KOH BROTHERS GROUP LIMITED
(Unique Entity Number: 199400775D)
(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Koh Brothers Group Limited (the "**Company**") will be held by way of electronic means (see Notes 1 to 8) on Thursday, 25 June 2020 at 4.00 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement, Audited Financial Statements and Auditors' Report for the year ended 31 December 2019. **(Resolution 1)**

2. To declare a final dividend of 0.25 cent per share for the year ended 31 December 2019. **(Resolution 2)**

3. To re-elect the following Directors, each of whom will retire by rotation pursuant to Regulation 110 of the Company's Constitution and who, being eligible, will offer themselves for re-election:

   (a) Koh Keng Hiong **(Resolution 3)**

   (b) Quek Chee Nee **(Resolution 4)**

   (c) Gn Hiang Meng **(Resolution 5)**

   (d) Ow Yong Thian Soo **(Resolution 6)**

4. To approve the sum of S$505,000 as Directors' fees for the year ended 31 December 2019. (FY2018: S$496,000) **(Resolution 7)**

5. To re-appoint PricewaterhouseCoopers LLP as the auditor of the Company and to authorise the Directors to fix its remuneration. **(Resolution 8)**

SPECIAL BUSINESS

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

6. **Proposed Renewal of Share Issue Mandate** **(Resolution 9)**

   That 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 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

(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 Singapore Exchange Securities Trading Limited ("**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 options or 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 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.

7. **Proposed Renewal of Share Purchase Mandate** **(Resolution 10)**

That:

(a) for the purposes of Sections 76C and 76E of the Companies Act (Chapter 50 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

(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 Annual General Meeting of the Company is held;

(ii) the date by which the next Annual General Meeting 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;

"**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

5 June 2020

Explanatory Notes:

Ordinary Resolution 5:	Gn Hiang Meng will, upon re-appointment as a director of the Company, remain as the Chairman of the Share Purchase Committee, and a member of the Audit and Risk Committee, the Nominating Committee and the Remuneration Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST
Ordinary Resolution 6:	Ow Yong Thian Soo will, upon re-appointment as a director of the Company, remain as the Chairman of the Nominating Committee, and a member of the Share Purchase Committee, Audit and Risk Committee and the Remuneration Committee. He is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
Ordinary Resolution 9:	This Resolution is to empower the Directors from the date of the Annual General Meeting until the date of the next Annual General Meeting 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 10:	This Resolution is to renew the Share Purchase Mandate which was approved by shareholders on 17 April 2019. Please refer to the Appendix to this Notice of Annual General Meeting for more details.

Notes:

1. The Annual General Meeting 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 of Annual General Meeting will not be sent to members. Instead, this Notice of Annual General Meeting will be sent to members by electronic means via publication on the Company's website at https://www.kohbrothers.com/for-investors and the SGXNet.

2. The proceedings of the Annual General Meeting will be broadcasted "live" through an audio-and-video webcast and an audio-only feed. Members and investors holding shares in the Company through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**") ("**CPF/SRS investors**") who wish to follow the proceedings through a "live" webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio feed via telephone must pre-register at https://complete-corp.com.sg/koh-brothers-group-agm/ no later than 4.00 p.m. on 22 June 2020 ("**Registration Cut-Off Time**"). Following verification, an email containing instructions on how to access the "live" webcast and audio feed of the proceedings of the Annual General Meeting will be sent to authenticated members and CPF/SRS investors by 12 noon on 24 June 2020. Members and CPF/SRS investors who do not receive any email by 12 noon on 24 June 2020, but have registered by the Registration Cut-Off Time, should contact the Company at kohbrothersgroup-agm@complete-corp.com.sg.

   Investors holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act) ("**Investors**") (other than CPF/SRS investors) will not be able to pre-register at https://complete-corp.com.sg/koh-brothers-group-agm/ for the "live" broadcast of the Annual General Meeting. An Investor (other than CPF/SRS investors) who wishes to participate in the "live" broadcast of the Annual General Meeting should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements for them to participate in the "live" broadcast of the Annual General Meeting. The

relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the polling agent, Complete Corporate Services Pte. Ltd, via email to kohbrothersgroup-agm@complete-corp.com.sg by no later than 4.00 p.m. on 22 June 2020.

3. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person. A member will also not be able to vote online on the resolutions to be tabled for approval at the Annual General Meeting. A member (whether individual or corporate) must appoint the Chairman of the Annual General Meeting ("Chairman") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting. The Chairman, as proxy, need not be a member of the Company.** The instrument for the appointment of proxy ("**proxy form**") may be accessed at the Company's website at https://www.kohbrothers.com/for-investors or the SGXNet. Where a member (whether individual or corporate) appoints the Chairman 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 as proxy for that resolution will be treated as invalid.

4. The proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions in order for the relevant intermediary to make the necessary arrangements to pre-register. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator to submit his/her voting instructions by 5.00 p.m. on 15 June 2020, being 7 working days before the date of the Annual General Meeting.

5. **The proxy form must be submitted to the Company in the following manner:**

   (a) if submitted by post, be lodged at the registered office of the Company at 11 Lorong Pendek, Koh Brothers Building, Singapore 348639 (Attn: The Company Secretary); or

   (b) if submitted electronically, be submitted via email to kohbrothersgroup-agm@complete-corp.com.sg,

   in either case, by 4.00 p.m. on 22 June 2020, being 72 hours before the time appointed for holding the Annual General Meeting.

   A member who wishes to submit the proxy form 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. In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act, Chapter 289 of Singapore), as at 72 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

7. **Members and Investors will not be able to ask questions "live" during the broadcast of the Annual General Meeting. Members and CPF/SRS investors may submit questions relating**

to the business of the Annual General Meeting no later than 4.00 p.m. on 22 June 2020:

(a) via the pre-registration website at https://complete-corp.com.sg/koh-brothers-group-agm/;

(b) by email to kohbrothersgroup-agm@complete-corp.com.sg; or

(c) by post to the registered office of the Company at 11 Lorong Pendek, Koh Brothers Building, Singapore 348639 (Attn: The Company Secretary).

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult to submit questions by post, members and CPF/SRS investors are strongly encouraged to submit their questions via the pre-registration web-site or by email.

Members and CPF/SRS investors submitting questions are required to state their full name, NRIC/Passport/Company Registration number, address and manner in which they hold their shares in the Company, for verification purposes, failing which the Company shall be entitled to treat their submission as invalid and not respond to the questions submitted.

Investors (other than CPF/SRS investors) will not be able to submit questions relating to the business of the Annual General Meeting via the methods stated above. Instead, they should approach their relevant intermediaries as soon as possible in order for the relevant intermediaries to make the necessary arrangements for them to submit questions in advance of the Annual General Meeting.

The Company will endeavour to answer all substantial and relevant questions prior to, or at, the Annual General Meeting.

8. All documents (including the Annual Report, proxy form, this Notice of Annual General Meeting and the Appendix to this Notice of Annual General Meeting) or information relating to the business of the Annual General Meeting have been, or will be, published on SGXNet and/or the Company's website at https://www.kohbrothers.com/for-investors. **Printed copies of the documents will not be despatched to members.** Members and CPF/SRS investors are advised to check SGXNet and/or the Company's website regularly for updates.

Personal Data Privacy:

By submitting the proxy form appointing the Chairman to attend, speak and vote at the Annual General Meeting 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 (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 the appointment of the Chairman as proxy 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 (and/or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

In the case of a member who is a relevant intermediary, by submitting an instrument containing personal data of individuals (including the consolidated list of Investors set out in Note 2 of this Notice of Annual General Meeting), such member (i) warrants that it has obtained the prior consent of such individuals for the collection, use and disclosure by the Company (and/or its agents or service providers) of the personal data of such individuals in connection with their participation in the broadcast of 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 (and/or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines, and (ii) 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.