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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Khoon Group Limited (the “Company”), you should at once hand this circular together with the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Khoon Group Limited

坤集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 924)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 10:30 a.m. on Friday, 27 November 2020 at Block 5000, Ang Mo Kio Avenue 5, #04-01 Techplace II, Singapore 569870 (the “AGM”) is set out on pages 16 to 20 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

25 September 2020

TABLE OF CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
Introduction	3
General Mandates to Issue and Repurchase Shares	4
Re-election of Retiring Directors	4
AGM and Proxy Arrangement	5
Recommendation	5
 APPENDIX I - EXPLANATORY STATEMENT	
	6
 APPENDIX II - DETAILS OF DIRECTORS FOR RE-ELECTION	
	9
 NOTICE OF THE ANNUAL GENERAL MEETING	
	16

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 10:30 a.m. on Friday, 27 November 2020 at Block 5000, Ang Mo Kio Avenue 5, #04-01 Techplace II, Singapore 569870 or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company
“Board”	the board of Directors
“Company”	Khoon Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the issue mandate as contemplated by article 67(a)(vi) of the Articles of Association and proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the total number of the issued shares of the Company as at the date of passing the relevant ordinary resolution for approving the issue mandate
“Latest Practicable Date”	21 September 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange

DEFINITIONS

“Repurchase Mandate”	the repurchase mandate as contemplated by article 67(a)(vii) of the Articles of Association and proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of the issued shares of the Company as at the date of passing of the ordinary resolution approving the repurchase mandate
“S\$”	Singapore dollars, the lawful currency of Singapore
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



Khoon Group Limited

坤集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 924)

Executive Directors:

Mr. Ang Jui Khoon (*Chairman*)
Mr. Ang Kok Kwang (*Hong Guoguang*)
Mr. Ang Yong Kwang (*Hong Yongquan*)

Independent Non-Executive Directors:

Ms. Tan Pei Fung
Mr. Yeo Kwang Maccann
Mr. Hon Chin Kheong (*Han Zhenqiang*)

Registered Office:

Clifton House
75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters and Principal Place of

Business in Singapore:

Block 5000
Ang Mo Kio Avenue 5
#04-01 Techplace II
Singapore 569870

Principal Place of Business in

Hong Kong:

Unit B, 17/F, United Centre
95 Queensway
Hong Kong

25 September 2020

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the Issue Mandate; (ii) the granting of the Repurchase Mandate; (iii) the extension of the Issue Mandate; and (iv) the re-election of retiring Directors; and to give you the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its then Shareholders on 29 November 2019. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM. Ordinary resolutions will be proposed at the AGM for the Shareholders to consider and approve:

- (a) the granting of the Issue Mandate so that the Directors will be able to allot, issue and deal with up to a total of 200,000,000 Shares, representing 20% of the total number of Shares which is also equal to 20% of the aggregate nominal amount (which is referred to article 67(a)(vi) of the Articles of Association) of the share capital of the Company in issue as at the date of passing of such resolution (based on 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM);
- (b) the granting of the Repurchase Mandate so that the Directors are authorized to repurchase Shares on the Stock Exchange up to a total of 100,000,000 Shares, representing 10% of the total number of Shares which is also equal to 10% of the aggregate nominal amount (which is referred to article 67(a)(vii) of the Articles of Association) of issued Shares on the date of passing of such resolution; and
- (c) the extension of the Issue Mandate by an amount representing the aggregate number of Shares which is also equal to the aggregate nominal amount (which is referred to article 67(a)(vi) of the Articles of Association) of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate will continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of such mandate(s) by an ordinary resolution of the Shareholders in a general meeting of the Company.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

At the AGM, the Directors, namely Mr. Ang Jui Khoon and Mr. Ang Yong Kwang (Hong Yongquan), will retire from office by rotation in accordance with articles 108(a)-(b) of the Articles of Association and, being eligible, will offer themselves for re-election.

In accordance with articles 108(a)-(b) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term)

LETTER FROM THE BOARD

shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office. The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Mr. Ang Jui Khoon and Mr. Ang Yong Kwang (Hong Yongquan), the executive Directors, will retire from office at the AGM and, being eligible, will offer themselves for re-election.

Particulars of the Directors who offer themselves for re-election are set out in Appendix II to this circular.

AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 16 to 20 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. If you are unable to attend the AGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, and the re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Khoon Group Limited
Ang Jui Khoon
Chairman and Executive Director

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorized to repurchase up to a maximum of 100,000,000 Shares, representing 10% of the total number of the issued Shares as at the Latest Practicable Date during the period up to (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

2. REASONS FOR THE REPURCHASE

The Directors consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its amended and restated memorandum and articles of association of the Company, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not repurchase the Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company compared with that as at 30 June 2020, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. DIRECTORS AND THEIR CLOSE ASSOCIATES

To the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands.

7. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Ang Jui Khoon ("Mr. JK Ang") and Mr. Ang Kok Kwang (Hong Guoguang) ("Mr. KK Ang"), together with a company controlled by them, are interested in 550,000,000 Shares representing 55% of the issued share capital of the Company. The 550,000,000 Shares are owned by LEAD DEVELOPMENT INVESTMENT LIMITED which is legally and beneficially owned by Mr. JK Ang as to 87.27% and Mr. KK Ang as to 12.73%. On 31 October 2018, Mr. JK Ang and Mr. KK Ang entered into a deed of confirmation and undertaking to acknowledge and confirm, among other things, that they were parties acting in concert and that they would continue to act in the same manner regarding the affairs of the Group upon the listing of the Shares on the Main Board. Ms. Pan Moi Kia, the spouse of Mr. JK Ang, and Ms. Chong Sze Yen, Josephine, the spouse of Mr. KK Ang, are deemed to be interested in the Shares in which Mr. JK Ang and Mr. KK Ang are interested respectively.

In the event that the Repurchase Mandate is exercised in full, the interest of LEAD DEVELOPMENT INVESTMENT LIMITED will increase to approximately 61.1%. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

In respect of the public float, the Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Listing Rules.

8. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

9. REPURCHASE OF SECURITIES FROM CORE CONNECTED PARTIES

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has he/she/it undertaken not to do so in the event that the Repurchase Mandate is approved and exercised.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
September	0.710	0.560
October	0.790	0.470
November	0.690	0.490
December	0.540	0.490
2020		
January	0.550	0.410
February	0.490	0.370
March	0.455	0.355
April	0.445	0.385
May	0.450	0.400
June	0.445	0.360
July	0.550	0.350
August	0.540	0.410
September (up to and including the Latest Practicable Date)	0.550	0.425

11. STATUS OF REPURCHASED SHARES

The listing of all Shares which are repurchased by the Company (whether on the Stock Exchange or otherwise) shall be automatically cancelled upon repurchase. The Company shall ensure that the documents of title of the repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

The following are the particulars of the Directors proposed to be re-elected at the AGM:

1. **Mr. Ang Jui Khoon** (“Mr. JK Ang”), aged 69, is the executive Director and one of the controlling shareholders of the Company. He was re-designated as the executive Director and appointed as the chairman of the Board on 31 August 2018. Mr. JK Ang is a co-founder of the Group, and also a director of KHOON ENGINEERING CONTRACTOR PTE. LTD. (“Khoon Engineering”) as well as a director of TOP STRIDE INVESTMENT LIMITED, a Company’s subsidiary, and a director of LEAD DEVELOPMENT INVESTMENT LIMITED, a controlling shareholder of the Company. Mr. JK Ang is responsible for the overall strategic planning, business development and corporate management of the Group. His appointment as the chairman of the nomination committee of the Company takes effect on 5 July 2019. Mr. JK Ang is the father of Mr. Ang Kok Kwang (Hong Guoguang) (“Mr. KK Ang”) and Mr. Ang Yong Kwang (Hong Yongquan) (“Mr. YK Ang”).

Mr. JK Ang has over 48 years of relevant experience in the electrical engineering industry. From June 1972 to March 1973, Mr. JK Ang was employed by Great Electrical Enterprise (Pte) Limited as an electrician. He then worked for Reliance Electric (Pte) Limited as an electrician from April 1973 to November 1975. In April 1975, Mr. JK Ang founded Khoon Engineering Contractor as a sole proprietorship and commenced the business of providing electrical engineering contracting services in Singapore. Subsequently, Mr. JK Ang founded Khoon Engineering as a majority shareholder in May 1988.

Mr. JK Ang holds an Electrician’s Licence which was granted by the Energy Market Authority of Singapore for lifetime in July 2016. Mr. JK Ang has been the representative of Khoon Engineering as a corporate member of Singapore Electrical Contractors and Licensed Electrical Workers Association since March 2014. Mr. JK Ang was awarded Grade Three of National Trade Certificate in Electrical Fitting & Installation (Industrial) by Industrial Training Board Singapore in May 1975.

