

# NOTICE OF FIFTY-FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Fourth (54<sup>th</sup>) Annual General Meeting (“**AGM**”) of Low Keng Huat (Singapore) Limited (the “**Company**”) will be convened and held by way of electronic means via a live webcast on **Wednesday, 31 May 2023 at 11.00 a.m.**, for the purpose of considering and, if thought fit, passing the following resolutions: -

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement, Auditor’s Report and Audited Financial Statements for the financial year ended 31 January 2023, and the Auditors’ Report thereon. **Resolution 1**
2. To declare a first and final tax-exempt (one-tier) dividend of 1 cent per ordinary share for the financial year ended 31 January 2023. **Resolution 2**
3. To re-elect Mr Low Keng Boon, a Director retiring under Regulation 88 of the Constitution of the Company. *(See Explanatory Note 1)* **Resolution 3**
4. To re-elect Mr Michael Leong Choon Fai, a Director retiring under Regulation 88 of the Constitution of the Company. *(See Explanatory Note 2)* **Resolution 4**
5. To re-elect Mr Alvin Teo Poh Kheng, a Director retiring under Regulation 88 of the Constitution of the Company. *(See Explanatory Note 3)* **Resolution 5**
6. To approve Directors’ fees of S\$215,000 for the financial year ended 31 January 2023 (2022: S\$215,000). **Resolution 6**
7. To re-appoint Foo Kon Tan LLP as Independent Auditor of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

## AS SPECIAL BUSINESS

8. To consider and, if thought fit, to pass the following as an ordinary resolution with or without modifications. *(See Explanatory Note 4)* **Resolution 8**

### Authority to issue shares and/or convertible securities

That pursuant to Section 161 of the Singapore Companies Act 1967, and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares 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, 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

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- (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 Company's 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 shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the Company's 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 issued shares 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 convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent bonus issue, consolidation or subdivision of shares.
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; 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.

## ANY OTHER BUSINESS

9. To transact any other business that may be transacted at an AGM.

By Order of the Board

Alvin Tan Teck Loon  
Company Secretary

Singapore  
Friday, 12 May 2023

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## Explanatory notes:

1. Mr. Low Keng Boon will, upon being re-elected as Executive Director of the Company, remain as Executive Chairman of the Group and member of the Nominating Committee. Detailed information on Mr. Low Keng Boon can be found under "Additional Information on Directors Seeking Re-election" section in the Company's Annual Report 2023.
2. Mr. Michael Leong Choon Fai will, upon being re-elected as Independent Director of the Company, remain as member and Chairman of the Remuneration Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Mr. Michael Leong Choon Fai can be found under "Additional Information on Directors Seeking Re-election" section in the Company's Annual Report 2023.
3. Mr. Alvin Teo Poh Kheng will be re-elected as Executive Director of the Company. Detailed information on Mr. Alvin Teo Poh Kheng can be found under "Additional Information on Directors Seeking Re-election" section in the Company's Annual Report 2023.
4. The Ordinary Resolution 8 is to authorise the Directors of the Company from the date of the AGM until the next AGM 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 AGM of the Company.

## Notes:

### LIVE WEBCAST

1. The AGM is being convened and will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings) Orders 2020.
2. There will be no despatch of the printed copies of this Notice of AGM. This Notice of AGM will be sent to members by electronic means via publication on the Company's website at <https://www.lkhs.com.sg>

This Notice of AGM may also be accessed via SGXNet at the URL <https://www.sgx.com/securities/company-announcements>

3. The Company will arrange for a live webcast of the AGM proceedings ("**Live AGM Webcast**"), which will take place on Wednesday, 31 May 2023 at 11.00 a.m. as specified in this Notice of AGM. The Live AGM Webcast will be fully virtual. Members will NOT be allowed to attend the AGM in person.
4. Participation in the AGM via live webcast or live audio feed:

The proceedings of the AGM will be broadcasted "live" through an audio-visual webcast and an audio-only feed. Members and investors holding shares in the Company through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**") ("**CPF/SRS investors**") may participate in the Live AGM Webcast via mobile phones, tablets or computers. To do so, they will need to pre-register at <https://conveneagm.sg/lowkenghuat> (the "**Registration Link**") by 11.00 a.m. on Sunday, 28 May 2023 (the "**Registration Deadline**") to enable the Company to verify their status.

