



# 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 Tuesday, 30 April 2024 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 2023 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 2023 (FY2022: 0.25 Singapore cent per ordinary share). **(Resolution 2)**
- To re-elect Ms Chua Chwee Choo who is retiring pursuant to Article 98 of the Constitution of the Company. **(Resolution 3)**  
*[See Explanatory Note (i)]*
- To re-elect Mr Ang Chiang Meng 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 2024, to be paid quarterly in arrears (FY2023: 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 of Singapore 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 of Singapore, 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, 15 April 2024

### Explanatory Notes:

- Ordinary Resolution 3 proposed in item 3 above is to re-elect Ms Chua Chwee Choo who is retiring pursuant to Article 98 of the Constitution of the Company. Ms Chua Chwee Choo will, upon re-election as Director of the Company, remain as Executive Director and Chief Executive Officer of the Company.
- Ordinary Resolution 4 proposed in item 4 above is to re-elect Mr Ang Chiang Meng who is retiring pursuant to Article 98 of the Constitution of the Company. Mr Ang Chiang Meng will, upon re-election as Director of the Company, remain as Independent Non-Executive Director, Chairman of the Audit and Risk Management Committee and member of Nominating Committee and Remuneration Committee and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.  
Please refer to the Annual Report 2023 for the detailed information of Ms Chua Chwee Choo and Mr Ang Chiang Meng.
- 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.

### Notes:

- Members of the Company are invited to attend physically at the Annual General Meeting (the "Meeting"). There will be no option for members to participate virtually. Printed copies of the Annual Report 2023, Notice of Annual General Meeting and Proxy Form will be sent to members and are also available on the Company's corporate website [www.singaporekitchenequipmentltd.com](http://www.singaporekitchenequipmentltd.com) and SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the Meeting. Where such member appoints two (2) proxies, the proportion of the shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his/her name in the Depository Register and any second named proxy as an alternate to the first named.
- Members who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including CPF or SRS investors should approach their respective relevant intermediary or CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the Meeting, by **5.00 p.m. on 18 April 2024**.  
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. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.  
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
- Duly completed and signed instrument appointing the proxy or proxies must either be submitted to the Company in the following manner:
  - if submitted by post, to be deposited at the registered office address of the Company at 207 Henderson Road #01-01, Henderson Industrial Park, Singapore 159550; or
  - if submitted electronically, to be submitted via email to [skeProxyReg@singaporekitchenequipmentltd.com](mailto:skeProxyReg@singaporekitchenequipmentltd.com).**in either case, by 10.00 a.m. on 28 April 2024 (being not less than forty-eight (48) hours before the time appointed for the Meeting).**  
A member who wishes to submit an instrument of proxy must first 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. The proxy form is available for download at the SGXNet and the Company's website at the URL [www.singaporekitchenequipmentltd.com](http://www.singaporekitchenequipmentltd.com).  
Members are strongly encouraged to submit completed proxy forms electronically via email to [skeProxyReg@singaporekitchenequipmentltd.com](mailto:skeProxyReg@singaporekitchenequipmentltd.com).
- Members may submit questions related to the resolutions to be tabled for approval at the Meeting in advance of the Meeting by **10.00 a.m. on 23 April 2024**:
  - by post to the registered office address of the Company at 207 Henderson Road #01-01, Henderson Industrial Park, Singapore 159550836; or
  - by email to [skeProxyReg@singaporekitchenequipmentltd.com](mailto:skeProxyReg@singaporekitchenequipmentltd.com).The Board of Directors of the Company will endeavour to address all substantial and relevant questions received from shareholders prior to the Meeting by publishing the responses to those questions on SGXNet and the Company's website at the URL [www.singaporekitchenequipmentltd.com](http://www.singaporekitchenequipmentltd.com), at least forty-eight (48) hours prior to the closing date and time for the lodgement of the proxy forms by **26 April 2024**.  
The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received. The Company will also address any subsequent clarifications sought or follow-up questions in respect of substantial and relevant matters at the Meeting. The Company will publish the minutes of the Meeting, which will include responses from the Board or management on substantial and relevant queries from shareholders relating to the agenda of the Meeting, via SGXNet on SGX website and the Company's website within one (1) month from the date of the Meeting.

### Personal data privacy:

By submitting an instrument appointing proxy(ies) or 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 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) or 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 or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

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 for 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.