

KOH BROTHERS GROUP LIMITED

(Unique Entity Number: 199400775D)

(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

Unless otherwise defined herein, capitalised terms shall have the meaning ascribed to them in the Company's Appendix to the Annual Report dated 11 April 2024.

NOTICE IS HEREBY GIVEN that the annual general meeting ("AGM") of Koh Brothers Group Limited (the "Company") will be convened and held at Dunearn Ballroom III, Level 1, Raffles Town Club, 1 Plymouth Avenue, Singapore 297753 on Monday, 29 April 2024 at 3.00 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement, Audited Financial Statements and Auditors' Report for the financial year ended 31 December 2023. **(Resolution 1)**
2. To re-elect Mr Goh Mou Lih, a Director retiring by rotation pursuant to Regulation 110 of the Constitution of the Company and who, being eligible, offers himself for re-election. **(Resolution 2)**
3. To re-elect Mr Ong Seet Joon, a Director retiring by rotation pursuant to Regulation 110 of the Constitution of the Company and who, being eligible, offers himself for re-election. **(Resolution 3)**
4. To note the retirement of Mr Lai Mun Onn as a Director of the Company in accordance with Regulation 110 of the Company's Constitution. *(Please refer to Explanatory Note 1)*
5. To note the retirement of Mr Lee Sok Khian John as a Director of the Company in accordance with Regulation 110 of the Company's Constitution. *(Please refer to Explanatory Note 2)*
6. To approve the sum of S\$499,171 as Directors' fees for the financial year ended 31 December 2023. (FY2022: S\$546,000) **(Resolution 4)**
7. To re-appoint PricewaterhouseCoopers LLP as the Auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

SPECIAL BUSINESS

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

8. **Proposed Renewal of Share Issue Mandate** **(Resolution 6)**

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 during the continuance of this authority or thereafter, 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 of the Company excluding treasury shares and subsidiary holdings (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 and subsidiary holdings (as calculated in accordance with 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 paragraph (1) above, the percentage of the total number of issued shares of the Company excluding treasury shares and subsidiary holdings shall be based on the total number of 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 share options or vesting of share awards, provided the share options or share awards were granted in compliance with the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares,provided further that adjustments in accordance with sub-paragraphs (2)(i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;
- (3) in this Resolution, "subsidiary holdings" shall have the meaning ascribed to it in the listing rules of the SGX-ST; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

9. Proposed Renewal of Share Purchase Mandate

(Resolution 7)

That:

- (a) for the purposes of sections 76C and 76E of the Companies Act 1967 of Singapore ("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 price 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 AGM of the Company is held;
- (ii) the date by which the next AGM 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:

"subsidiary holdings" shall have the meaning ascribed to it in the listing rules of the SGX-ST;

"Prescribed Limit" means 10% of the total number of issued Shares of the Company (excluding subsidiary holdings and 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 during such five-Market Day period and the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

"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.

By Order of the Board

Koh Keng Siang
Executive Chairman and Group CEO

11 April 2024

Explanatory Notes:

- Note 1 : Mr Lai Mun Onn will not be seeking re-election and will retire as a Director of the Company at the conclusion of the forthcoming AGM. Upon his retirement as a Director of the Company, he will cease to be the Chairman of the Remuneration Committee as well as a member of the Audit and Risk Committee and the Share Purchase Committee.
- Note 2 : Mr Lee Sok Khian John will be retiring as a Director of the Company at the conclusion of the forthcoming AGM and he does not wish to seek re-election. Notwithstanding this, Mr Lee will remain as part of the Company's Senior Management.
- Ordinary Resolution 2 : Mr Goh Mou Lih will, upon re-election as a Director of the Company, remain as an Independent Director of the Company. He is considered independent for the purposes of the Listing Manual of the SGX-ST.
- Upon his re-election as Director of the Company, Mr Goh Mou Lih will continue to serve as a member of the Share Purchase Committee.
- Certain information on Mr Goh Mou Lih is found in the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-Election" of the Annual Report.
- Ordinary Resolution 3 : Mr Ong Seet Joon will, upon re-election as a Director of the Company, remain as an Independent Director and will continue to serve as the Chairman of the Share Purchase Committee. He is considered independent for the purposes of the Listing Manual of the SGX-ST.
- Certain information on Mr Ong Seet Joon is found in the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-Election" of the Annual Report.
- Ordinary Resolution 6 : This Resolution is to empower the Directors from the date of the AGM until the date of the next AGM 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.
- Ordinary Resolution 7 : This Resolution is to renew the Share Purchase Mandate which was approved by shareholders on 25 April 2023. Please refer to the Appendix to the Annual Report for more details.

Notes:

Physical meeting

1. The AGM is being convened and will be held physically at Dunearn Ballroom III, Level 1, Raffles Town Club, 1 Plymouth Avenue, Singapore 297753 on Monday, 29 April 2024 at 3.00 p.m.. **There will be no option for members to participate virtually.** Please bring along your NRIC/passport so as to enable the Company to verify your identity.