- (a) After verification, authenticated members and CPF/SRS investors will receive an email confirmation by 11.00 a.m. on Tuesday, 30 May 2023 containing guidelines to access the Live AGM Webcast.
- (b) Members and CPF/SRS investors must not forward the unique link or telephone number to other persons who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast.
- (c) Members and CPF/SRS investors who registered successfully by the Registration Deadline but do not receive an email response by Tuesday, 30 May 2023 may contact our Share Registrar, KCK CorpServe Pte. Ltd. by emailing to [sharereg@kckcs.com.sg](mailto:sharereg@kckcs.com.sg)

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- (d) Investors holding shares through relevant intermediaries (as defined in Section 181 of Companies Act 1967) (“**Investors**”) (other than CPF/SRS investors) will not be able to pre-register at the Registration Link for the “live” broadcast of the AGM. An investor (other than CPF/SRS investors) who wishes to participate in the “live” broadcast of the AGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register him/her for the AGM. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company’s Share Registrar, KCK CorpServe Pte Ltd via email to [sharereg@kckcs.com.sg](mailto:sharereg@kckcs.com.sg) no later than 11.00 a.m. on Sunday, 28 May 2023.

## SUBMISSION OF PROXY FORM TO VOTE

- 1 Members who wish to vote on the resolutions may vote “live” at the AGM via electronic means at the AGM or by appointing proxy/proxies or the Chairman of the AGM as proxy to vote on their behalf at the AGM. If they appoint the Chairman of the AGM as their proxy, they must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
- 2 A proxy need not be a member of the Company.
- 3 CPF/SRS investors
  - (a) may participate and vote “live” via electronic means 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. They should contact their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 5.00 p.m. on Friday, 19 May 2023) in order to allow sufficient time for the CPF Agent Banks or SRS Operators to in turn submit a Proxy Form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.
- 4 The instrument for the appointment of proxy (“**Proxy Form**”) may be accessed at the Company’s website at <https://www.lkhs.com.sg> or via SGXNet at URL <https://www.sgx.com/securities/company-announcements> The Proxy Form must be submitted to the Company in the following manner by: -
  - (a) depositing it at or sending by post to the Registered Office of the Company at 80 Marine Parade Road, #18-05/09 Parkway Parade, Singapore 449269, or
  - (b) emailing it to [proxyform@lkhs.com.sg](mailto:proxyform@lkhs.com.sg)

not less than seventy-two (72) hours before the time appointed for the holding of the AGM, by 11.00 a.m. on Sunday, 28 May 2023. Any incomplete and incorrect Proxy Form will be rejected by the Company.

## SUBMISSION OF QUESTIONS AND ANSWERS

- 1 Members and CPF/SRS investors may submit any questions that are related to any resolutions to be tabled for approval at the AGM. Shareholders may send their queries by 11.00 a.m. on Saturday, 20 May 2023 (“**prescribed deadline**”) via email to our Chief Financial Officer (CFO) at [agm2023@lkhs.com.sg](mailto:agm2023@lkhs.com.sg)
- 2 Please provide the following information in your email when submitting questions to the CFO: -
  - 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).
- 3 The Company will endeavour to address the substantial and relevant questions received by the prescribed deadline and post the answers on SGXNet and the Company’s website by 11.00 a.m. on Friday, 26 May 2023. For substantial and relevant questions received after the prescribed deadline, the Company will endeavour to address them together with questions raised at the AGM. Where substantially similar questions are received, they will be consolidated and not all questions may be individually addressed.
- 4 The Company will also publish the minutes of the AGM (which will include all responses to questions, which are substantial and relevant to the resolutions as set out in the Notice of the AGM, submitted live and online during the AGM) on SGXNet and the Company’s website within one month after the date of the AGM.

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- 5 All documents (including the Annual Report 2023, Proxy Form, this Notice of AGM and appendices to this Notice of AGM) or information relating to the business of the AGM have been, or will be, published on SGXNet and the Company's website at <https://www.lkhs.com.sg>. **Printed copies of the documents will not be despatched to members.** Members and investors are advised to check SGXNet and/or the Company's website regularly for updates.

**Personal data privacy:** By (a) submitting the Proxy Form appointing a proxy/proxies to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) completing the pre-registration in accordance with this Notice of 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 providers) for the purposes of processing, administration and analysis by the Company (or its agents or service providers) of proxy/proxies appointed for the AGM (including any adjournment thereof), processing of the pre-registration for purposes of granting access to members (or their corporate representatives in the case of members which are legal entities) to the Live AGM Webcast, and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and enabling 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 member's proxy/proxies to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy/proxies for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy/proxies 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.