KOH BROTHERS GROUP LIMITED

(Unique Entity Number: 199400775D)
(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 22nd Annual General Meeting of Koh Brothers Group Limited (the "Company") will be held at Oxford Hotel, 218 Queen Street, Singapore 188549 on Wednesday, 27 April 2016 at 2.00 pm for the following purposes:-

ORDINARY BUSINESS

1. To receive and adopt the directors' statement and audited financial statements for the year ended 31 December 2015 together with the auditors' report thereon. **(Resolution 1)**
2. To declare a first and final dividend of 0.50 cent per share and a special dividend of 0.30 cent per share for the year ended 31 December 2015. **(Resolution 2)**
3. To re-appoint the following directors:
   (a) Mr Koh Tiat Meng **(Resolution 3)**
   (b) Mdm Quek Chee Nee **(Resolution 4)**
   (c) Mr Ling Teck Luke **(Resolution 5)**
4. To re-elect the following directors who will retire by rotation pursuant to Article 109 of the Company's Constitution and who, being eligible, will offer themselves for re-election.
   (a) Mr Koh Keng Hiong **(Resolution 6)**
   (b) Mr Gn Hiang Meng **(Resolution 7)**
5. To re-elect Er Dr Lee Bee Wah, who will retire pursuant to Article 119 of the Company's Constitution, and who, being eligible, will offer herself for re-election. **(Resolution 8)**
6. To approve directors' fees of SS416,000 for the year ended 31 December 2015. (FY2014: SS362,000) **(Resolution 9)**
7. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company and to authorise the directors to fix their remuneration. **(Resolution 10)**

SPECIAL BUSINESS

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

8. **Renewal of Share Issue Mandate** **(Resolution 11)**

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, 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 excluding treasury shares (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 (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 issued shares shall be based on the total number of issued shares excluding treasury shares at the time this Resolution is passed, after adjusting for:

(i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and

(ii) any subsequent bonus issue, consolidation or subdivision of shares;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution for the time being; and

(4) (unless revoked or varied by the Company in a 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.

9. **Renewal of Share Purchase Mandate** **(Resolution 12)**

That:

(a) for the purposes of Sections 76C and 76E of the 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 prices 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:

"**Prescribed Limit**" means 10% of the total number of issued Shares of the Company (excluding 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 after such five-Market Day period;

"**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.

All capitalised terms used in Resolution 12 of the Notice of Annual General Meeting which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Appendix to this Notice of Annual General Meeting of the Company dated 12 April 2016 to shareholders. Shareholders of the Company should refer to the Appendix for information relating to the proposed renewal of the Share Purchase Mandate.

ANY OTHER BUSINESS

10. To transact any other business which may properly be transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Koh Keng Siang
Managing Director & Group CEO
12 April 2016

EXPLANATORY NOTES:

Resolutions 3 to 5: Resolutions 3 to 5 are to re-appoint directors who are each above 70 years old and who pursuant to the resolutions passed at the Annual General Meeting held on 29 April 2015 in accordance with Section 153(6) of the Companies Act (which was then in force) were appointed to hold office as directors until this Annual General Meeting. If passed, each of Resolutions 3 to 5 will approve and authorise the re-appointment of the relevant director in office from the date of this Annual General Meeting onwards without limitation in tenure, as was the case under the repealed Section 153(6) of the Companies Act.

In respect of Resolution 5, Mr Ling Teck Luke will, upon re-appointment as a director of the Company, remain as the Chairman of the Nominating Committee, and a member of the Audit and Risk Committee, the Remuneration Committee and the Share Purchase Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Resolution 7: Mr Gn Hiang Meng will, upon re-election as a director of the Company, remain as the Chairman of the Share Purchase Committee, and a member of the Audit and Risk Committee, Nominating Committee and Remuneration Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Resolution 11: 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.

Resolution 12: This Resolution is to renew the Share Purchase Mandate which was approved by shareholders on 29 April 2015. Please refer to the Appendix to this Notice of Annual General Meeting for details.

Notes:-

1. A member who is not a relevant intermediary (as defined in Section 181 of the Companies Act) is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
2. A member who is a relevant intermediary (as defined in Section 181 of the Companies Act) is entitled to appoint more than two proxies to attend, speak and vote at the meeting, 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 proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
3. A proxy need not be a member of the Company.
4. Where a member appoints more than one proxy, he should specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
5. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
6. The form of proxy in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
7. If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
8. If no name is inserted in the space for the name of the member's proxy on the form of proxy, the Chairman of the Meeting will act as the member's proxy.
9. The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the registered office of the Company at 11 Lorong Pendek, Koh Brothers Building, Singapore 348639 (Attn: The Company Secretary), not less than 48 hours before the time appointed for holding the meeting and at any adjournment thereof.
10. For depositors holding their shares through The Central Depository (Pte) Limited in Singapore, the directors have determined that it is more practicable for the depositor proxy form to be delivered to, collected, collated, reviewed and checked at the Company's registered office at 11 Lorong Pendek, Koh Brothers Building, Singapore 348639 (Attn: The Company Secretary) and as such will be counted as valid in regards to this meeting pursuant to the Company's Constitution. The depositor proxy form, duly completed, must be deposited by the depositor(s) at the abovementioned office of the Company in Singapore not less than 48 hours before the commencement of the Annual General Meeting.

Personal Data Privacy:

By submitting an instrument appointing 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 (and/or its agents) for the purpose of the processing and administration and analysis by the Company (and/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 (and/or its agents) to comply with any applicable laws, listing rules, regulations and/or 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 (and/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 (and/or its agents) of the personal data of the 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.

BOOKS CLOSURE AND DIVIDEND PAYMENT DATES

NOTICE IS HEREBY GIVEN THAT the Transfer Books and Register of Members of Koh Brothers Group Limited (the "Company") will be closed on 31 May 2016 for the purposes of determining shareholders' entitlements to the proposed dividend.

Duly completed transfers of shares received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road #02-00 Singapore 068898 up to 5.00 pm on 30 May 2016 will be registered to determine shareholders' entitlements to the proposed dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited ("CDP") are credited with ordinary shares of the Company as at 5.00 pm on 30 May 2016 will be entitled to the proposed dividend.

The proposed dividend, if approved by the members at the 22nd Annual General Meeting of the Company, will be paid on 16 June 2016.

BY ORDER OF THE BOARD

Koh Keng Siang
Managing Director & Group CEO
12 April 2016