

MEETING SCHEDULE FOR AGM

* Asterisks denote mandatory information


Name of Announcer *	KOH BROTHERS GROUP LIMITED
Company Registration No.	199400775D
Announcement submitted on behalf of	KOH BROTHERS GROUP LIMITED
Announcement is submitted with respect to *	KOH BROTHERS GROUP LIMITED
Announcement is submitted by *	Koh Keng Siang
Designation *	Managing Director & Group CEO
Date & Time of Broadcast	10-Apr-2012 17:44:15
Announcement No.	00111

>> Announcement Details

The details of the announcement start here ...

Date *	26 Apr 2012
Time *	02:00:PM
Company *	KOH BROTHERS GROUP LIMITED
Venue *	OXFORD HOTEL, 218 QUEEN STREET, SINGAPORE 188549

Attachments

 [NoticeofAGM.pdf](#)
Total size = **241K**
(2048K size limit recommended)

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 18th Annual General Meeting of Koh Brothers Group Limited (the "Company") will be held at Oxford Hotel, 218 Queen Street, Singapore 188549 on Thursday, 26 April 2012 at 2.00 pm for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements for the year ended 31 December 2011 together with the Auditors' Report thereon **(Resolution 1)**
2. To declare a first and final dividend of 0.35 cent per share (one-tier tax exempt) for the year ended 31 December 2011 **(Resolution 2)**
3. To re-elect Mr Koh Keng Hiong, who is retiring by rotation pursuant to Article 109 of the Company's Articles of Association and who, being eligible, offers himself for re-election **(Resolution 3)**
4. To re-appoint the following Directors, who are retiring under Section 153(6) of the Companies Act, Chapter 50 of Singapore, to hold office from the date of this Annual General Meeting until the next Annual General Meeting:
 - (a) Mr Koh Tiat Meng **(Resolution 4)**
 - (b) Mr Lee Khoon Choy **(Resolution 5)**
 - (c) Mr Ling Teck Luke **(Resolution 6)**
 - (d) Mdm Quek Chee Nee **(Resolution 7)**
5. To approve the sum of S\$313,000 as Directors' fees for the year ended 31 December 2011 (FY2010: S\$250,000) **(Resolution 8)**
6. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors to fix their remuneration **(Resolution 9)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any modification, the following resolution as Ordinary Resolution:

7. "That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, authority be and is hereby given to the Directors of the Company to:
 - (a) (i) issue shares in the capital 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
- (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,

NOTICE OF ANNUAL GENERAL MEETING

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 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company (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 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("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) in the capital of the Company 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;
- (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 Articles of Association 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."

ANY OTHER BUSINESS

8. To transact any other business which may properly be transacted at an Annual General Meeting

BY ORDER OF THE BOARD

Koh Keng Siang
Director

10 April 2012

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES:

- Resolution 5 : Mr Lee Khoon Choy will, upon re-appointment as a Director of the Company, remain as the Chairman of the Audit Committee and a member of the Remuneration Committee and Share Purchase Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- Resolution 6 : Mr Ling Teck Luke will, upon re-appointment as a Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit Committee, Remuneration Committee and Share Purchase Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Notes:

- (1) A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy must be deposited at the registered office of the Company at 11 Lorong Pendek, Koh Brothers Building, Singapore 348639, not less than 48 hours before the time appointed for holding the Annual General Meeting.

BOOKS CLOSURE AND DIVIDEND PAYMENT DATES

NOTICE IS HEREBY GIVEN THAT the Transfer Books and Register of Members of Koh Brothers Group Limited (the "Company") will be closed on 4 May 2012 for the purpose of determining shareholders' entitlements to the proposed first and final dividend of 0.35 cent per share (one-tier tax exempt) for the year ended 31 December 2011.

Duly completed registrable transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road #02-00, Singapore 068898 up to 5.00 pm on 4 May 2012 will be registered to determine shareholders' entitlements to the proposed dividend.

Shareholders (being depositors) whose securities accounts with The Central Depository (Pte) Limited ("CDP") are credited with shares as at 5.00 pm on 4 May 2012 will be entitled to the proposed dividend.

The proposed dividend, if approved by shareholders at the 18th Annual General Meeting of the Company to be held on 26 April 2012, will be paid on 18 May 2012.

BY ORDER OF THE BOARD

Koh Keng Siang
Director

10 April 2012