

# NOTICE OF ANNUAL GENERAL MEETING

## **KOON HOLDINGS LIMITED (Company)**

(Company Registration No 200303284M)

**NOTICE IS HEREBY GIVEN** that the Eighteenth Annual General Meeting of the Company will be held by way of electronic means, on Tuesday, 7 December 2021 at 10.00 a.m. for the following purposes, as set out below:

This Notice has been made available on the Company's website.

### **AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2020 together with the Directors' Statement and the Auditor's Report of the Company. (Resolution 1)
2. To re-elect Mr Ang Ah Nui who is retiring under Article 91 of the Company's Constitution. (Resolution 2)  
Mr Ang Ah Nui, will upon re-election as a Director of the Company, remain as a member of the Remuneration Committee.
3. To re-elect Ms Glenda Mary Sorrell-Saunders who is retiring under Article 91 of the Company's Constitution. (Resolution 3)  
Ms Glenda Mary Sorrell-Saunders, will upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and a member of the Audit and Risk Committee and Remuneration Committee.
4. To re-elect Mr Oh Koon Sun who is retiring under Article 91 of the Company's Constitution. (Resolution 4)
5. To approve Directors' fees of S\$130,000 for the financial year ended 31 December 2020. (Resolution 5)
6. To re-appoint Baker Tilly TFW LLP as the Company's Auditor and to authorise the Directors to fix their remuneration. (Resolution 6)
7. To transact any other business that may be transacted at an Annual General Meeting.

### **AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass each of the following resolutions as an Ordinary Resolution, with or without modifications:

8. "That pursuant to Section 161 of the Companies Act, Cap. 50, authority be and is hereby given to the Directors to allot and issue: (Resolution 7)
  - (i) shares in the capital of the Company (whether by way of bonus, rights or otherwise); or
  - (ii) convertible securities; or
  - (iii) additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the event of rights, bonus or capitalisation issues; or
  - (iv) shares arising from the conversion of convertible securities in (ii) and (iii) above,

*at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit*

provided that (unless revoked or varied by the Company in a general meeting), the authority pursuant to this Resolution shall continue in force (i) until the conclusion of the next annual general meeting of the Company or at the expiry of the period within which the next annual general meeting is required by law to be held, whichever is earlier, or (ii) in the case of shares to be issued in pursuant of instruments, made or granted pursuant to this resolution, until the issuance of such shares in accordance with the terms of the instruments.

See Explanatory Note (i)

Dated this 19<sup>th</sup> day of November 2021.

By Order of the Board

Ong Beng Hong/Tan Swee Gek  
Joint Company Secretaries  
19 November 2021

## Explanatory Notes:

### (i) Resolution 7

The Ordinary Resolution proposed in item 8 above, if passed, will empower the Directors from the passing of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company.

## Notes:

1. The AGM will be held by way of electronic means and 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 feed via telephone. In order to do so, a member who wishes to watch the “live” webcast or listen to the “live” audio feed must pre-register by 10.00 a.m. on 3 December 2021, at the URL <https://koonagm.listedcompany.com/agm-2021/registration>. Following authentication of his/her/its status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the AGM by 6 Dec 2021. Members who have received the email instructions must not forward the email instructions to other persons who are not members or who are not entitled to attend the AGM. This is to avoid any technical disruption or overload to the “live” webcast or “live” audio feed.

Members may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 10.00 a.m. on 3 December 2021:

- (a) via the pre-registration website at the URL <https://koonagm.listedcompany.com/agm-2021/registration>;
- (b) in hard copy by sending by post and lodging the same at the Registered Office of the Company at 11 Sixth Lok Yang Road, Singapore 628109; or
- (c) by email to [feedback@koon.com.sg](mailto:feedback@koon.com.sg).

Members will need to identify themselves when posing questions by email or by mail by providing the following details:

- (a) the member’s full name;
- (b) the member’s NRIC/Passport/UEN number; and
- (c) the member’s contact number and email address.

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will address questions if determined at the sole discretion of the Company as substantial and relevant relating to the resolutions to be tabled for approval at the AGM as received from members either before or during the AGM.

Please note that members will not be able to ask questions at the AGM “live” during the webcast and the audio feed, and therefore it is important for members to submit their questions in advance of the AGM.

2. **A member will not be able to attend the AGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.** In appointing the Chairman of the AGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid. The accompanying proxy form for the AGM may be accessed at the Company’s website.
3. **A member is strongly encouraged to provide the Company with an updated email address through the proxy form.**

4. The Chairman of the AGM, as proxy, need not be a member of the Company. The instrument appointing the Chairman of the AGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must:
  - (a) if sent by post, be deposited at the Registered Office of the Company at 11 Sixth Lok Yang Road, Singapore 628109; or
  - (b) if submitted by email, be received by the Company at [feedback@koon.com.sg](mailto:feedback@koon.com.sg),

in either case, not less than 48 hours before the time for holding the AGM, and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy 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 or facsimile.**

5. The instrument appointing the Chairman of the AGM as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a Company, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
6. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter of power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy; failing which the instrument may be treated as invalid.
7. Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), and who wish to participate in the AGM ("**Relevant Intermediary Participants**") by (a) observing and/or listening to the AGM proceedings via the "live" webcast or the "live" audio feed in the manner provided in Note 1 above; (b) submitting questions in advance of the AGM in the manner provided in Note 1 above; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM.
8. The Annual Report for the financial year ended 31 December 2020 may be accessed at the Company's website under "Annual Report 2020".

#### **Personal Data Privacy:**

By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof or submitting any details of Relevant Intermediary Participant in connection with the AGM, 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 or service provider) 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 AGM as proxy (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, regulations and/or guidelines (collectively, the **Purposes**), (ii) warrants that where the member discloses the personal data of the Relevant Intermediary Participants to the Company (or its agents or service providers), the member has obtained the prior consent of such Relevant Intermediary Participants for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such Relevant Intermediary Participants 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.