



**KOON HOLDINGS LIMITED**  
(Company Registration No 200303284M)  
(ARBN 105 734 709)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twelfth Annual General Meeting of the Company will be held at 48 Boon Lay Way, Singapore 609961, The Chevrons, Violet Room on Level 3, on Wednesday, 29 April 2015 at 10.00 am (Singapore Time) for the following purposes:

**AS ORDINARY BUSINESS**

- To receive and adopt the Audited Accounts for the financial year ended 31 December 2014 together with the Reports of the Directors and the Auditors of the Company. (Resolution 1)
- To consider and, if thought fit, pass the following resolutions:
  - "That Mr Oh Keng Lim, who is above 70 years of age and whose office as Director shall be vacant at the conclusion of this Annual General Meeting in accordance with section 153(2) of the Companies Act, Cap 50, be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting." (Resolution 2)  
[See Explanatory Note (i)]
  - "That Mr Ang Sin Liu who is above 70 years of age and whose office as Director shall be vacant at the conclusion of this Annual General Meeting in accordance with section 153(2) of the Companies Act, Cap 50, be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting." (Resolution 3)  
[See Explanatory Note (i)]
- To re-elect Mr Christopher Chong Meng Tak who is retiring under Article 91 of the Company's Articles of Association. (Resolution 4)  
*Mr Christopher Chong Meng Tak will, upon re-election as a Director of the Company, remain the chairman of the Audit and Remuneration Committees and a member of the Nominating Committee and will be considered independent of management.*
- To re-elect Ms Glenda Mary Sorrell-Saunders who is retiring under Article 91 of the Company's Articles of Association. (Resolution 5)  
*Ms Glenda Mary Sorrell-Saunders will, upon re-election as a Director of the Company, remain the chairman of the Nominating Committee and a member of the Audit and Remuneration Committees and will be considered independent of management.*
- To approve Directors' fees of S\$270,000 for the financial year ended 31 December 2014. (Resolution 6)  
That, for the purposes of Listing Rule 10.17 and for all other purposes, effective from the close of the Meeting the total amount that may be paid in aggregate and in any one year by the Company to the Non-executive Directors as remuneration for services be increased by S\$82,000, from S\$188,000 to S\$270,000.
- To re-appoint Ernst & Young LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. (Resolution 7)
- To transact any other business that may be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

- To consider and, if thought fit, to pass each of the following Resolutions as an Ordinary Resolution, with or without modifications: (Resolution 8)
    - That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, directors to allot and issue:
      - shares in the capital of the Company (whether by way of bonus, rights or otherwise); or
      - convertible securities; or
      - additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the event of rights, bonus or capitalisation issues; or
      - shares arising from the conversion of convertible securities in (ii) and (iii) above.
- at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of equity securities to be issued pursuant to this Resolution does not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares as at the date of this Resolution, or such other limit as may be prescribed by the listing rules of the Singapore Exchange Securities Trading Limited and ASX Listing Rule 7.1, of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to shareholders of the Company does not exceed fifteen per cent (15%) of the total number of issued shares excluding treasury shares as at the date of this Resolution, or such other limit as may be prescribed by the listing rules of the Singapore Exchange Securities Trading Limited and ASX Listing Rule 7.1, and, unless revoked or reduced by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. For the purpose of determining the aggregate number of shares that may be issued pursuant to this Resolution, the percentage of the total number of issued shares excluding treasury shares is based on the total number of issued shares excluding treasury shares at the date of this Resolution after adjusting for new shares arising from the conversion or exercise of any convertible securities or employee stock options in issue as at the date of this Resolution and any subsequent consolidation or subdivision of the Company's shares." [See Explanatory Note (ii)]
- "That, in accordance with Exception 9 of ASX Listing Rule 7.2 and ASX Listing Rule 10.14 and for all other purposes, the Board of Directors of the Company be and is hereby authorised to grant awards ("Awards") to eligible employees of the Company (including executive Directors) in accordance with the provisions of the Koon Holdings Employee Performance Share Plan ("Koon EPSP"), a summary of which is contained in Explanatory Note (iv), and pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the grant of Awards under the Koon EPSP and in the event a share buyback mandate is subsequently approved by the shareholders, to apply any shares purchased under the Share Buyback Mandate toward the satisfaction of Awards granted under the Koon EPSP provided that the aggregate number of Shares available under the Koon EPSP shall not exceed five per cent (5%) of the total issued share capital of the Company from time to time." (Resolution 9)  
*Voting exclusion: In accordance with the notice requirements of ASX Listing Rule 7.2 Exception 9(b) for approval under ASX Listing Rule 7.2 Exception 9, ASX Listing Rule 10.15A.6 for approval under ASX Listing Rule 10.14 and ASX Listing Rule 14.11.1, the Company will disregard any votes cast by a Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associate of a Director. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*  
[See Explanatory Note (iii)]

