

KOH BROTHERS ECO ENGINEERING LIMITED
(Company Registration No. 197500111H)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "**EGM**") of **KOH BROTHERS ECO ENGINEERING LIMITED** (the "**Company**") will be convened and held by way of electronic means on Monday, 31 May 2021 at 10.00 a.m. for the purpose of considering, and if thought fit, passing with or without modifications:

AS ORDINARY RESOLUTIONS

ORDINARY RESOLUTION 1 — THE PROPOSED SUBSCRIPTION

That:

- (a) approval be and is hereby given for the transactions contemplated under the subscription agreement entered into between the Company and Penta-Ocean Construction Co., Ltd. (the "**Subscriber**") on 15 March 2021 (the "**Subscription Agreement**") and without prejudice to the generality of the foregoing, authority be and is hereby given to the directors of the Company (the "**Directors**") or any of them to allot and issue 810,000,000 new ordinary shares in the capital of the Company (the "**Subscription Shares**") at an issue price of S\$0.047 per Subscription Share to the Subscriber pursuant to the Subscription Agreement (the "**Proposed Subscription**"); and
- (b) approval be and is hereby given to the Directors or any of them to implement, effect and complete and to do all such acts and things (including executing all such documents as may be required) as the Directors or any of them may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 1.

ORDINARY RESOLUTION 2 — THE PROPOSED POC IPT MANDATE

That subject to and contingent upon the passing of Ordinary Resolution 1 above:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules ("**Chapter 9**"), for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in Appendix 1 to the Company's circular to shareholders dated 15 May 2021 (the "**Circular**"), with any of the POC Interested Persons described in Appendix 1 to the Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in paragraph (a) above (the "**POC IPT Mandate**") shall, unless revoked or varied by the Company in 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 earlier;
- (c) the Audit and Risk Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 which may be prescribed by the SGX-ST from time to time; and

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the POC IPT Mandate and/or this Resolution.

BY ORDER OF THE BOARD

Koh Keng Siang
Non-Executive and Non-Independent Chairman

Singapore
15 May 2021

Notes:

1. This EGM is being convened, and will be held, by 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 will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at the URL http://www.kohbrotherseco.com/html/ir_annual.php. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the accompanying Company's announcement dated 15 May 2021. This announcement may be accessed at the Company's website at the URL http://www.kohbrotherseco.com/html/ir_annual.php and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. **To minimise physical interactions and COVID-19 transmission risks, a member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.** Printed copies of the accompanying proxy form for the EGM will not be sent to members. Instead, the proxy form may be accessed at the Company's website at the URL http://www.kohbrotherseco.com/html/ir_annual.php, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the EGM 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 of the EGM as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 19 May 2021.

4. The Chairman of the EGM, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the EGM as proxy 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 the Company at kohbrotherseco-egm@complete.com,

in either case not less than 72 hours before the time appointed for holding the EGM.

A member who wishes to submit a 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. The Circular dated 15 May 2021 may be accessed at the Company's website at the URL http://www.kohbrotherseco.com/html/ir_annual.php.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM 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, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes, and other documents relating to the EGM (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.