

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting (“AGM”) of Keong Hong Holdings Limited (the “Company”) will be held at Carnation Room, Level 3, The Chevrons, 48 Boon Lay Way, Singapore 609961 on Thursday, 28 March 2024 at 10.30 a.m. for the purpose of transacting the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 30 September 2023 and the Auditor’s Report thereon. **Resolution 1**
2. To approve the proposed Directors’ Fees of \$187,000 for the financial year ended 30 September 2023. (2022: \$197,046) **Resolution 2**
3. To approve the proposed Director’s Fees of \$20,765 for the period from 1 October 2023 to 29 February 2024. [See Explanatory Note (a)] **Resolution 3**
4. To re-elect the following Directors who are retiring by rotation pursuant to Article 117 of the Company’s Constitution:–
 - (i) Mr Chong Wai Siak [See Explanatory Note (b)] **Resolution 4**
 - (ii) Mr Xu Quanqiang [See Explanatory Note (c)] **Resolution 5**
 - (iii) Mr Koh Tee Huck Kenneth [See Explanatory Note (d)] **Resolution 6**
5. To re-elect Ms Wong Ee Kean who is retiring pursuant to Article 122 of the Company’s Constitution. [See Explanatory Note (c)] **Resolution 7**
6. To re-appoint Mazars LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**

AS SPECIAL BUSINESS

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

7. **Share Issue Mandate** **Resolution 9**

“That pursuant to Section 161 of the Companies Act 1967 (Singapore) (the “Act”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) (“Listing Manual”), the Directors of the Company be authorised and empowered to:

 - (a) allot and issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
 - (b) 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 pursuant to Section 161 of the Act and Rule 806 of the Listing Manual; and
 - (c) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time of such issuance of Shares,

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provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution), shall not exceed fifty per cent (50%) of the total number of issued Shares (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 shall not exceed twenty per cent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (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 total issued Shares shall be based on the total 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 of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Mainboard Rules; and
 - (iii) any subsequent bonus issue, consolidation or sub-division of Shares.
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Mainboard Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
- (4) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be 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.”
[See Explanatory Note (e)]

By Order of the Board

Heng Michelle Fiona and Lim Guek Hong
Company Secretaries

13 March 2024
Singapore

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Explanatory Notes:

- (a) The Director's Fees of \$20,765, if approved, will be paid to Mr Chong Weng Hoe (who had stepped down as an Independent Director on 29 February 2024) for the period 1 October 2023 to 29 February 2024.
- (b) Mr Chong Wai Siak, if re-elected, will continue to serve as an Independent Director, Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. Mr Chong Wai Siak is considered to be independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Chong Wai Siak can be found on pages 157 to 159 of the Annual Report.
- (c) Detailed Information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Xu Quanqiang and Ms Wong Ee Kean can be found on pages 157 to 159 of the Annual Report.
- (d) Mr Koh Tee Huck Kenneth, if re-elected, will continue to serve as an Independent Director, Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee, Mr Koh Tee Huck Kenneth is considered to be independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Koh Tee Huck Kenneth can be found on pages 157 to 159 of the Annual Report.
- (e) The Ordinary Resolution 9 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this AGM until the date 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 or such authority is varied or revoked by the Company in a general meeting whichever is the earlier, to allot and issue Shares and/or the convertible securities. The aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) which the Directors may allot and issue under this Resolution, shall not exceed fifty per cent (50%) of the total issued Shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of Shares and/or convertible securities other than on a pro-rata basis to all existing shareholders of the Company shall not exceed twenty per cent (20%) of the total issued Shares (excluding treasury shares and subsidiary holdings).

Notes:

1. Physical Meeting

The AGM will be held, in a wholly physical format at the venue, date and time stated above. Members, including CPF and SRS investors, and (where applicable) duly appointed proxies or representatives will be able to ask questions and vote at the AGM by attending the AGM in person. There will be no option for shareholders to participate virtually.

2. Annual Report 2023, Notice of AGM and Proxy Form

Documents relating to the business of the AGM which comprise the Company's Annual Report 2023, Notice of AGM and Proxy Form have been published on SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.keonghong.com/newsroom.html>. Printed copies of these documents will be despatched to the Members accordingly.

3. Submission of Questions relating to the Agenda of the AGM

Members, including CPF and SRS investors, can submit substantial and relevant questions relating to the business of the AGM in advance by **5.00 p.m. on 21 March 2024**:

- (a) by post to the Company's registered address at 9 Sungei Kadut Street 2, Singapore 729230; or
- (b) via email at ir@keonghong.com.

When submitting questions by post or via email, members should provide the following details; (i) the member's full name; (ii) his/her/its identification/registration number; (iii) contact for verification purposes; and (iv) the manner in which the member holds shares in the Company (e.g. via CDP, CPF, SRS and/or scrip), for verification purposes.

4. Publication of Responses

The Company will address all substantial and relevant questions received from members by publishing its responses to such questions on the Company's corporate website at <https://www.keonghong.com/newsroom.html> and the SGX website at <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the closing date and time for the lodgement of instruments appointing a proxy(ies).

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If there are any relevant and subsequent questions received after **21 March 2024**, the Company will address them during the AGM. For questions which are addressed during the AGM, the responses to such questions will be included in the minutes of AGM which will be published on the SGX website and the Company's website within one (1) month after the date of AGM.

5. Submission of Proxy Forms

- (a) The proxy form is available on SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.keonghong.com/newsroom.html>. A printed copy of the proxy form can also be found in the Annual Report 2023 which will be despatched to members.
- (b) The instrument appointing proxy(ies) must be submitted to the Company in the following manner:
 - (i) If submitted by post, be lodged at the office of the Company's Share Registrar, B.A.C.S Private Limited, at 77 Robinson Road #06-03, Robinson 77, Singapore 068896; or
 - (ii) If submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com in either case, by 10.30 a.m. on **25 March 2024**, being 72 hours before the time appointed for holding the AGM.
- (c) Members are strongly encouraged to submit the completed proxy form electronically.
- (d) CPF/SRS investors who hold the Company's shares:
 - (i) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operations if they have any queries regarding their appointment as proxies; or
 - (ii) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 18 March 2024**.
- (e) The instrument of proxy must be signed by the appointor or his attorney duly authorised in writing. In the case of joint shareholders, all holders must sign the instrument of proxy.

Personal data privacy:

By submitting an instrument appointing proxy(ies) to attend, speak and vote at the AGM 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 (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of proxy(ies) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.