

## Issuer &amp; Securities

<b>Issuer/ Manager</b>	KOH BROTHERS GROUP LIMITED
<b>Security</b>	KOH BROTHERS GROUP LIMITED - SG1B06007705 - K75

## Announcement Details

<b>Announcement Title</b>	Extraordinary/ Special General Meeting
<b>Date &amp; Time of Broadcast</b>	28-Sep-2016 18:37:43
<b>Status</b>	Replacement
<b>Announcement Reference</b>	SG160908XMET5BU4
<b>Submitted By (Co./ Ind. Name)</b>	Koh Keng Siang
<b>Designation</b>	Managing Director & Group CEO

## Event Narrative

<b>Narrative Type</b>	<b>Narrative Text</b>
Additional Text	Please refer to the attachments.

## Event Dates

<b>Meeting Date and Time</b>	28/09/2016 14:30:00
<b>Response Deadline Date</b>	26/09/2016 14:30:00

## Event Venue(s)

<b>Place</b>	
<b>Venue(s)</b>	<b>Venue details</b>
Meeting Venue	Serangoon Gardens Country Club Kensington Ballroom (Heliconia Wing, Level 2) 22 Kensington Park Road Singapore 557271

<b>Attachments</b>	<a href="#">📎 EGM notice sgx.pdf</a> <a href="#">📎 circularsgx.pdf</a> <a href="#">📎 KBGL - Announcement on EGM results BCD final.pdf</a> Total size =475K
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<b>Related Announcements</b>	<a href="#">08/09/2016 20:44:39</a>
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**KOH BROTHERS GROUP LIMITED**  
(Unique Entity No. 199400775D)  
(Incorporated in the Republic of Singapore)

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

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*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. INTRODUCTION**

Koh Brothers Group Limited (the “**Company**”) refers to the announcement dated 11 August 2016 (the “**Announcement**”) and the circular to shareholders of the Company (“**Shareholders**”) dated 9 September 2016 (the “**Circular**”) in relation to 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.

**2. RESOLUTION PASSED**

The Board of Directors of the Company is pleased to announce that at the Extraordinary General Meeting of the Company held on 28 September 2016 (the “**EGM**”), the ordinary resolution in relation to the approval of Shareholders for the Proposed Distribution as set out in the Notice of Extraordinary General Meeting dated 9 September 2016 was duly passed.

### 3. RESULTS

The results of the poll on the resolution put to vote at the EGM, as confirmed by Moore Stephens LLP who acted as the scrutineer at the EGM, are set out below:

Resolution Details	Total number of KBGL Shares represented by votes for and against the resolution	For		Against	
		Number of KBGL Shares	As a percentage of the total number of votes for and against the resolution (%)	Number of KBGL Shares	As a percentage of the total number of votes for and against the resolution (%)
Ordinary Resolution to approve the Proposed Distribution	160,214,913	160,204,913	99.99	10,000	0.01

No party was required to abstain from voting on the resolution put to the EGM.

### 4. NOTICE OF BOOKS CLOSURE

Notice is hereby given that the Register of Members and the Share Transfer Books and of the Company will be closed at **5.00 p.m. on 6 October 2016** (the “**Books Closure Date**”) for the purposes of determining the entitlements of Shareholders to the Proposed Distribution.

Duly completed registrable transfers of KBGL Shares received by the 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 p.m. on 6 October 2016 will be registered to determine Shareholders’ entitlements to the Proposed Distribution. Shareholders whose Securities Accounts with CDP are credited with KBGL Shares at 5.00 p.m. on 6 October 2016 will be entitled to the Proposed Distribution.

For further details on the entitlements of Shareholders, please refer to the announcement dated 11 August 2016 released by the Company and the Circular.

### 5. ADMINISTRATIVE PROCEDURES FOR THE PROPOSED DISTRIBUTION

#### 5.1 Books Closure Date and Entitlements

Persons registered in the Register of Members and Depositors whose Securities Accounts are credited with KBGL Shares as at the Books Closure Date (“**Entitled Shareholders**”) would be entitled to receive 0.1 KB Eco Share for each KBGL Share held by them as at the Books Closure Date, fractional entitlements to be disregarded.

## **5.2 Depositors**

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 credit the Securities Accounts of Entitled Shareholders who are Depositors with the relevant number of KB Eco Shares on or about 12 October 2016 and the CDP will send such Depositor a notification letter confirming the number of KB Eco Shares that has been credited to his Securities Account.

## **5.3 Scrip Shareholders**

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 on or about 12 October 2016 and the share certificates in respect of the KB Eco Shares will be sent to them by registered post to their address 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.

## **5.4 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.

The Company understands that the respective CPFIS Agent Banks will notify the relevant CPFIS Investors of the credit and such CPFIS Investors are advised to consult their CPFIS Agent Banks as to the crediting status of their KB Eco Shares in their respective CPF Investment Accounts as CDP will not be sending any notifications to such CPFIS Investors.

## **5.5 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.

## **5.6 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.

## **5.7 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.

## **5.8 Odd Lot Trading**

Entitled Shareholders who receive odd lots of KB Eco Shares pursuant to the Proposed Distribution are able to trade in odd lots of KB Eco Shares on the Unit Share Market, which allows trading of securities in single shares.

## **6. IMPORTANT EVENTS AND DATES**

Shareholders should note the following important events and dates in respect of the Proposed Distribution:

Last date and time of “cum” trading of the KBGL Shares on the SGX-ST	3 October 2016 at 5.00 p.m.
Commencement of “ex” trading of the KBGL Shares on the SGX-ST	4 October 2016 at 9.00 a.m.
Books Closure Date	6 October 2016 at 5.00 p.m.
Expected date for crediting KB Eco Shares into the Securities Accounts of Shareholders (being Depositors)	12 October 2016

## **BY ORDER OF THE BOARD**

Koh Keng Siang  
Managing Director & Group CEO

28 September 2016