By Order of the Board

Ong Beng Hong/Tan Swee Gek  
Joint Company Secretaries  
27 March 2015

**Explanatory Notes:**

- Resolutions 2 and 3**  
To appoint Mr Ang Sin Liu and Mr Oh Keng Lim, who are over 70 years of age as directors of the Company under Section 153(6) of the Companies Act, Chapter 50.
- Resolution 8**  
The Ordinary Resolution proposed in item 8 above, if passed, will empower the Directors from the passing of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company up to an amount not exceeding, in total, 50% of the issued share capital of the Company at the time of passing of this resolution, of which up to 15% may be issued other than on a pro-rata basis to shareholders.
- Resolution 9**  
**Background**  
The Ordinary Resolution proposed under Resolution 9 above, if passed, will authorise the Directors to grant the award of shares in accordance with the provisions of the Koon EPSP and pursuant to Exception 9 to ASX Listing Rule 7.2, ASX Listing Rule 10.14 and Section 161 of the Companies Act, Cap 50, to allot and issue shares under the Koon EPSP.  
The Koon EPSP extends to participation by Directors of the Company.  
The Company is seeking shareholder approval under Exception 9 to ASX Listing Rule 7.2 to issue shares under the Koon EPSP to employees and under ASX Listing Rule 10.14 to issue shares under the Koon EPSP to executive Directors, which approval would be valid for ASX Listing Rule purposes for a period of three years from the date of this meeting.  
The Koon EPSP was previously approved by the shareholders of the Company in general meeting on 12 October 2009. Please refer to the Circular dated 10 September 2009 for further details.  
**ASX Listing Rules**  
ASX Listing Rule 7.1 provides that a company must not issue equity securities, or agree to issue equity securities (which includes shares and options) without the approval of shareholders if the number of equity securities to be issued in any 12-month period (including equity securities issued on the exercise of any convertible securities) exceeds 15% of the issued capital of the company preceding the issue, subject to certain adjustments and permitted exceptions. In calculating the 15% limit, the Company is entitled to deduct any ordinary securities issued in the 12 month period that were issued with the approval of shareholders for the purposes of ASX Listing Rule 7.1.  
ASX Listing Rule 7.2 provides several circumstances where the particular issues of securities are excluded from the calculation of the 15% limit under ASX Listing Rule 7.1, including issues under an employee incentive scheme if within three years before the date of issue, shareholders approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1. The Koon EPSP is an employee incentive scheme for the purposes of ASX Listing Rule 7.2.  
ASX Listing Rule 10.14 provides that a company must not permit a director or any of his associates to acquire securities under an employee incentive scheme without the approval of shareholders.

