

# SINGAPORE KITCHEN EQUIPMENT LIMITED

(Company Registration No.: 201312671M)  
(Incorporated in Singapore with limited liability)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Singapore Kitchen Equipment Limited (the "Company") will be held at 207 Henderson Road #01-01, Henderson Industrial Park, Singapore 159550 on Monday, 24 April 2023 at 10.00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Independent Auditor's Report thereon. **(Resolution 1)**
- To declare a tax-exempt one-tier final dividend of 0.25 Singapore cent per ordinary share for the financial year ended 31 December 2022 (FY2021: 0.50 Singapore cent per ordinary share). **(Resolution 2)**
- To re-elect Mr Lim Chee San who is retiring pursuant to Article 98 of the Constitution of the Company. **(Resolution 3)**  
[See Explanatory Note (i)]
- To re-elect Mr Choo Kok Kiong who is retiring pursuant to Article 98 of the Constitution of the Company. **(Resolution 4)**  
[See Explanatory Note (ii)]
- To approve the payment of Directors' Fees of up to S\$135,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears (FY2022: up to S\$135,000) **(Resolution 5)**
- To re-appoint Foo Kon Tan LLP as the Independent Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

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

#### 8. Authority to issue new shares

That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of Section B of the Singapore Exchange Securities Trading Limited Listing Manual: Rules of Catalyst (the "Catalist Rules"), the Directors of the Company be authorised and empowered to:

- issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
  - 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) options, 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 of the Company may in their absolute discretion deem fit; and
- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (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 shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - new shares arising from the conversion or exercise of any convertible securities;
  - new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - any subsequent consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution of the Company; and
- unless revoked or varied by the Company in a general meeting, such authority 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 earlier.

[See Explanatory Note (iii)]

**(Resolution 7)**

#### 9. Authority to offer and grant awards and to allot and issue shares under the Singapore Kitchen Equipment Performance Share Plan

That pursuant to Section 161 of the Companies Act 1967, the Directors of the Company be authorised and empowered to offer and grant awards in accordance with the provisions of the prevailing Singapore Kitchen Equipment Performance Share Plan ("PSP") and (notwithstanding the authority conferred by this resolution may have ceased to be in force) to allot and issue and/or deliver such number of fully-paid shares in the form of existing shares held as treasury shares and/or new shares as may be required to be delivered pursuant to the vesting of the awards under the PSP, provided always that the aggregate number of shares (comprising new shares and/or treasury shares) to be delivered pursuant to the PSP, when added to the number of new shares issued and issuable and the number of treasury shares delivered pursuant to all other share schemes of the Company for the time being in force, shall not exceed fifteen per cent (15%) of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, 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.

[See Explanatory Note (iv)]

**(Resolution 8)**

By Order of the Board

Chua Chwee Choo  
Executive Director and Chief Executive Officer

Singapore, 7 April 2023

### Explanatory Notes:

- Ordinary Resolution 3 proposed in item 3 above is to re-elect Mr Lim Chee San who is retiring pursuant to Article 98 of the Constitution of the Company. Mr Lim Chee San will, upon re-elected as Director of the Company, remain as Independent Non-Executive Director, Chairman of the Board, Chairman of the Nominating Committee and member of Audit and Risk Management Committee and Remuneration Committee and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.
- Ordinary Resolution 4 proposed in item 4 above are to re-elect Mr Choo Kok Kiong who is retiring pursuant to Article 98 of the Constitution of the Company. Mr Choo Kok Kiong will, upon re-elected as Director of the Company, remain as Independent Non-Executive Director, Chairman of the Remuneration Committee and member of Audit and Risk Management Committee and Nominating Committee and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. Please refer to the Annual Report 2022 for the detailed information of Mr Lim Chee San and Mr Choo Kok Kiong.
- Ordinary Resolution 7 in item 8 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to shareholders.  
For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards and any subsequent consolidation or subdivision of shares.
- Ordinary Resolution 8 in item 9 above, if passed, will authorise and empower the Directors of the Company to allot and issue and/or deliver such number of fully-paid shares in the form of existing shares held as treasury shares and/or new shares as may be required to be delivered pursuant to the vesting of the awards under the Singapore Kitchen Equipment Performance Share Plan, which was approved at the Extraordinary General Meeting of the Company on 25 June 2013.

