


General Announcement::Despatch of circular and notice of EGM

Issuer & Securities

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Attachments	 Despatch of circular and noticesgx.pdf Total size =281K

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Share



KOH BROTHERS GROUP LIMITED
(Unique Entity No. 199400775D)
(Incorporated in the Republic of Singapore)

ANNOUNCEMENT

**PROPOSED DIVIDEND *IN SPECIE* OF UP TO 41,410,800 SHARES IN KOH BROTHERS ECO ENGINEERING LIMITED
- DESPATCH OF CIRCULAR AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

Unless otherwise defined, capitalised terms used in this Announcement shall bear the meanings ascribed to them in the announcement dated 11 August 2016 in relation to the proposed dividend in specie by Koh Brothers Group Limited and the circular to the shareholders of Koh Brothers Group Limited dated 9 September 2016.

1. Despatch of Circular

Further to the announcement by Koh Brothers Group Limited (the “**Company**”) on 11 August 2016, the Board of Directors of the Company wishes to announce that the Company has despatched a circular to the shareholders of the Company (the “**Shareholders**”) dated 9 September 2016 (the “**Circular**”) containing, *inter alia*, a notice (the “**Notice of EGM**”) to convene an extraordinary general meeting to be held at 2.30 p.m. on 28 September 2016 at Serangoon Gardens Country Club, Kensington Ballroom (Heliconia Wing, Level 2), 22 Kensington Park Road, Singapore 557271, for the purpose of seeking the approval of the Shareholders for the proposed dividend *in specie* (the “**Proposed Distribution**”) of up to 41,410,800 ordinary shares in the issued share capital of Koh Brothers Eco Engineering Limited (the “**KB Eco Shares**”) to the Shareholders on the basis of 0.1 KB Eco Share for each ordinary share in the issued share capital of the Company (a “**KBGL Share**”) held by Shareholders as at the Books Closure Date to be determined and announced in due course.

2. Notice of EGM

A copy of the Notice of EGM is enclosed with this Announcement.

3. Shareholders (being Depositors) whose KBGL Shares are deposited with CDP

In the case of Shareholders (being Depositors), entitlements to the KB Eco Shares will be determined on the basis of the number of KBGL Shares standing to the credit of their respective Securities Accounts as at the Books Closure Date. Shareholders (being Depositors) are requested to take the necessary actions to ensure that the KBGL Shares owned by them are credited to their Securities Accounts by the Books Closure Date. Following the Books Closure Date, the Central Depository (Pte) Limited (the “**CDP**”) will send such Depositor a notification letter confirming the number of KB Eco Shares that has been credited to his Securities Account.

4. Scrip Shareholders whose KBGL Shares are not deposited with CDP

In the case of Scrip Shareholders, entitlements to the KB Eco Shares will be determined on the basis of their holdings of KBGL Shares appearing in the Register of Members as at the Books Closure Date.

Scrip Shareholders who have not already done so, are requested to take the necessary actions to ensure that the KBGL Shares owned by them are registered in their names or in the names of their nominees in the Register of Members by the Books Closure Date.

Following the Books Closure Date, the names of each Scrip Shareholder as well as the relevant number of KB Eco Shares to be distributed to such Scrip Shareholder will be entered into the Register of Members of KB Eco and the share certificates in respect of the KB Eco Shares will be sent to them by registered post to their addresses stated in the Register of Members.

Scrip Shareholders should note that they will not be able to trade in such KB Eco Shares on the SGX-ST unless they open Securities Accounts with CDP for such KB Eco Shares to be held by CDP and recorded as such in the Depository Register maintained by CDP. Scrip Shareholders are therefore encouraged to open Securities Accounts with CDP.

Scrip Shareholders who wish to have KB Eco Shares credited to their Securities Accounts pursuant to the Proposed Distribution, or wish to trade their KB Eco Shares on the SGX-ST immediately after the Proposed Distribution, should deposit with CDP their physical share certificates of the Company together with the duly executed instruments of transfer in favour of CDP, no later than 5.00 p.m. on the date falling 12 Market Days prior to the Books Closure Date, so as to enable CDP to credit their Securities Accounts with their KBGL Shares and thereafter, for CDP to credit their Securities Accounts with KB Eco Shares.