**Summary of the terms of the Koon EPSP**

- Eligibility**
  - An employee who is eligible to participate in the Koon EPSP must:
    - be confirmed in his employment with the Group;
    - have attained the age of 21 years on or before the date of award; and
    - not be an un-discharged bankrupt.
  - An executive director who meets the eligibility criteria above is eligible to participate in the Koon EPSP. However, controlling shareholders (including controlling shareholders who are executive directors) and their associates are not eligible to participate in the Koon EPSP.
  - Non-executive directors are not eligible to participate in the Koon EPSP.
- Awards**
  - Awards represent the right of a participant to receive fully paid-up shares free of charge, provided certain prescribed performance target(s) are met and upon the expiry of the prescribed vesting periods (if any).
  - The Remuneration Committee shall decide, in relation to each award to be granted to a participant:
    - the date on which the award will be granted;
    - the number of shares which are the subject of the award;
    - the prescribed performance targets;
    - the performance period during which the prescribed performance targets are to be satisfied;
    - the imposition of a vesting period and the duration of the vesting period, if any;
    - the extent to which the shares under that award shall be released on the prescribed performance target(s) being achieved (whether fully or partially) or exceeded, as the case may be, at the end of the prescribed performance period and upon the expiry of the prescribed vesting period; and
    - such other conditions as the Remuneration Committee may deem appropriate, in its absolute discretion.
- Selection of Participants**
  - The Koon EPSP is administered by the Remuneration Committee whose members are:
    - Christopher Chong Meng Tak – Chairman;
    - Glenda Mary Sorrell-Saunders; and
    - Ang Ah Nui.
  - A participant of the Koon EPSP who is a member of the Remuneration Committee shall not be involved in the deliberation of the Award to be granted to that member of the Remuneration Committee.
  - The selection of a participant and the number of shares which are the subject of each award to be granted to a participant in accordance with the Koon EPSP shall be determined at the absolute discretion of the Remuneration Committee, which shall take into account criteria such as his rank, job performance, years of service and potential for future development, his contribution to the success and development of the Group and the extent of effort required to achieve the performance target within the performance period.
- Timing**  
Awards may be granted at any time in the course of a financial year. Any Award made shall lapse, *inter alia*, if any of the following events occur prior to the vesting:
  - the misconduct of a participant;
  - the termination of the employment of a participant;
  - the bankruptcy of a participant;
  - the retirement, ill health, injury, disability or death of a participant;
  - the participant, being an executive Director, ceasing to be a Director of the Company for any reason whatsoever;
  - any winding-up of the Company; and
  - any other event approved by the Remuneration Committee.
- Size and Duration of the Koon EPSP**
  - The total number of shares which may be granted under the Koon EPSP shall not exceed 5% of the issued ordinary shares of the Company on the day preceding the relevant date of award. In line with the SGX-ST Listing Manual requirements, in the event the Company establishes any other share plan(s) or any other option scheme(s), the aggregate of shares under all such share plan(s) and options granted under all such option scheme(s) will not exceed 15%.
  - The Company may also deliver shares pursuant to awards granted under the Koon EPSP in the form of existing shares purchased from the market or from shares held in treasury. Such methods will not be subject to any limit as they do not involve the issuance of any new shares. The Company shall obtain shareholders' approval through a Share Buyback Mandate prior to purchasing its shares from the market.
  - The Koon EPSP will continue in force at the discretion of the Remuneration Committee up to a maximum of 10 years commencing from the date of its adoption by the Company provided that the Koon EPSP may continue beyond this stipulated period with the approval of its shareholders in a general meeting and the required approval by relevant authorities.
  - Notwithstanding the expiry or termination of the Koon EPSP, any award made prior to expiry or termination will remain valid.
- Operation of the Koon EPSP**
  - Awards granted under the Koon EPSP must not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, unless the approval of the Remuneration Committee is obtained. However, shares granted to a Participant pursuant to a grant of the Award may be transferred, charged, assigned, pledged otherwise disposed of, in whole or in part.
  - The terms of employment or appointment of a participant in the Koon EPSP shall not be affected by any Award to be made therein.

