

KOH BROTHERS ECO ENGINEERING LIMITED

(Unique Entity Number: 197500111H)

(Incorporated in Singapore)

(the “Company”)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY (THE “MEETING”)
HELD AT DUNEARN BALLROOM 1, RAFFLES TOWN CLUB, 1 PLYMOUTH AVENUE,
SINGAPORE 297753 ON WEDNESDAY, 17 APRIL 2019 AT 11.00 AM.

PRESENT

Koh Keng Siang (Francis)	Non-Executive and Non-Independent Director
Shin Yong Seub (Paul)	Executive Director and Chief Executive Officer
Tan Hwa Peng	Independent Director
Koh Choon Leng (Jeffrey)	Independent Director
Lee Sok Khian John	Non-Executive and Non-Independent Director

IN ATTENDANCE

Chua Thiam Siew, Johnson	Financial Controller
Chua Hanyang, Isaac	Company Secretary
Roy JH Tan	External Auditor

CHAIRMAN

Mr Koh Keng Siang, the Chairman of the meeting (the “Chairman”) commenced the Meeting by welcoming the members to the Annual General Meeting of the Company. Mr Koh Keng Siang introduced all the Directors present to the Shareholders.

QUORUM

The Chairman noted that there was a quorum and proceeded to call the Meeting to order.

NOTICE

The Notice convening the Meeting, having been in the hands of the members for the requisite period was, with the concurrence of the Shareholders, taken as read.

POLL VOTING PROCEDURES

The Chairman stated that Moore Stephens LLP was the Scrutineer. The Chairman then invited Complete Corporate Services Pte Ltd (“Complete”) to brief the members on the poll voting process. Complete presented a presentation on the voting process. A test resolution was conducted for shareholders to be familiarized with the voting processes.

ORDINARY BUSINESS

1 ADOPTION OF FINANCIAL STATEMENTS AND REPORTS

The Chairman proceeded to the first item on the agenda and proposed the following:

“To receive and adopt the directors’ statements, audited financial statements and auditor’s report for the year ended 31 December 2018.”

Before the resolution was put to a vote, the Chairman invited shareholders to raise questions which they might have pertaining to Resolution 1. A list of all the questions and answers from shareholders pertaining to Resolution 1 is annexed as “Appendix A”.

As there were no further questions, the motion was put to a vote by poll. As the majority of the votes casted were for the proposed resolution, the Chairman declared the resolution passed.

2 DECLARATION OF A FINAL DIVIDEND OF 0.10 CENT PER SHARE

The Chairman proceeded to the second item on the agenda and proposed the following:-

“To declare a final dividend of 0.10 cent per share for the year ended 31 December 2018”

As there were no questions, the motion was put to a vote by poll. As the majority of the votes casted were for the proposed resolution, the Chairman declared the resolution passed.

3 RE-ELECTION OF MR SHIN YONG SEUB AS A DIRECTOR

The Chairman stated that Mr Shin Yong Seub was due for retirement pursuant to Article 94 of the Company’s constitution.

The Chairman proposed that:-

“Mr Shin Yong Seub be and is hereby re-elected as a Director of the Company.”

As there were no questions, the motion was put to a vote by poll. As the majority of votes casted were for the proposed resolution, the Chairman declared the resolution passed.

4 RE-ELECTION OF MR KOH CHOON LENG AS A DIRECTOR

The Chairman stated that Mr Koh Choon Leng was due for retirement pursuant to Article 94 of the Company’s constitution.

The Chairman proposed that:-

“Mr Koh Choon Leng be and is hereby re-elected as a Director of the Company.”

As there were no questions, the motion was put to a vote by poll. As the majority of votes casted were for the proposed resolution, the Chairman declared the resolution passed.

5 DIRECTORS’ FEES

The Chairman proceeded to item 5 of the Agenda on the proposed directors’ fees.

A Shareholder proposed that:-

“The payment of directors’ fees amounting to S\$174,500 for the financial period ended 31 December 2018 be and is hereby approved.”

As there were no questions, the motion was put to a vote by poll. As the majority of the votes casted were for the proposed resolution, the Chairman declared the resolution passed.

6 RE-APPOINTMENT OF AUDITORS

The Chairman proceeded to deal with the next item relating to the re-appointment of Auditors.

The Chairman proposed that:-

“PricewaterhouseCoopers LLP be and is hereby re-appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors.”

As there were no questions, the motion was put to a vote by poll. As the majority of votes casted were for the proposed resolution, the Chairman declared the resolution passed.

SPECIAL BUSINESS

The Chairman proceeded to the special business of the Meeting.

7 PROPOSED RENEWAL OF THE SHARE ISSUE MANDATE

The Chairman stated that the proposed Resolution No. 7 was to authorise the Directors to issue shares and convertible securities in the Company pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “SGX-ST”).

A shareholder proposed that:-

“Pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Listing Manual Section B: Rules of Catalist (the “Catalist Rules”) of the Singapore Exchange Securities Trading Limited, 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, bonuses 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

- (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 is 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 100% of the total number of issued shares of the Company (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) shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with paragraph (2) below);

- (2) (subject to such manner of calculation and adjustments as may be prescribed by the Singapore Exchange Securities Trading Limited (the “SGX-ST”)) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the percentage of total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares of the Company (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 or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares,
- and, in paragraph (1) above and this paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST, Section B: Rules of Catalyst (“Catalist Rules”);
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules 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 a general meeting) the authority conferred by this Resolution shall continue 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.”

