



# KOON HOLDINGS LIMITED

(Company Registration No. 200303284M)  
(ARBN 105 734 709)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Seventh Annual General Meeting of the Company will be held at 48 Boon Lay Way, Singapore 609961, The Chevrons, in the Violet Room on Level 3, on 26 March 2010 at 9.00 am for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Audited Accounts for the financial year ended 31 December 2009 together with the Reports of the Directors and the Auditors of the Company. **(Resolution 1)**
- To declare a final dividend of S\$0.01 per ordinary share and special dividend of S\$0.005 per ordinary share in respect of the financial year ended 31 December 2009. **(Resolution 2)**
- To re-elect Ms Glenda Mary Sorrell-Saunders who is retiring under Article 91 of the Company's Articles of Association.  
*Ms Glenda Mary Sorrell-Saunders will, upon re-election as a Director of the Company, remain a member each of the Audit Committee, Remuneration Committee and Nominating Committee.* **(Resolution 3)**
- To consider and, if thought fit, pass the following resolution:  
"That Mr Oh Keng Lim, who is above 70 years of age and whose office as Director shall be vacant at the conclusion of this Annual General Meeting in accordance with section 153(2) of the Companies Act, Cap 50 be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting." **(Resolution 4)**
- To consider and, if thought fit, pass the following resolution:  
"That Mr Yao Chee Liew, who is above 70 years of age and whose office as Director shall be vacant at the conclusion of this Annual General Meeting in accordance with section 153(2) of the Companies Act, Cap 50 be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting."  
*Mr Yao Chee Liew will, upon re-election as a Director of the Company, remain the Chairman of the Nominating Committee and a member of the Remuneration Committee and Audit Committee and will be considered independent of management.* **(Resolution 5)**
- To approve Directors' fees of S\$99,000 for the financial year ended 31 December 2009. **(Resolution 6)**
- To re-appoint Deloitte & Touche LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- To transact any other business that may be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:  
"That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors to allot and issue:  
(i) shares in the capital of the Company (whether by way of bonus, rights or otherwise); or  
(ii) convertible securities; or  
(iii) additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the event of rights, bonus or capitalisation issues; or  
(iv) shares arising from the conversion of convertible securities in (ii) and (iii) above,  
at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of equity securities to be issued pursuant to this Resolution, the listing rules of the Singapore Exchange Securities Trading Limited and ASX Listing Rules 7.1 does not exceed fifteen per cent (15%) of the equity securities on issue in the Company at the date of this Resolution and pursuant to this Resolution, the listing rules of the Singapore Exchange Securities Trading Limited and ASX Listing Rule 7.2 exception 1 does not exceed one hundred per cent (100%) of the total number of equity securities on the issue in the Company via a pro-rata renounceable rights issue at the date of this Resolution, and, unless revoked or reduced by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. For the purpose of determining the aggregate number of shares that may be issued pursuant to this Resolution, the percentage of the total number of issued equity securities is based on the total number of issued equity securities at the date of this Resolution after adjusting for new shares arising from the conversion on exercise of any convertible securities or employee stock options in issue as at the date of this Resolution and any subsequent consolidation or subdivision of the Company's shares." **(Resolution 8)**
- To consider and, if thought fit, pass the following resolution as an ordinary resolution, with or without modifications:  
"That subject to and pursuant to the share issue mandate in resolution 8 above being obtained, authority be and is hereby given to the Directors to issue new shares other than on a pro-rata basis to shareholders of the Company at an issue price per new share which shall be determined by the Directors in their absolute discretion provided that such price shall not represent more than a 20% discount for new shares to the weighted average price per share determined in accordance with the requirements of the SGX-ST."  
[See Explanatory Note (II)] **(Resolution 9)**
- To consider and, if thought fit, pass the following ordinary resolution with or without any modifications:  
"That the Board of Directors of the Company be and is hereby authorised to grant awards ("**Awards**") in accordance with the provisions of the Koon Holdings Employee Performance Share Plan ("**Koon EPSP**") and pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to grant of Awards under the Koon EPSP and in the event a share buyback mandate is subsequently approved by the shareholders, to apply any Shares purchased under the Share Buyback Mandate toward the satisfaction of Awards granted under the Koon EPSP provided that the aggregate number of Shares available under the Koon EPSP shall not exceed 5% of the total issued share capital of the Company from time to time."  
[See Explanatory Note (III)] **(Resolution 10)**