5. CPFIS Investors

In the case of CPFIS Investors, entitlements to the KB Eco Shares will be determined on the basis of the number of KBGL Shares held by the CPF agent banks on behalf of each CPFIS Investor as at the Books Closure Date. Following the Books Closure Date, CDP will credit the KB Eco Shares attributable to CPFIS Investors pursuant to the Proposed Distribution to the respective Securities Accounts of their CPF agent banks, and the CPF agent banks will update their records accordingly.

6. Investors whose KBGL Shares were purchased using SRS funds

In the case of investors who have purchased KBGL Shares using their SRS funds, entitlements to the KB Eco Shares will be determined on the basis of the number of KBGL Shares held by the relevant approved banks on behalf of each such investor as at the Books Closure Date. Following the Books Closure Date, CDP will credit the KB Eco Shares attributable to such investors pursuant to the Proposed Distribution to the Securities Accounts of the relevant approved banks, and the relevant approved banks will update their records accordingly.

7. Investors whose KBGL Shares are held through a finance company and/or a Depository Agent

In the case of investors who hold KBGL Shares through a finance company and/or a Depository Agent, entitlements to the KB Eco Shares will be determined on the basis of the number of KBGL Shares held by the finance companies and/or the Depository Agents on behalf of such investors as at the Books Closure Date. Following the Books Closure Date, CDP will credit the KB Eco Shares attributable to such investors pursuant to the Proposed Distribution to the respective Securities Accounts of the finance companies and/or the Depository Agents.

8. Overseas Shareholders

You will be regarded as an Overseas Shareholder if your registered address on the Register of Members or the Depository Register (as the case may be) is not in Singapore as at the Books Closure Date. Shareholders who wish to change their registered address on the Register of Members and the Depository Register (as the case may be) to provide an address in Singapore in substitution thereof prior to the Books Closure Date may do so by sending a notice in writing to the Share Registrar (in the case of a change of address on the Register of Members) and CDP (in the case of a change of address on the Depository Register), respectively, not less than three (3) Market Days prior to the Books Closure Date.

The distribution of the Circular and the Proposed Distribution to Overseas Shareholders may be prohibited or restricted by law (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. Overseas Shareholders are required to inform themselves of, and to observe, any such prohibition or restriction at their own expense and without liability to the Company.

For practical reasons and in order to avoid violating applicable securities laws outside Singapore, the KB Eco Shares will not be distributed to Overseas Shareholders who have not at least three (3) Market Days prior to the Books Closure Date provided 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) or CDP, as the case may be, with addresses in Singapore for the service of notices or documents in accordance with the foregoing.

Arrangements will be made for the distribution of KB Eco Shares, which would otherwise have been distributed to such Overseas Shareholders, to be distributed to such person(s) as the Directors may appoint, who shall, if practicable, sell these KB Eco Shares at prices prevalent at the time of sale and thereafter, distribute the aggregate amount of the net proceeds, after deducting all dealing and other expenses in connection therewith, proportionately among such Overseas Shareholders according to their respective entitlements to the KB Eco Shares they would otherwise have been entitled to as at the Books Closure Date in full satisfaction of their rights to the KB Eco Shares.

However, where the net proceeds to which any particular Overseas Shareholder is entitled is less than S\$10.00, such net proceeds shall be retained for the benefit of the Company, and no Overseas Shareholder shall have any claim whatsoever against the Company or CDP in connection therewith.

Shareholders should note that the special arrangements described above will apply only to Overseas Shareholders.

For the avoidance of doubt, even if an Overseas Shareholder has provided a Singapore address as aforesaid, the distribution of KB Eco Shares to him or her is subject to compliance with applicable securities laws outside Singapore to the extent reasonably practicable.

9. Further Information

Shareholders who do not receive the Circular within a week from the date of this Announcement should contact the Share Registrar of the Company (Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road #02-00, Singapore 068898).

A copy of the Circular will be made available on the website of the Singapore Exchange Securities Trading Limited at <http://www.sgx.com>.

