

Miscellaneous

* 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 18:05:53
Announcement No.	00144

>> Announcement Details

The details of the announcement start here ...

Announcement Title * The Proposed Renewal of the Interested Person Transactions Mandate, The Proposed Renewal of the Share Purchase Mandate and Extraordinary General Meeting

Description

DESPATCH OF CIRCULAR

Further to the announcement by Koh Brothers Group Limited (the "Company") on 15 February 2012 in relation to the proposed renewal of the share purchase mandate ("Share Purchase Mandate"), the Board of Directors of the Company wishes to announce that the Company has despatched a circular dated 10 April 2012 (the "Circular") in relation to the proposed renewal of the interested person transactions mandate ("IPT Mandate") and Share Purchase Mandate, to shareholders of the Company ("Shareholders").

The Circular contains information on the IPT Mandate and Share Purchase Mandate as well as the Notice of the Extraordinary General Meeting (the "EGM") of the Company to be held at Oxford Hotel, 218 Queen Street, Singapore 188549 on 26 April 2012 at 2.30 p.m. (or as soon thereafter following the conclusion or adjournment of the 18th Annual General Meeting of the Company to be held at 2.00 p.m. on the same day and at the same place). A copy of the Notice of EGM is attached to this Announcement.

Shareholders who do not receive the Circular within a week from the date hereof should contact the share registrar of the Company at the following address:-

Tricor Barbinder Share Registration Services
80 Robinson Road #02-00
Singapore 068898

A copy of the Circular will also be made available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

Shareholders are requested to note the following important dates and times in respect of the EGM:-

Last date and time for lodgement of Proxy Form : 24 April 2012 at 2.30 p.m.

Date and time of Extraordinary General Meeting : 26 April 2011 at 2.30 p.m. (or as soon thereafter following the conclusion or adjournment of the 18th Annual General Meeting of the Company to be held at 2.00 p.m. on the same day and at the same place)


Place of Extraordinary General Meeting : Oxford Hotel, 218 Queen Street, Singapore 188549

By Order of the Board of the Company

Koh Keng Siang
Director

10 April 2012

Attachments

 NoticeofEGM.pdf
Total size = **150K**
(2048K size limit recommended)

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NOTICE OF EXTRAORDINARY GENERAL MEETING

KOH BROTHERS GROUP LIMITED
(Unique Entity Number 199400775D)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Koh Brothers Group Limited (the "Company") will be held at Oxford Hotel, 218 Queen Street, Singapore 188549 on 26 April 2012 at 2.30 p.m. (or as soon thereafter following the conclusion or adjournment of the 18th Annual General Meeting of the Company to be held at 2.00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing, with or without modifications, the following Ordinary Resolutions:

ORDINARY RESOLUTION 1:

THE PROPOSED RENEWAL OF THE INTERESTED PERSON TRANSACTION MANDATE

THAT:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited for the Company, its subsidiaries and associated companies (the "Group") or any of them to enter into any of the transactions falling within the categories of IPT (as described in the Circular dated 10 April 2012 (the "Circular")) with any party, who falls within the class of interested persons referred to in the Circular, provided that such transactions are carried out in the normal course of business, at arm's length and on normal commercial terms and not prejudicial to the interests of the Company and its minority shareholders, and in accordance with the guidelines of the Company for IPT as set out in the Circular;
- (b) such approval shall, unless revoked or varied by the Company in a general meeting, continue in force until the next Annual General Meeting of the Company; and
- (c) the Directors of the Company be and are hereby authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders' Mandate and/or this Ordinary Resolution.

ORDINARY RESOLUTION 2:

THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the "Companies Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary shares in the capital of the Company (the "Shares") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such prices or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
 - (ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, regulations and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate in paragraph (a) of this Resolution may be exercised by

NOTICE OF EXTRAORDINARY GENERAL MEETING

the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next Annual General Meeting of the Company is held;
 - (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; or
 - (iii) the date on which purchases or acquisitions of Shares are carried out to the full extent mandated;
- (c) in this Resolution:

"Prescribed Limit" means, subject to the Companies Act, 10% of the total number of issued Shares of the Company (excluding any Shares which are held as treasury shares) as at the date of the passing of this Resolution; and

"Maximum Price", in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price (as hereinafter defined); and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price (as hereinafter defined),

where:

"Average Closing Price" means the average of the Closing Market Prices of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-Market Day period;

"Closing Market Price" means the last dealt price for a Share transacted through the SGX-ST's Quest-ST system as shown in any publication of the SGX-ST or other sources;

"date of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"Market Day" means a day on which the SGX-ST is open for trading in securities; and

- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

All capitalised terms used in this Notice which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Circular of the Company dated 10 April 2012 to Shareholders.

By Order of the Board
KOH BROTHERS GROUP LIMITED

Koh Keng Siang
Director

10 April 2012

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary 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 Extraordinary General Meeting.