**Shareholders are able to participate the AGM in person in the following manners set out in the paragraphs below:**

#### Submission of Instrument Appointing a Proxy ("Proxy Form") to Vote:

- Printed copies of this Annual Report, Notice of Annual General Meeting and Proxy Form will not be sent to members.
- A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the Annual General Meeting (the "Meeting" or the "AGM").
  - A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend 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.
- A member who wishes to exercise their votes can either vote on the resolutions to be tabled for approval at the AGM in person or submit a Proxy Form to appoint proxy/ies or the Chairman of the Meeting to cast votes on their behalf.
- Members (whether individual or corporate) appointing the proxy/ies or Chairman of the Meeting as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the Proxy Form, failing which the appointment will be treated as invalid.
- The Chairman of the Meeting, as proxy and a proxy need not be a member of the Company.

A member who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to 207 Henderson Road #01-01, Henderson Industrial Park, Singapore 159550, or by scanning and sending it by email to [skeProxyReg@singaporekitchenequipmentltd.com](mailto:skeProxyReg@singaporekitchenequipmentltd.com) as soon as possible, in either case, to arrive (a) by post to the office of the Company's Registered Office at the above address, or (b) by email to an email address as mentioned **forty-eight (48) hours before the time fixed for the AGM, no later than 10.00 a.m. on 22 April 2023.**

The Proxy Form, Notice of AGM and Annual Report are available for download from SGX's website and the Company's website at URL [www.singaporekitchenequipmentltd.com](http://www.singaporekitchenequipmentltd.com).

Members are strongly encouraged to submit completed Proxy Forms electronically via email.

- Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act 1967 (including Supplementary Retirement Scheme ("SRS") investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective SRS Operators or depository agents) to submit their voting instructions in the Proxy Forms **at least seven (7) working days before the Meeting, 5.00 p.m. on 12 April 2023.**
- A depositor shall not be regarded as a member of the Company entitled to attend and vote at the AGM unless his/her name appears on the Depository Register not less than seventy-two (72) hours before the time of the AGM.

#### Submission of Questions in Advance:

- Members may submit their questions in advance of the AGM by email to [skeProxyReg@singaporekitchenequipmentltd.com](mailto:skeProxyReg@singaporekitchenequipmentltd.com) or in hard copy by mail to the Company's Registered Office as the above address or ask questions at the AGM.
- Members may submit questions relating to the items on the agenda of the AGM **at least seven (7) calendar days after publication of the Notice of AGM, by 10.00 a.m. on 15 April 2023.**
- A member who wishes to submit the questions in hard copy by mail is required to indicate the full name (for individuals)/company name (for corporates), NRIC/Passport No./Company Registration No., email address, contact number, shareholding type and number of shares held together with their submission, before submitting it by post to the address provided.
- The Company will endeavour to address the substantial and relevant questions before or during the AGM. The responses to questions from shareholders will be posted on the SGXNET and the Company's website at least forty-eight (48) hours prior to the closing date and time for the lodgement of the proxy forms, 10.00 a.m. on 20 April 2023, or if answered during the AGM, to be included in the minutes of the AGM which will be published on the SGXNET and the Company's website within one (1) month after the date of the AGM.

#### Personal data privacy:

By submitting a proxy form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the 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 the appointment of the Chairman of the Meeting as proxy for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (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 (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.

Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Meeting. Accordingly, the personal data of a member of the Company (such as his name, his presence at the Meeting and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

*This Notice has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this Notice. This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this Notice.*

*The details of the contact person for the Sponsor are as follows:*

Name: Ms Bao Qing (Registered Professional, RHT Capital Pte. Ltd.)  
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