BY ORDER OF THE BOARD

Koh Keng Siang
Managing Director & Group CEO

9 September 2016



KOH BROTHERS GROUP LIMITED

(Unique Entity No. 199400775D)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING (the “EGM”) of Koh Brothers Group Limited (the “**Company**”) will be held at Serangoon Gardens Country Club, Kensington Ballroom (Heliconia Wing, Level 2), 22 Kensington Park Road, Singapore 557271 on 28 September 2016 at 2.30 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following ordinary resolution:

ORDINARY RESOLUTION: THE PROPOSED DISTRIBUTION

THAT pursuant to Articles 138 and 144 of the Constitution of the Company:

- (a) subject to the satisfaction of the Approvals (as defined in paragraph 2.4.5 of the Company’s circular dated 9 September 2016 (the “**Circular**”)), the Company makes a distribution of up to 41,410,800 ordinary shares in the issued share capital of Koh Brothers Eco Engineering Limited (the “**KB Eco Shares**”) held by the Company, to the shareholders of the Company (collectively, the “**Shareholders**” and each, a “**Shareholder**”) by way of a dividend *in specie* (the “**Proposed Distribution**”) on the basis of 0.1 KB Eco Share for each ordinary share in the issued share capital of the Company (a “**KBGL Share**”) held by Shareholders as at the Books Closure Date (as defined in the Circular), fractional entitlements to be disregarded, free of encumbrances and together with all rights attaching thereto on and from the date the Proposed Distribution is completed, except that for practical reasons and in order to avoid violating applicable securities laws outside Singapore, the KB Eco Shares will not be distributed to any Shareholder whose registered address as at the Books Closure Date (as recorded in the Register of Members of the Company or in the Depository Register maintained by The Central Depository (Pte) Limited (“**CDP**”)) for the service of notice and documents is outside Singapore (an “**Overseas Shareholder**”) and who have not at least three (3) market days prior to the Books Closure Date provided the Company’s Share Registrar (being Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road, #02-00 Singapore 068898) or CDP, as the case may be, with addresses in Singapore for the service of notices or documents in accordance with the foregoing, and such KB Eco Shares shall be dealt with in the manner set out in paragraph (c) below;
- (b) any resulting fractional KB Eco Shares be aggregated and sold for the benefit of the Company, or otherwise dealt with in such manner and on such terms and conditions as the Directors deem fit;
- (c) arrangements be made for the distribution of KB Eco Shares which would otherwise have been distributed to the Overseas Shareholders pursuant to the Proposed Distribution, to be distributed to such person(s) as the Directors may appoint, who shall, if practicable, sell such KB Eco Shares at prices prevalent at the time of sale and thereafter, distribute the aggregate amount of the net proceeds, after deducting all dealing and other expenses in connection therewith, proportionately among such Overseas Shareholders according to the respective KB Eco Shares they would otherwise have been entitled to as at the Books Closure Date in full satisfaction of their rights to the KB Eco Shares, provided that where the net proceeds to which any particular Overseas Shareholder is entitled is less than S\$10.00, such net proceeds shall be retained for the benefit of the Company, and no Overseas Shareholder shall have any claim whatsoever against the Company or CDP in connection therewith;

- (d) the Directors and each of them be and are hereby authorised to determine the amount to be appropriated out of the retained profits of the Company to meet the value of the KB Eco Shares to be distributed to the Entitled Shareholders (as defined in the Circular) based on the carrying value (or cost of investment) of the KB Eco Shares in the accounts of the Company; and
- (e) the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things, decide all questions and exercise all discretion (including, but not limited to, approving, modifying and executing all documents) as they may consider necessary or expedient in connection with the Proposed Distribution and/or to give effect to the Proposed Distribution.

BY ORDER OF THE BOARD

Koh Keng Siang
Managing Director & Group CEO

Singapore
9 September 2016

Notes:

1. (a) A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's form of proxy appoints more than one proxy, the proportion of shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
(b) A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act (Chapter 50) of Singapore.
2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 11 Lorong Pendek, Koh Brothers Building, Singapore 348639 (Attn: The Company Secretary) not less than forty-eight (48) hours before the time fixed for holding the EGM.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.