



LOW KENG HUAT (SINGAPORE) LIMITED

("Company")

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

NOTICE OF FIFTY-ONE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-One Annual General Meeting of the Company will be held by electronic means on Tuesday, 16 June 2020 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 2020 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 2020. **(Resolution 2)**
- To re-elect Mr Low Keng Boon @ Lau Boon Sen, a Director retiring under Regulation 88 of the Constitution of the Company. **(Resolution 3)**
(See Explanatory Note 1)
- To re-elect Mr Low Poh Kuan, a Director retiring under Regulation 88 of the Constitution of the Company. **(Resolution 4)**
(See Explanatory Note 2)
- To re-elect Mr Chris Chia Woon Liat, a Director retiring under Regulation 88 of the Constitution of the Company. **(Resolution 5)**
(See Explanatory Note 3)
- To approve the Directors' fee of \$244,932 for the financial year ended 31 January 2020 (2018: \$258,808). **(Resolution 6)**
- To re-appoint Foo Kon Tan LLP, as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

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 upon such terms and for such purposes and to such persons 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;
 - 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 Listing Manual of the SGX-ST; and
 - any subsequent bonus issue, consolidation or subdivision of the Company's shares,and adjustments in accordance with (a) or (b) 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, 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 8)**
(See Explanatory Note 4)

ANY OTHER BUSINESS

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

By Order of the Board

Chin Yeok Yuen
Company Secretary
Singapore, 1 June 2020

Explanatory notes:

- 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 "Additional Information on Directors Seeking Re-election" section in the Company's Annual Report 2019/2020.
- Mr Low Poh Kuan will, upon re-election as a Director of the Company, remain as Executive Director. Detailed information on Mr Low Poh Kuan can be found under "Additional Information on Directors Seeking Re-election" section in the Company's Annual Report 2019/2020.
- 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 "Additional Information on Directors Seeking Re-election" section in the Company's Annual Report 2019/2020.
- The Ordinary Resolution 8 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.

Measures to Minimize Risk of Community Spread of 2019 Novel Coronavirus ("COVID-19")

Due to the fast-evolving COVID-19 situation in Singapore, stringent measures are currently in place to minimise the spread of COVID-19. The Company will fully comply with all such measures. The Company may be required to change its Annual General Meeting ("AGM") arrangements at short notice. Shareholders are advised to check on the SGXNet for any latest updated on changes, if any.

In light of the above developments, the Company will arrange for a live webcast of the AGM proceedings ("**Live AGM Webcast**"), which will now take place on 16 June 2020 at 11.00 a.m. as specified in the Notice of AGM. The Live AGM Webcast will be fully virtual.

For the safety and wellbeing of our shareholders and personnel, shareholders should refrain from attending the AGM in person. Shareholders will be able to watch the AGM proceedings through the Live AGM Webcast, and the Company will not accept any physical attendance by shareholders. Any shareholder seeking to attend the AGM physically in person will be turned away.

Shareholders will be able to participate in the AGM in the following manner set out in the paragraphs below:-

LIVE WEBCAST

- Shareholders may watch the live webcast of the AGM proceedings through the Live AGM Webcast via mobile phones, tablets or computers. To do so, shareholders will need to register at <https://www.meetings.vision/lowkenghuat-agm-registration> (the "**Registration Link**") by 11.00 a.m. on 13 June 2020 (the "**Registration Deadline**") to enable the Company to verify their status.
- After verification, authenticated shareholders will receive an email confirmation by 14 June 2020 containing a password and unique link to access the live webcast of the AGM proceedings. Shareholders are required to input their registered email address as USER ID. Only shareholders of the Company will be able to register to watch the live webcast.
- Shareholders must not forward the password and unique link or telephone number to other persons who are not shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast.
- Shareholders who register by the Registration Deadline but do not receive an email response by 14 June 2020 may contact our Share Registrar, KCK CorpServe Pte Ltd by emailing to sharereg@kckcs.com.sg.

SUBMISSION OF PROXY FORMS TO VOTE

- Shareholders who wish to vote for the resolutions, must appoint "Chairman of the Meeting" as their proxy by completing the proxy form attached to the Notice of AGM, indicating how they wish to vote on each resolution. A softcopy of the proxy form is also available at our website www.lkhs.com.sg.
- Shareholder can either choose to submit the completed and signed proxy form by:-
 - Depositing it at or send by post to the Registered Office of the Company at 80 Marine Parade Road, #18-05/09 Parkway Parade, Singapore 449269, or
 - Emailing it to proxyform@lkhs.com.sg not less than seventy-two (72) hours, by 11.00 a.m., 13 June 2020. Any incomplete and incorrect proxy forms will be rejected by the Company.
- For CPF or SRS investors who wish to submit their votes should approach their respective CPF Agent Banks or SRS Operators to appoint the chairperson as their proxy and submit their votes at least seven (7) working days before the AGM (i.e. by 11.00 a.m. on 4 June 2020).
- Shareholders who did not indicate how they wish to vote on each resolution in the submitted proxy forms are advised to re-submit their proxy forms to appoint Chairman of the Meeting as their proxy and specifying their votes for the respective resolutions. Submission by a shareholder of a valid instrument appointing the Chairman of the Meeting as proxy at least 72 hours before the time for holding the AGM will supersede any previous instrument appointing a proxy (ies) submitted by that shareholder.
- Please note that shareholders will not be able to vote through the live webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.**

SUBMISSION OF SHAREHOLDERS' QUESTIONS AND ANSWERS

- Shareholders may submit any questions that are related to any resolutions to be tabled for approval at the AGM. Shareholders may send their queries before 9 June 2020, via email to our Chief Financial Officer at agm2020@lkhs.com.sg.
- Please provide the following information in your email when submitting questions to the Company:
 - your full name as it appears on your CDP/CPF/SRS/Scrip share records;
 - your address;
 - number of shares held; and
 - the manner in which you hold shares in the Company (e.g., via CDP, CPF or SRS or Scrip based)
- The Company will endeavour to address the substantial and relevant questions at or before the AGM. The responses to such questions from shareholders, together with the minutes of the AGM, will be posted on the SGXNet and the Company's website within one month after the date of AGM.

The Company seeks the understanding and cooperation of all shareholders to minimise the risk of community spread of the COVID-19.

Note:

- The instrument appointing Chairman of the Meeting as the proxy must be deposited at or sent by post to the Registered Office of the Company at 80 Marine Parade Road, #18-05/09 Parkway Parade, Singapore 449269, or email to proxyform@lkhs.com.sg not less than 72 hours before the appointed time.

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.

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 warrant.