The Company may be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM.

Printed copies of this notice of AGM (the "Notice"), Proxy Form and Request Form will be mailed to shareholders. This Notice is also published on the Company's website at <http://www.kohbrothers.com/en/for-investors> and available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

Voting

2. Each of the resolutions to be put to vote at the AGM (and at any adjournment thereof) will be voted on by way of a poll.

Appointment of Proxies

3. A proxy need not be a member of the Company.
4. (a) A member of the Company who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy (expressed as a percentage of the whole) shall be specified in the form of proxy. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent. of the shareholdings and the second named proxy shall be deemed to be an alternate to the first named proxy.

- (b) A member of the Company who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, 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 (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form. In relation to a relevant intermediary who wishes to appoint more than two (2) proxies, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, NRIC/Passport Number and proportion of shareholding (number of shares, class of shares and percentage) in relation to which the proxy has been appointed. If the relevant information is not specified, the first named proxy shall be deemed to represent 100 per cent. of the shareholdings. For the avoidance of doubt, a CPF Agent Bank who intends to appoint Central Provident Fund Investment Scheme investors ("CPF") or Supplementary Retirement Scheme ("SRS") investors as its proxies shall comply with this Note.

"Relevant intermediary" has the meaning ascribed to it in section 181 of the Companies Act.

A member can appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory.

5. The instrument appointing a proxy must be submitted to the Company in the following manner:

(a) if submitted by post, be lodged with the Company c/o Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or

(b) if submitted electronically, be submitted via email to the Company at kohbrothersgroup-agm@complete-corp.com,

in either case, **by 3.00 p.m. on 26 April 2024**, being 72 hours before the time appointed for holding the AGM and any instrument of proxy received after the cut-off time shall be treated as invalid.

A member who wishes to submit a Proxy Form by post or via email can either use the printed copy of the Proxy Form which is sent to him/her/it by post or 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.

If a member elects to submit duly completed Proxy Forms electronically via electronic mail, all subsequent correspondence with the Company in relation to the AGM shall be conducted via electronic mail, and sent to the same electronic mail address from which the Proxy Forms were submitted.

6. Completion and return of the instrument appointing a proxy shall not preclude a member from attending, speaking and voting at the AGM if he/she so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the AGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument of proxy, to the AGM.
7. The instrument appointing a proxy must be under the hand of the appointer or of his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either in accordance with its constitution or under the hand of an officer or attorney duly authorised. Where the instrument of proxy is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.
8. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
9. The Company shall be entitled to reject an instrument appointing a proxy or proxies which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument (including any related attachment) appointing a proxy or proxies.
10. In the case of a member whose shares are deposited with The Central Depository (Pte) Limited ("CDP"), the Company shall be entitled to reject an instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by the CDP to the Company.
11. CPF and SRS investors:
- (a) 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 Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the AGM 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 Thursday, 18 April 2024**.

Submission of questions

12. Members (including CPF and SRS investors) who have any substantial and relevant questions in relation to the resolutions to be tabled at the AGM as set out in this Notice, are encouraged to submit their questions to the Company in advance by no later than **5.00 p.m. on Thursday, 18 April 2024** (the "Cut-Off Time") in the following manner:

- (a) by email to kohbrothersgroup-agm@complete-corp.com; or
- (b) by post to the registered office of the Company, at 15 Genting Road, Singapore 349493 (Attention: The Company Secretary).

Members who submit questions by post must include the following information in their submission:

- (i) their (A) full name, (B) full NRIC/Passport/Company Registration No., and (C) address; and
 - (ii) the manner in which the Company's shares are held by them (e.g. via CDP, scrip, CPF or SRS).
13. The Company will publish its responses to substantial and relevant questions from members (received by the Cut-Off Time and in accordance with the relevant requirements herein) on the Company's website and on SGXNET by 3.00 p.m. on 24 April 2024 (being at least 48 hours before the cut-off for submission of Proxy Forms). Any substantial or relevant questions received after the Cut-Off Time will be addressed prior to, or at, the AGM itself. Where substantially similar questions are received, the Company will consolidate its response to such questions.
14. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies can also ask the Chairman of the Meeting questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.

Documents relating to the AGM

15. The Annual Report and the Appendix to the Annual Report may be accessed on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and/or the Company's website at the URL <http://www.kohbrothers.com/en/for-investors>. You will need an internet browser and PDF reader to view these documents.
16. Members may request for a printed copy of the Annual Report and the Appendix by completing the Request Form which has been sent to members via post.

Personal Data Privacy:

By attending the AGM, submitting questions in advance of the AGM and/or submitting an instrument appointing a proxy(ies) (including the Chairman of the AGM) and/or representative(s) to attend, speak and vote at the AGM 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 or service providers) for the purpose of the processing and administration and analysis by the Company (and/or its agents or service providers) of proxies and representatives appointed 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 (and/or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines, (ii) warrants that all information submitted is true and accurate, and where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), 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 or service providers) 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.