

KOH BROTHERS ECO ENGINEERING LIMITED

(Unique Entity Number: 197500111H)

(Incorporated in Singapore)

(the “Company”)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD VIA ELECTRONIC MEANS (ON ZOOM) ON THURSDAY, 25 JUNE 2020 AT 10.00 AM.

PRESENT : As per attendance list maintained by the Company

CHAIRMAN

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

PRESENTATION

Management had prepared a presentation for the Shareholders to provide a summary of the Company’s performance for the financial year ended 31 December 2019 and proceeded with the presentation. The Company has released the aforesaid presentation with the results of the Annual General Meeting via SGXNET on 25 June 2020.

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 taken as read.

QUESTIONS FROM SHAREHOLDERS

The Chairman highlighted that as mentioned in the Notice of this AGM and the accompanying announcement dated 5 June 2020, shareholders will not be able to ask questions at the live webcast AGM. However, the Company has already published its responses to substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM, the Company’s businesses and operations via SGXNet on 24 June 2020.

VOTING BY POLL

The Chairman noted that in view of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (“Order”) issued by the Minister of Law on 13 April 2020, shareholders will not be able to vote online at the AGM. Instead, shareholders that wishes to exercise their votes would have already lodged a proxy form to appoint the chairman of the AGM to vote on their behalf. Proxy forms lodged have been checked and found to be in order. The Chairman informed that all resolutions to be tabled at the AGM would be voted upon by way of poll. All the motions had been duly voted by the shareholders through the submissions of the Proxy Forms to the Company and the Scrutineer has verified the counting of all votes cast through the Proxy Forms. Moore Stephens LLP was appointed as scrutineers for the poll. Complete Corporate Services Pte Ltd was appointed as the polling agent.

ORDINARY BUSINESS

1 ADOPTION OF THE DIRECTORS' STATEMENT, AUDITED FINANCIAL STATEMENTS AND AUDITORS' REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 – RESOLUTION 1

The Chairman proceeded to the first item on the agenda.

The results of Resolution 1 were as follows:

	Total Votes	Percentage of Votes
For Resolution 1	1,627,930,343	100%
Against Resolution 1	0	0%
Total no. of votes cast	1,627,930,343	100%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

2 DECLARATION OF A FINAL DIVIDEND OF 0.02 CENT PER SHARE – RESOLUTION 2

The Chairman proceeded to the second item on the agenda.

The results of Resolution 2 were as follows:

	Total Votes	Percentage of Votes
For Resolution 2	1,627,930,343	100%
Against Resolution 2	0	0%
Total no. of votes cast	1,627,930,343	100%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

3 RE-ELECTION OF MR KOH KENG SIANG AS A DIRECTOR – RESOLUTION 3

The chair for this resolution was passed to Mr Tan Hwa Peng as this resolution was in relation to the Chairman, Mr Koh Keng Siang's re-election as a Director. Mr Tan Hwa Peng stated that Mr Koh Keng Siang was due for retirement pursuant to Article 94 of the Company's Constitution.

Mr Koh Keng Siang will, upon re-election as a Director of the Company, remain as the Non-Executive Chairman of the Board of Directors, the Chairman of the Executive Committee and the Nominating Committee, and a member of the Remuneration Committee and the Audit and Risk Committee. He is considered non-executive and non-independent.

The results of Resolution 3 were as follows:

	Total Votes	Percentage of Votes
For Resolution 3	1,614,830,343	100%
Against Resolution 3	0	0%
Total no. of votes cast	1,614,830,343	100%

As all of the votes cast were for the proposed resolution, Mr Tan Hwa Peng declared the resolution passed. The chair was handed back to Mr Koh Keng Siang.

4 RE-ELECTION OF MR TAN HWA PENG AS A DIRECTOR – RESOLUTION 4

The Chairman stated that Mr Tan Hwa Peng was due for retirement pursuant to Article 94 of the Company's Constitution.

Mr Tan Hwa Peng will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Nominating Committee and the Audit and Risk Committee. He is considered independent.

The results of Resolution 4 were as follows:

	Total Votes	Percentage of Votes
For Resolution 4	1,627,930,343	100%
Against Resolution 4	0	0%
Total no. of votes cast	1,627,930,343	100%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

5 APPROVAL OF DIRECTORS' FEES OF S\$174,500 FOR THE YEAR ENDED 31 DECEMBER 2019 – RESOLUTION 5

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

The results of Resolution 5 were as follows:

	Total Votes	Percentage of Votes
For Resolution 5	1,627,930,343	100%
Against Resolution 5	0	0%
Total no. of votes cast	1,627,930,343	100%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

6 RE-APPOINTMENT OF AUDITORS, PRICEWATERHOUSECOOPER LLP AND TO AUTHORISE DIRECTORS TO FIX ITS REMUNERATION – RESOLUTION 6

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

The results of Resolution 6 were as follows:

	Total Votes	Percentage of Votes
For Resolution 6	1,627,930,343	100%
Against Resolution 6	0	0%
Total no. of votes cast	1,627,930,343	100%

As all of the votes cast 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 - RESOLUTION 7

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”).

The full text of this resolution is set out in the Notice of Annual General Meeting dated 5 June 2020 (the “Notice”).

The results of Resolution 7 were as follows:

	Total Votes	Percentage of Votes
For Resolution 7	1,627,930,343	100%
Against Resolution 7	0	0%
Total no. of votes cast	1,627,930,343	100%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

8 PROPOSED RENEWAL OF THE SHAREHOLDERS MANDATE FOR INTERESTED PERSON TRANSACTIONS – RESOLUTION 8

The Chairman stated that the proposed Resolution 8 was the renewal of the shareholders’ mandate for interested person transactions. Both the Chairman, Mr Lee Sok Khian John 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 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 5 June 2020.

The results of Resolution 8 were as follows:

	Total Votes	Percentage of Votes
For Resolution 8	68,065,936	100%
Against Resolution 8	0	0%
Total no. of votes cast	68,065,936	100%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

Mr Tan Hwa Peng then handed the chair back to the Chairman.

9 PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE – RESOLUTION 9

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 5 June 2020.

The results of Resolution 9 were as follows:

	Total Votes	Percentage of Votes
For Resolution 9	1,627,930,343	100%
Against Resolution 9	0	0%
Total no. of votes cast	1,627,930,343	100%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

10 AUTHORITY FOR DIRECTORS TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES PURSUANT TO THE KOH BROTHERS ECO ENGINEERING LIMITED PERFORMANCE SHARE PLAN 2017 – RESOLUTION 10

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 5 June 2020.

The results of Resolution 10 were as follows:

	Total Votes	Percentage of Votes
For Resolution 10	1,627,928,343	100%
Against Resolution 10	0	0%
Total no. of votes cast	1,627,928,343	100%

As all of the votes cast were for the proposed resolution, the Chairman declared the resolution passed.

CLOSURE

There being no other business, the meeting closed at 10.28 am with a vote of thanks to the Chairman.

Confirmed by:
Chairman of the Meeting