## NOTICE OF BOOKS CLOSURE DATE AND PAYMENT DATE FOR FINAL AND SPECIAL DIVIDEND

Notice is hereby given that the Transfer Books and the Register of Members of the Company will be closed at 5.00 p.m. on 6 April 2010 (the "**Books Closure Date**") for the purpose of determining the entitlement of Shareholders to the final dividend of S\$0.01 per ordinary share (the "**Final Dividend**") and special dividend of S\$0.005 per ordinary share (the "**Special Dividend**") in respect of the financial year ended 31 December 2009.

### For Shareholders whose shares are deposited with the Central Depository (Pte) Limited ("**CDP**")

Shareholders whose shares are deposited with the CDP, whose securities account with CDP are credited with Shares as at 5.00 p.m. on the Books Closure Date will be entitled to the Final Dividend and the Special Dividend on the basis of the number of Shares standing to the credit of their securities accounts with CDP as at 5.00 p.m. on such date.

Duly completed registrable transfers in respect of shares in the Company received up to the close of business at 5.00 p.m. on 6 April 2010 by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., will be registered to determine shareholders' entitlements to the Final Dividend and the Special Dividend.

### For Shareholders who are registered as holders of the Company's shares through CHESSE Depository Nominees Pty Ltd (the "**Australian Investors**")

Duly completed registrable transfers in respect of shares in the Company received up to the close of business at 5.00 p.m. (local time in Victoria) on 6 April 2010 by the Company's Australian Share Registrar, Computershare Investor Services Pty Limited, will be registered to determine shareholders' entitlements to the Final Dividend and the Special Dividend. Australian Investors who are recorded on the Australian Branch Share Register as at 5.00 p.m. on the Australian Record date of 6 April 2010 will be entitled to the Final Dividend and the Special Dividend.

For Australian Investors, their dividend entitlements will be converted at the Singapore-Australian currency conversion rate of one of the Company's principal bankers, United Overseas Bank Limited, on the date of the record date, being 6 April 2010. These dividends will be unfranked for Australian tax purposes.

The Final Dividend and the Special Dividend will be paid on or about 23 April 2010 if approved by the shareholders of the Company at an Annual General Meeting to be held on 26 March 2010.

By Order of the Board

Ong Beng Hong/Tan Swee Gek  
Joint Company Secretaries

24 February 2010

### Explanatory Note:

- The Ordinary Resolution proposed in item 9 above, if passed, will empower the Directors from the passing of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company up to an amount not exceeding, in total, 50% (or one hundred per cent (100%) if via a pro-rata renounceable rights issue) of the issued share capital of the Company at the time of passing of this resolution, of which up to 15% may be issued other than on a pro-rata basis to shareholders.
- The Ordinary Resolution proposed under item 10 above, if passed, will authorise the Directors to issue new shares (other than on a pro-rata basis to shareholders of the Company) at an issue price of up to 20% discount to the weighted average price per share.
- The Ordinary Resolution proposed under item 11 above, if passed, will authorise the Directors to grant award of shares in accordance with the provisions of the Koon EPSP and pursuant to Section 161 of the Companies Act, Cap. 50 to allot and issue shares under the Koon EPSP. The Koon EPSP was approved by the shareholders of the Company in general meeting on 10 October 2009. Please refer to the Circular dated 10 September 2009 for further details.

### Notes:

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 17B Pandan Road, Koon Building, Singapore 609269 at least 48 hours before the time fixed for the Meeting.