

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourteenth Annual General Meeting (“**AGM**”) of Keong Hong Holdings Limited (the “**Company**”) will be held by way of electronic means on Friday, 25 March 2022 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 2021 and the Auditor’s Report thereon. **Resolution 1**
2. To approve the proposed Directors’ Fees of S\$193,205 for the financial year ended 30 September 2021. (2020: S\$173,990) **Resolution 2**
3. To approve the proposed Director’s Fees of S\$12,500 for the period 1 October 2021 to 31 December 2021. *[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 Er Ang Hooa *[See Explanatory Note (b)]* **Resolution 4**
 - (ii) Mr Chong Wai Siak *[See Explanatory Note (c)]* **Resolution 5**
5. To re-elect the following Directors who are retiring pursuant to Article 122 of the Company’s Constitution:–
 - (i) Mr Xu Quanqiang *[See Explanatory Note (b)]* **Resolution 6**
 - (ii) Mr Koh Tee Huck Kenneth *[See Explanatory Note (d)]* **Resolution 7**
 - (iii) Mr Fong Heng Boo *[See Explanatory Note (e)]* **Resolution 8**
6. To re-appoint BDO LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. **Resolution 9**

AS SPECIAL BUSINESS

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

7. **General authority to allot and issue new shares in the capital of the Company** **Resolution 10**

“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 (f)]

By Order of the Board

Lo Swee Oi and Lim Guek Hong
Joint Company Secretaries

3 March 2022
Singapore



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Explanatory Notes:

- (a) The Director's Fees of S\$12,500, if approved, will be paid to Mr Lim Jun Xiong Steven (who had stepped down as a Non-Executive Independent Director on 31 December 2021) for the period 1 October 2021 to 31 December 2021.
- (b) Detailed Information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Er Ang Hooa and Mr Xu Quanqiang can be found on pages 154 to 163 of the Annual Report.
- (c) Mr Chong Wai Siak, if re-elected, will continue to serve as the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees. 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 154 to 163 of the Annual Report.
- (d) Mr Koh Tee Huck Kenneth, if re-elected, will continue to serve as a member of the Audit, Nominating and Remuneration Committees. 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 154 to 163 of the Annual Report.
- (e) Mr Fong Heng Boo, if re-elected, will continue to serve as the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees. Mr Fong Heng Boo 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 Fong Heng Boo can be found on pages 154 to 163 of the Annual Report.
- (f) The Ordinary Resolution 10 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. The AGM will be held by way of 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 (the "**Order**") and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders (Amended No. 2) Order 2020. On 1 October 2020, the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation ("**SGX RegCo**") have updated a checklist to guide listed and non-listed entities on the conduct of general meeting arising from the latest updates from the Multi-Ministry Taskforce to ease safe management measures to facilitate business operations (the "**Checklist**"). On 4 February 2022, the SGX RegCo has announced that the Regulator's Column issued on 16 December 2021 in relation to the expectation of SGX RegCo for the conduct of general meetings be formed part of the Checklist.
2. Documents relating to the business of the AGM, which comprise the Company's 2021 Annual Report, 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>. Printed copies of these documents will NOT be despatched to the shareholders. For shareholders who may prefer to receive a printed copy of these documents, please submit your request via the link at <https://globalmeeting.bigbangdesign.co/keonghong/>.
3. Alternative arrangements relating to attendance at the AGM 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 Meeting in advance of the AGM, addressing of substantial and relevant questions at, or prior to, the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the accompanying Company's announcement dated 3 March 2022. This announcement may be accessed at the Company's corporate website at <https://www.keonghong.com/newsroom>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

In particular, a member will be able to watch the proceedings of the AGM through a "live" webcast via his/her/its mobile phones, tablets or computers or listen to these proceedings through a "live" audio-only stream via telephone. In order to do so, a member who wishes to watch the "live" webcast or listen to the "live" audio-only stream must pre-register via the link at <https://globalmeeting.bigbangdesign.co/keonghong/by> no later than 10.30 a.m. on Tuesday, 22 March 2022. Following the verification, authenticated members will receive an email by 10.30 a.m., Thursday, 24 March 2022 which will contain the user ID and password details as well as the URL to access the live audio-visual webcast or the toll-free telephone number to access the live audio-only stream (the "**Confirmation Email**"). Members, who have pre-registered for the live audio-visual webcast or live audio-only stream but who have not received the Confirmation Email by 10.30 a.m. on Thursday, 24 March 2022 should contact the Company's webcast provider, Big Bang Design at webcast@bigbangdesign.co.

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Members will not be able to ask questions "live" during the broadcast of the AGM. All members may submit questions related to the resolutions to be tabled for approval at the AGM by email to ir@keonghong.com, or via the pre-registration microsite at <https://globalmeeting.bigbangdesign.co/keonghong/>, or in hard copy by post to the registered office of the Company at 9, Sungei Kadut Street 2, Singapore 729230, by no later than 10.30 a.m. on Tuesday, 15 March 2022.

4. **As the Company does not allow real-time remote electronic voting through an electronic voting system to take place at the AGM, a member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** Printed copies of the proxy form will NOT be sent to members. The proxy form for the AGM may be accessed at the Company's corporate website at <https://www.keonghong.com/newsroom>, and is also available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

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

CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators by **10.30 a.m. on Tuesday, 15 March 2022** to submit their votes.

5. The Chairman of the Meeting, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com; or
 - (b) 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,

in either case, by 10.30 a.m. on Tuesday, 22 March 2022, being 72 hours before the time appointed for holding the AGM.

A member who wishes to submit an instrument of proxy must first complete and sign the proxy form, before scanning and sending it by email to the email address provided above, or submitting it by post to the address provided above.

In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.

Personal data privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy 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 the Chairman of the Meeting as proxy 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.

