

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of KHONG GUAN LIMITED (“the **Company**”) will be held by way of electronic means on Thursday, 30 December 2021 at 11.00 a.m. to transact the following business:

### Ordinary Business

1. To receive and adopt the audited financial statements for the financial year ended 31 July 2021 together with the Independent Auditor’s Report and Directors’ Statement thereon. **(Resolution 1)**
2. To approve a tax exempt (one-tier) first and final dividend of \$0.02 per ordinary share for the financial year ended 31 July 2021. **(Resolution 2)**
3. To approve the payment of Directors’ fees of \$94,500 (2020: \$90,250) for the financial year ended 31 July 2021. **(Resolution 3)**
4. To re-elect Mr Chew Soo Eng, a Director retiring pursuant to Article 105(B) of the Company’s Constitution. *[See Explanatory Note (i)]* **(Resolution 4)**
5. To re-elect Mr Chew Kian Boon Daniel, a Director retiring pursuant to Article 105(B) of the Company’s Constitution. *[See Explanatory Note (ii)]* **(Resolution 5)**
6. To re-appoint RT LLP as Independent Auditors of the Company for the financial year ending 31 July 2022 and to authorise the Directors to fix their remuneration. **(Resolution 6)**
7. To transact any other ordinary business.

### Special Business

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

8. Renewal of shareholders’ mandate for interested person transactions **(Resolution 7)**  
“That:
  - (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of Singapore Exchange Securities Trading Limited (“**SGX-ST**”), for the renewal of the mandate (the “**Shareholders’ Mandate**”) which has been amended to incorporate certain changes including the revised individual and aggregate thresholds, particulars of which are set out in the Appendix to this Notice of AGM for the Company and its subsidiaries or any of them to enter into any of the transactions falling within the types of the interested person transactions described in the said Appendix;
  - (b) the Shareholders’ Mandate shall, unless revoked or varied by the Company in general meeting, continue to be 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; and
  - (c) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to this Resolution.” *[See Explanatory Note (iii)]*

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### 9. Share Issue Mandate

(Resolution 8)

"That pursuant to Section 161 of the Act, the Constitution of the Company and Rule 806 of the Listing Manual of the SGX-ST, authority be and is hereby given to the Directors of the Company to:

- (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, including but not limited to the creation and issue of 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 Instruments made or granted pursuant to this Resolution), does not exceed 50% of the total number of issued shares in the capital of the Company (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 (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary shareholdings) (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) in the capital of the Company as at the date of the passing of this Resolution after adjusting for:
  - (a) new shares arising from the conversion of convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VII of Chapter 8 of the Listing Manual of the SGX-ST; and
  - (c) any subsequent consolidation or subdivision of shares;

Adjustments in accordance to sub-paragraph (2)(a) and (2)(b) 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 exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of SGX-ST for the time being in force (unless such compliance has been waived by SGX-ST) all applicable legal requirements under the Act and the Constitution for the time being of the Company; and

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- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue to be 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." [See Explanatory Note (iv)]

By Order of the Board  
Nor Hafiza Alwi  
Company Secretary

Singapore, 15 December 2021

### Explanatory Notes:

- (i) Ordinary Resolution 4 - Mr Chew Soo Eng will, upon re-election as a Director, remain as the Managing Director of the Company. Detailed information on Mr Chew Soo Eng can be found in the Annual Report 2021. Save as disclosed therein, there are no other relationships (including immediate family relationships) between Mr Chew Soo Eng and the other Directors of the Company, the Company or its 10% shareholders.
- (ii) Ordinary Resolution 5 - Mr Chew Kian Boon Daniel will, upon re-election as a Director, remain as an Executive Director of the Company. Detailed information on Mr Chew Kian Boon Daniel can be found in the Annual Report 2021. Save as disclosed therein, there are no other relationships (including immediate family relationships) between Mr Chew Kian Boon Daniel and the other Directors of the Company, the Company or its 10% shareholders.
- (iii) Ordinary Resolution 7 - if passed, will renew the IPT Mandate to enable the Company, its subsidiaries and associated companies which are entities at risk as defined under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions between the Group and the classes of Interested Persons as described in the Appendix to the Notice of the AGM dated 15 December 2021. The authority under the renewed IPT Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next AGM of the Company, or the date by which the next AGM is required by law to be held, whichever is the earlier.
- (iv) Ordinary Resolution 8 - if passed, will empower the Directors of the Company to issue shares and convertible securities in the Company up to a maximum of fifty percent (50%) of the issued share capital of the Company (of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed twenty percent (20%) of the issued share capital of the Company) for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting.

### Notes:

1. The AGM is being convened, and 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. Printed copies of this Notice, Proxy Form and the Annual Report 2021 (collectively, the "Documents") will NOT be sent to members. Instead, these Documents will be sent to members by electronic means via publication on SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the AGM via electronic means (in particular, arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying Alternative Arrangements for the AGM to Shareholders dated 15 December 2021 in relation to the Conduct and Proceedings of the Company's AGM on 30 December 2021 at 11.00 a.m. ("Alternative Arrangements for the AGM to Shareholders"). This Alternative Arrangements for the AGM to Shareholders will be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Due to the current COVID-19 restriction orders in Singapore, a member will NOT be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form for the AGM will be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

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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 abstention from voting, in respect of a Resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as a proxy for that Resolution will be treated as invalid.

Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act, (Cap. 50) of Singapore) should contact their relevant intermediaries through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective Agent Banks or SRS Operators to submit their votes by 5.00 pm on 20 December 2021 in order to enable their respective Agent Banks or SRS Operators to submit proxy forms on their behalf not less than 48 hours before the time appointed for holding the AGM.

4. The Chairman of the AGM, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner: (i) if submitted by post, be deposited at the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road #03-00 ASO Building, Singapore 048544; or (ii) if submitted via email, please send a scanned PDF copy to [main@zicoholdings.com](mailto:main@zicoholdings.com), in either case, not less than 48 hours before the time appointed for the AGM. A member who wishes to submit an instrument of proxy must first download, 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. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.
6. The Annual Report 2021 will be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
7. Due to the current COVID-19 situation, further measures and/or changes to the AGM arrangements may be made on short notice. Members are advised to check the Company's website for the latest updates on the status of the AGM.
8. The Company would like to thank all Members for their understanding and cooperation to hold the AGM by way of electronic means.

### Personal data privacy:

By pre-registering for the live audio-visual webcast or live audio-only stream, submitting a proxy form appointing the Chairman of the AGM as proxy to vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, 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 following purposes:

- (i) processing and administration by the Company (or its agents) of proxy forms appointing the Chairman of the Meeting as a proxy for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the live audio-visual webcast or live audio-only stream to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the Meeting and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities. Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his/her name, his/her presence at the Meeting and any questions he/she may raise or motions he/she propose/second) may be recorded by the Company for such purpose.

### NOTICE OF RECORD DATE

NOTICE IS ALSO HEREBY GIVEN THAT the Company's Register of Members and the Share Transfer Books will be closed at 5.00 p.m. on 7 January 2022 ("**Record Date**"). Duly completed registrable transfers received by the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road #03-00 ASO Building, Singapore 048544 up to 5.00 p.m. on 7 January 2022 will be registered to determine the Shareholders' entitlement to the proposed Dividend. Shareholders whose Securities Account with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on Record Date will be entitled to such proposed Dividend. The proposed Dividend if approved at the AGM of the Company will be paid on 18 January 2022.