As there were no questions, the motion was put to a vote by poll. As the majority of the votes casted were for the proposed resolution, the Chairman declared the resolution passed.

8 PROPOSED RENEWAL OF THE SHAREHOLDERS MANDATE FOR INTERESTED PERSON TRANSACTIONS

The Chairman stated that the proposed Resolution 8 was the renewal of the shareholders’ mandate for interested person transactions. Both the Chairman and Koh Brothers Group Limited and its associates, being interested persons in relation to this mandate, abstained from voting on this resolution. Mr Tan Hwa Peng (“Mr Tan”) took over the chair to table this resolution.

The full text of this resolution is set out in the Notice. Details and rationale of the interested person transactions mandate are also set out in the letter to shareholders dated 2 April 2019.

A shareholder proposed the following:-

“The renewal of the shareholders’ mandate for interested person transactions be and is hereby approved.”

As there were no questions, the motion was put to a vote by poll. As the majority of the votes casted were for the proposed resolution, Mr Tan declared the resolution passed.

Mr Tan then handed the chair back to the Chairman.

9 PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

The Chairman stated that the proposed Resolution 9 was to approve the proposed renewal of the share buy-back mandate to allow the Company to purchase or acquire up to 10% of its issued shares, excluding treasury shares and subsidiary holdings, as defined in the Catalist Rules with the full text of the resolution being set out in the Notice and the details of the share buy-back mandate being set out in the letter to shareholders dated 2 April 2019.

A shareholder proposed the following:-

“The Ordinary Resolution set out in the Notice be and is hereby approved.”

As there were no questions, the motion was put to vote by poll. As the majority of the votes casted were for the proposed resolution, the Chairman declared the resolution passed.

10 PROPOSED ADOPTION OF KOH BROTHERS ECO ENGINEERING LIMITED PERFORMANCE SHARE PLAN 2017

The Chairman stated that the proposed Resolution No. 10 was seeking shareholders' approval to empower the directors to grant awards under the Koh Brothers Eco Engineering Limited Performance Share Plan 2017, and to allot and issue fully paid ordinary shares in the Company pursuant to the vesting of awards granted pursuant to the Share Plan.

Such issue of ordinary shares, when aggregated with: (i) the new ordinary shares allotted and issued and/or to be allotted and issued, (ii) existing ordinary shares (including shares held as treasury shares) delivered and/or to be delivered, and (iii) ordinary shares released and/or to be released in the form of cash in lieu of ordinary shares, shall not exceed 20% of the total number of issued shares of the Company (excluding shares held as treasury shares and subsidiary holdings (as defined in the Catalist Rules)) from time to time.

The full text of the resolution was set out in the Notice. Details of the Plan including the rationale was set out in the letter to shareholders dated 2 April 2019.

A shareholders proposed the following:-

“The Ordinary Resolution set out in the Notice be and is hereby approved.”

As there were no questions, the motion was put to vote by poll. As the majority of the votes casted were for the proposed resolution, the Chairman declared the resolution passed.

ANY OTHER BUSINESS

No notice was received for any other business to be transacted at the Meeting.

CLOSURE

There being no other business, the meeting closed at 12.05 pm with a vote of thanks to the Chairman.

Confirmed by:

[signed]

Chairman of the Meeting

APPENDIX A- Koh Brothers Eco Engineering Limited

Related Resolution	Question/Response
1	<p>Shareholder A asked why the Company's Bio-Energy and Bio-Refinery Division built pilot plants for palm oil refineries, as such pilot plants were typically for small scale purposes only.</p> <p>Koh Keng Siang (Francis) ("FK") responded that pilot plants were typically built for testing purposes. Subsequently, treatment plants would be built. These treatment plants are able to operate on a larger scale.</p>
1	<p>Shareholder B asked why the gross profit margin declined from 6.1% in 2017 to 4.4% in 2018. He also asked if the Company was taking any steps to address this drop in gross profit margin</p> <p>Chua Thiam Siew, Johnson ("JC") responded that while gross profit margins were higher previously, the size of our contracts were smaller. Since the injection of the Construction and Engineering Division, the Company has increased its order book, taking on larger contracts. These larger contracts are more complex, requiring additional costs. Profit margins have thus decreased.</p> <p>FK added that the Company is looking into ways to manage costs. He added that an advantage of the Company was its direct capabilities, that has allowed it to manage costs.</p>
1	<p>Shareholder B noted that S\$3.3 million worth of receivables in the Bio-Refinery and Bio-Energy Division were past due. Shareholder B asked if there were any issues with the collection of the amounts that were past due.</p> <p>JC responded that the Bio-Refinery and Bio-Energy Division typically secures its contracts via letters of credit and bills its clients on a milestone basis. This assist with the collection of such monies. In addition, the Company has adopted a conservative approach in the treatment of its receivables, with provisions being made for portions of the amounts that are past due.</p>
1	<p>Shareholder C asked the Company for its strategy surrounding its Water and Wastewater Treatment Division.</p> <p>PS stated that the core business is currently in Construction and Engineering. The Company has kept its Water and Wastewater capabilities and is able to capitalise on opportunities when they arrive.</p>