**Number of securities issued under the Koon EPSP since 12 October 2009**

In 2009, the Remuneration Committee approved the grant of awards comprising 994,000 shares to selected employees of the Company and its subsidiaries which vested in 2009. In 2010, the Remuneration Committee approved the grant of awards comprising 330,000 shares to selected employees of the Company and its subsidiaries which vested equally over a period of three years with issuance of 110,000 shares each in 2011, 2012 and 2013. In 2011, the Remuneration Committee approved the grant of awards comprising 360,000 shares to selected employees of the Company and its subsidiaries which will vest equally over a period of two years starting 2013. As at 31 December 2013, 105,000 shares were forfeited due to the resignation of employees. Out of the available awards of 255,000 shares, 165,000 shares were vested in 2013 and 90,000 shares had been vested in February 2014. Accumulated shares vested and awarded as at 31 December 2014 were as follows:

	2014	2013	2012	2011	2009	Accumulated Total
<b>Directors:</b>						
Tan Thiam Hee (resigned on 31 July 2013)	–	30,000	30,000	30,000	50,000	140,000
Oh Koon Sun	–	20,000	20,000	20,000	44,000	104,000
Oh Keng Lim	–	20,000	20,000	20,000	40,000	100,000
	–	70,000	70,000	70,000	134,000	344,000
Other members of key management	15,000	105,000	35,000	35,000	190,000	380,000
Other employees	75,000	100,000	5,000	5,000	670,000	855,000
<b>Total number of shares granted under Koon EPSP</b>	<b>90,000</b>	<b>275,000</b>	<b>110,000</b>	<b>110,000</b>	<b>994,000</b>	<b>1,579,000</b>

**ASX Listing Rule 10.15A disclosure**

- Pursuant to ASX Listing Rule 10.15A, the following information is provided regarding ASX Listing Rule 10.14 approval:
- ASX Listing Rule 10.15A.1:** *If the person is not a director, details of the relationship between the person and the director*  
Mr Yuen Kai Wing, Mr Oh Keng Lim, Mr Oh Koon Sun, all of whom are currently executive Directors of the Company.
  - ASX Listing Rule 10.15A.2:** *Maximum number of securities to be issued to the person and formula for calculating number of securities to be issued*  
The number of shares to be issued under the Koon EPSP will be determined by the Remuneration Committee. The total number of shares which may be granted under the Koon EPSP shall not exceed 5% of the issued ordinary shares of the Company on the day preceding the relevant date of award. Refer to the summary of the terms of the Koon EPSP above.
  - ASX Listing Rule 10.15A.3:** *Price of the securities, including the formula for calculating price*  
The shares are issued for nil consideration to participants under the Koon EPSP.
  - ASX Listing Rule 10.15A.4:** *Names of all persons who received securities under the scheme since the last approval, the number of securities received and price of each security*  
Refer to the disclosure under the heading "Number of securities issued under the Koon EPSP since 12 October 2009" above.
  - ASX Listing Rule 10.15A.5:** *Names of all eligible executive Directors entitled to participate in the scheme*  
Mr Yuen Kai Wing, Mr Oh Keng Lim and Mr Oh Koon Sun.
  - ASX Listing Rule 10.15A.6:** *A voting exclusion statement is included in the notice.*
  - ASX Listing Rule 10.15A.7:** *Terms of any loan in relation to the acquisition of securities*  
Not applicable.
  - ASX Listing Rule 10.15A.8:** *Statement*  
Details of any shares issued under the Koon EPSP will be published in each annual report of the Company relating to a period in which shares have been issued, and that approval for the issue of the shares was obtained under ASX Listing Rule 10.14.  
Any additional persons who become entitled to participate in the Koon EPSP after this resolution is approved and who were not named in this notice will not participate until approval is obtained under ASX Listing Rule 10.14.
  - ASX Listing Rule 10.15A.9:** *Date by which securities will be issued*  
If shareholders approve this resolution, the issue and allotment of the shares to Mr Yuen Kai Wing, Mr Oh Keng Lim and Mr Oh Koon Sun, will occur no later than three years after the date of this Annual General Meeting.

**Notes:**

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her 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 seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 11 Sixth Lok Yang Road, Singapore 628109 at least 48 hours before the time fixed for the Meeting.

**Personal Data Privacy:**

By attending the Annual General Meeting and/or any adjournment thereof or submitting an appointment of 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) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing rules, regulations and other 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), 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) 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.