

## **KOH BROTHERS GROUP LIMITED**

(Unique Entity Number: 199400775D)

(Incorporated in Singapore)

(the “Company”)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD VIA ELECTRONIC MEANS (ON ZOOM) ON TUESDAY, 26 APRIL 2022 AT 3.00 PM

---

**PRESENT** : As per the attendance lists maintained by the Company

---

### **CHAIRMAN**

On Mr Koh Tiat Meng’s request, Mr Koh Keng Siang, the Managing Director & Group CEO of the Company took the chair of the Meeting (the “Chairman”). Mr Koh Keng Siang commenced the online Annual General Meeting (“AGM or the “Meeting”) by welcoming the members and introduced all the Directors, the Financial Controller and the Company Secretary who were present online to the shareholders.

### **PRESENTATION**

Management had prepared a presentation for the shareholders to provide a summary of the Company’s performance for the financial year ended 31 December 2021 and proceeded with the presentation.

### **QUORUM**

The Chairman noted that there was a quorum and proceeded to call the Meeting to order.

### **NOTICE**

The notice dated 11 April 2022 (the “Notice”) convening the Meeting, having been in the hands of the members for the requisite period was taken as read.

### **QUESTIONS FROM SHAREHOLDERS**

The Chairman highlighted that as mentioned in the Notice of this AGM and the accompanying announcement dated 11 April 2022, shareholders will not be able to ask questions at the live webcast AGM. However, the Company has already published its responses to substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM, the Company’s businesses and operations via SGXNet on 21 April 2022.

### **VOTING BY POLL**

The Chairman briefed that in view of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (“Order”), shareholders will not be able to vote online at the AGM. Instead, shareholders that wishes to exercise their votes must submit a proxy form to appoint the chairman of the AGM to vote on their behalf. Proxy forms lodged have been checked and found to be in order. The Chairman informed that all resolutions to be tabled at the AGM would be voted upon by way of poll. All the motions had been duly voted by the shareholders through the submissions of the Proxy Forms to the Company and the Scrutineer has verified the counting of all votes casted through the Proxy Forms. Moore Stephens LLP was appointed as scrutineers for the poll. Complete Corporate Services Pte Ltd was appointed as the polling agent.

## **ORDINARY BUSINESS**

### **1 ADOPTION OF THE DIRECTORS' STATEMENT, AUDITED FINANCIAL STATEMENTS AND THE AUDITORS' REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 – RESOLUTION 1**

The Chairman proceeded to the first item on the agenda.

The results of Resolution 1 were as follows:

	Total Votes	Percentage of Votes
For Resolution 1	208,474,537	100%
Against Resolution 1	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

### **2 DECLARATION OF A FINAL DIVIDEND OF 0.20 SINGAPORE CENT PER SHARE – RESOLUTION 2**

The Chairman proceeded to deal with the second item on the agenda.

The results of Resolution 2 were as follows:

	Total Votes	Percentage of Votes
For Resolution 2	208,474,537	100%
Against Resolution 2	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

### **3 RE-ELECTION OF MR KOH TIAT MENG AS A DIRECTOR – RESOLUTION 3**

The Chairman informed that Mr Koh Tiat Meng was due for retirement by rotation pursuant to Regulation 110 of the Company's Constitution.

The results of Resolution 3 were as follows:

	Total Votes	Percentage of Votes
For Resolution 3	208,470,537	100%
Against Resolution 3	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

### **4 RE-ELECTION OF MR KOH KENG SIANG AS A DIRECTOR – RESOLUTION 4**

The Chairman informed that Mr Koh Keng Siang was due for retirement by rotation pursuant to Regulation 110 of the Company's Constitution. The Chairman, being the person in relation to this mandate, abstained from this resolution. Mr Koh Keng Hiong took over the chair to table this resolution.

The results of Resolution 4 were as follows:

	Total Votes	Percentage of Votes
For Resolution 4	178,398,002	100%
Against Resolution 4	0	0%

As all of the votes cast were for the proposed resolution, Mr Koh Keng Hiong declared the resolution passed.

Mr Koh Keng Hiong then handed the chair back to the Chairman.

#### **5 RE-ELECTION OF MR KOH KENG HIONG AS A DIRECTOR – RESOLUTION 5**

The Chairman informed that Mr Koh Keng Hiong was due for retirement by rotation pursuant to Regulation 110 of the Company's Constitution.

The results of Resolution 5 were as follows:

	Total Votes	Percentage of Votes
For Resolution 5	153,210,437	100%
Against Resolution 5	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

#### **6 RE-ELECTION OF MR LEE SOK KHIAN JOHN AS A DIRECTOR – RESOLUTION 6**

The Chairman informed that Mr Lee Sok Khian John was due for retirement by rotation pursuant to Regulation 110 of the Company's Constitution.

