



**LOW KENG HUAT (SINGAPORE) LIMITED**  
**("Company")**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 196900209G)

**NOTICE OF FIFTIETH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fiftieth Annual General Meeting of the Company will be held at Grand Mercure Roxy Singapore, Brooke, Meyer & Frankel Room Level 3, 50 East Coast Road, Roxy Square, Singapore 428769 on Wednesday, 29 May 2019 at 11.00 a.m., for the following purposes:-

**AS ORDINARY BUSINESS**

- To receive and adopt the Audited Financial Statements for the financial year ended 31 January 2019 together with the statements of the Directors and report of the Auditors thereon. **(Resolution 1)**
- To declare a first and final tax exempt (one-tier) dividend of 1.5 cents per ordinary share for the financial year ended 31 January 2019. **(Resolution 2)**
- To re-elect Mr Chris Chia Woon Liat, a Director retiring under Regulation 87 of the Constitution of the Company. **(Resolution 3)**  
*(See Explanatory Note 1)*
- To re-elect Mr Michael Leong Choon Fai, a Director retiring under Regulation 87 of the Constitution of the Company. **(Resolution 4)**  
*(See Explanatory Note 2)*
- To re-elect Mr Cheo Chai Hong, a Director retiring under Regulation 87 of the Constitution of the Company. **(Resolution 5)**  
*(See Explanatory Note 3)*
- To re-elect Mr Jimmy Yim Wing Kuen, a Director retiring under Regulation 88 of the Constitution of the Company. **(Resolution 6)**  
*(See Explanatory Note 4)*
- To re-elect Mr Low Keng Boon @ Lau Boon Sen, a Director retiring under Regulation 88 of the Constitution of the Company. **(Resolution 7)**  
*(See Explanatory Note 5)*
- To re-elect Dato' Marco Low Peng Kiat, a Director retiring under Article 88 of the Constitution of the Company. **(Resolution 8)**  
*(See Explanatory Note 6)*
- To approve the Directors' fee of \$258,808 for the financial year ended 31 January 2019 (2017: \$245,000). **(Resolution 9)**
- To re-appoint Foo Kon Tan LLP, as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 10)**

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following as Ordinary Resolutions:-

- Authority to issue shares
  - That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
    - issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
    - make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
    - issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
  - (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that
    - 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 Company's total number of issued shares excluding treasury shares and subsidiary holdings, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, and for the purpose of this resolution, the total number of issued shares excluding treasury shares and subsidiary holdings shall be the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for;
      - new shares arising from the conversion or exercise of convertible securities, or
      - new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST, and
      - any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
    - such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. **(Resolution 11)**  
*(See Explanatory Note 7)*

**ANY OTHER BUSINESS**

- To transact any other business that may be transacted at an Annual General Meeting.

**NOTICE OF BOOKS CLOSURE DATE AND DIVIDEND PAYMENT DATE**

NOTICE IS HEREBY GIVEN that the Share Transfer Books and the Register of Members of the Company will be closed on 11 June 2019 after 5.00 p.m. for the preparation of determining the Members' entitlements to the first and final dividend and the special dividend (the "Dividends") to be proposed at the Annual General Meeting of the Company to be held on 29 May 2019.

Duly completed registrable transfers in respect of shares of the Company received by the Company's Share Registrar, KCK CorpServe Pte. Ltd., 333 North Bridge Road #08-00, KH KEA Building, Singapore 188721 up to 5.00 p.m. on 11 June 2019 will be registered to determine shareholders' entitlements to the Dividends. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 11 June 2019 will be entitled to such proposed dividend.

Payment of the Dividends, if approved by the shareholders at the Annual General Meeting to be held on 29 May 2019, will be made on 20 June 2019.

By Order of the Board

Chin Yeok Yuen  
Company Secretary  
Singapore, 14 May 2019

**Notes:**

- A Depositor's name must appear on the Depository Register not less than 72 hours before the time of the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead and any such proxy need not be a member of the Company.
- The instrument appointing a proxy must be lodged at the registered office of the Company not less than 72 hours before the time appointed for the Meeting.

**Personal data privacy:** By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) 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 member's proxy(ies) and/or representative(s) to the Company (or its agents) 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.

**Explanatory note:**

- Mr Chris Chia Woon Liat will, upon re-election as a Director of the Company, remain as member of the Audit, Nominating and Remuneration Committees. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Detailed information on Mr Chris Chia Woon Liat can be found under "Board of Directors" section in the Company's Annual Report 2018/2019.
- Mr Michael Leong Choon Fai will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Detailed information on Mr Michael Leong Choon Fai can be found under "Board of Directors" section in the Company's Annual Report 2018/2019.
- Mr Cheo Chai Hong will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and member of the Audit Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Detailed information on Mr Cheo Chai Hong can be found under "Board of Directors" section in the Company's Annual Report 2018/2019.
- Mr Jimmy Yim Wing Kuen will, upon re-election as a Director of the Company, remain as the Lead Independent Director, Chairman of the Audit Committee and member of both Nominating and Remuneration Committees. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. Detailed information on Mr Jimmy Yim Wing Kuen can be found under "Board of Directors" section in the Company's Annual Report 2018/2019.
- Mr Low Keng Boon @ Lau Boon Sen will, upon re-election as a Director of the Company, remain as Executive Chairman and member of the Nominating Committee. Detailed information on Mr Low Keng Boon @ Lau Boon Sen can be found under "Board of Directors" section in the Company's Annual Report 2018/2019.
- Dato' Marco Low Peng Kiat will, upon re-election as a Director of the Company, remain as member of the Remuneration and Nominating Committees. Detailed information on Dato' Marco Low Peng Kiat can be found under "Board of Directors" section in the Company's Annual Report 2018/2019.
- The Ordinary Resolution 11 is to authorise the Directors of the Company from the date of the above meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. The total number of issued shares excluding treasury shares and subsidiary holdings of the Company for this purpose shall be the total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed after adjusting for new shares arising from the conversion of convertible securities or employee share options on issue at the time this resolution is passed and any subsequent bonus issues, consolidation or subdivision of shares. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.