The results of Resolution 6 were as follows:

	Total Votes	Percentage of Votes
For Resolution 6	208,470,537	100%
Against Resolution 6	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

#### **7 RE-ELECTION OF MR ONG SEET JOON AS A DIRECTOR – RESOLUTION 7**

The Chairman informed that Mr Ong Seet Joon was due for retirement pursuant to Regulation 114 of the Company's Constitution.

Mr Ong Seet Joon will, upon re-appointment as a Director of the Company, remain as the Chairman of the Share Purchase Committee. He is considered independent.

The results of Resolution 7 were as follows:

	Total Votes	Percentage of Votes
For Resolution 7	208,470,537	100%
Against Resolution 7	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

#### **8 RE-ELECTION OF MR ONG KHENG CHYE AS A DIRECTOR – RESOLUTION 8**

The Chairman informed that Mr Ong Kheng Chye was due for retirement pursuant to Regulation 114 of the Company's Constitution.

Mr Ong Kheng Chye will, upon re-appointment as a Director of the Company, remain as a member of the Remuneration Committee. He is considered independent.

The results of Resolution 8 were as follows:

	Total Votes	Percentage of Votes
For Resolution 8	208,470,537	100%
Against Resolution 8	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

## **9 RE-ELECTION OF MR GOH MOU LIH AS A DIRECTOR – RESOLUTION 9**

The Chairman informed that Mr Goh Mou Lih was due for retirement pursuant to Regulation 114 of the Company's Constitution.

Mr Goh Mou Lih will, upon re-appointment as a Director of the Company, remain as a member of the Share Purchase Committee. He is considered independent.

The results of Resolution 9 were as follows:

	Total Votes	Percentage of Votes
For Resolution 9	208,470,537	100%
Against Resolution 9	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

## **10 APPROVAL OF DIRECTORS' FEES – RESOLUTION 10**

The Chairman proceeded to deal with the next item on the proposed Directors' fees.

The results of Resolution 10 were as follows:

	Total Votes	Percentage of Votes
For Resolution 10	208,470,537	100%
Against Resolution 10	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

## **11 RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE AUDITOR OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX ITS REMUNERATION – RESOLUTION 11**

The Chairman proceeded to deal with the next item relating to the re-appointment of the Auditor and to authorise the Directors to fix its remuneration.

The results of Resolution 11 were as follows:

	Total Votes	Percentage of Votes
For Resolution 11	208,474,537	100%
Against Resolution 11	0	0%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

## **SPECIAL BUSINESS**

The Chairman proceeded to deal with the items on special business.

## 12 PROPOSED RENEWAL OF SHARE ISSUE MANDATE – RESOLUTION 12

The Chairman informed that the proposed Resolution No. 12 was to authorise the Directors to issue shares and convertible securities in the Company pursuant to s 161 of the Companies Act 1967 and the Listing Manual of the Singapore Exchange Securities Trading Limited.

The full text of this resolution is set out in the Notice.

The results of Resolution 12 were as follows:

	Total Votes	Percentage of Votes
For Resolution 12	208,110,537	99.83%
Against Resolution 12	364,000	0.17%

As the majority of the members had voted for the proposed resolution, the Chairman declared the resolution passed.

## 13 PROPOSED ADOPTION OF SHARE PURCHASE MANDATE – RESOLUTION 13

The resolution set out in the Notice was related to the proposed adoption of the share purchase mandate (the “SP Mandate”).

The SP Mandate gives the Company the flexibility to undertake purchases or acquisitions of its issued shares during the period when the Mandate is in force, if and when circumstances permit.

The purchases or acquisitions of shares may, depending on market conditions and funding arrangements at the time, allow the Directors to better manage the Company’s capital structure with a view to enhancing the earnings per share and/or net asset value per share of the Company and its subsidiaries (the “Group”). The purchases or acquisitions of shares may, in appropriate circumstances, also help to mitigate short-term market volatility in the Company’s share price, offset the effects of short-term speculation and bolster shareholders’ confidence.

The Directors will decide whether to effect the purchases or acquisitions of its shares after taking into account the prevailing market conditions, the financial position of the Group and other relevant factors.

The terms of the SP Mandate were set out in the Appendix to shareholders dated 11 April 2022.

The results of Resolution 13 were as follows:

	Total Votes	Percentage of Votes
For Resolution 13	208,470,537	100%
Against Resolution 13	0	0%

As all of the members had voted for the proposed resolution, the Chairman declared the resolution passed.

## **CLOSURE**

There being no other business, the meeting closed at 3.35 pm with a vote of thanks to the Chairman.

Confirmed by:  
Chairman of the Meeting