In recognition of his contributions to the community, Mr. JK Ang was awarded the Public Service Medal (Pingat Bakti Masyarakat – PBM) by the President of Singapore in 2019.

Mr. JK Ang had been a director of the following companies which were incorporated in Singapore prior to their dissolution:

Name of company	Nature of business	Position	Date of dissolution	Means of dissolution
Daiyen Trading (Pte) Ltd	Retail trade – retail sale of paints and general wholesale trade (including general importers and exporters)	Director	25 November 1996	Dissolved by striking off in Singapore

Name of company	Nature of business	Position	Date of dissolution	Means of dissolution
Khoon Electrical Contractors Pte Ltd	Manufacture of electrical equipment – manufacture of electrical household appliances (e.g. refrigerators, hot plates, toasters, food mixers, cookers, hair dryers, fans, shavers) and electrical works	Director	14 March 1990	Dissolved by members' voluntary winding up in Singapore
Besco Electric (S) Pte Ltd	Specialised construction activities-electrical works and general contractors (building construction including major upgrading works)	Director	12 February 2009	Dissolved by striking off in Singapore
Unimech Holding Pte Ltd	Financial service activities, except for insurance and pension funding – other holding companies and manufacture of disk drives (including CD-ROM drives, DVD-ROM drives, optical drives, flash drives, tape drives, solid state drives, storage subsystems)	Director	30 April 2009	Dissolved by striking off in Singapore

Name of company	Nature of business	Position	Date of dissolution	Means of dissolution
Oceanlink Holdings (S) Pte Ltd	Financial service activities, except for insurance and pension funding – bank/financial holding companies	Director	4 December 2003	Dissolved by striking off in Singapore
Rise Corporation Pte Ltd	Manufacture of machinery and equipment – manufacture and repair of lifting and handling equipment (including conveying systems, robots, industrial automated systems and automated guided vehicles)	Director	5 March 2008	Dissolved by striking off in Singapore
BM Construct Pte Ltd	Construction of buildings – general contractors (building construction including major upgrading works)	Director	5 June 2015	Dissolved by striking off in Singapore

Mr. JK Ang confirms that there was no fraudulent act or misfeasance on his part leading to the dissolution of the above companies and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of the companies. He also confirms that the above companies were solvent immediately prior to their dissolution.

Mr. JK Ang had been an owner and/or manager of the following entities which were established in Singapore prior to their dissolution:

Name of entity	Nature of business	Position	Date of dissolution	Means of dissolution
Khoon Engineering Contractor	Specialised construction activities – electrical works	Owner and manager	30 June 1988	Termination in Singapore
ANG JK Engineering	Architectural and engineering activities; technical testing and analysis – general building engineering design and consultancy services	Owner	25 May 2018	Cessation of registration in Singapore

ANG JK Engineering was a partnership owned by Mr. JK Ang and Mr. YK Ang prior to its dissolution. The reasons for Mr. JK Ang and Mr. YK Ang to dissolve ANG JK Engineering include, among others, that:

- (1) they intended to dedicate more time and effort on the operation of the Group;
- (2) since ANG JK Engineering's principal business activities partially overlap with that of the Group, they decided to dissolve ANG JK Engineering to avoid any potential competition between ANG JK Engineering and the Group and any potential conflict of interest that may arise from being both the owners of ANG JK Engineering and directors of the Group after the listing of the shares on the Main Board;
- (3) there were no suitable candidate for succeeding partners;
- (4) although ANG JK Engineering recorded a net profit for each of the two years ended 31 December 2017 and the five months ended 31 May 2018, it has remained a small-scale building engineering company and its scale of operations is no match for that of Khoon Engineering, which has a long established reputation in the industry. In particular, given that Khoon Engineering has been the one and only customer of ANG JK Engineering, all of ANG JK Engineering's income was derived from Khoon Engineering. Irrespective of the efforts made by Mr. JK Ang and Mr. YK Ang in managing ANG JK Engineering, their financial reward in ANG JK Engineering was ultimately derived from the business awarded by Khoon Engineering. Mr. JK Ang and Mr. YK Ang believe that their time and efforts dedicated to the Group would be more financially rewarding in the

long run as compared to ANG JK Engineering as they could leverage on the industry reputation and networks of Khoon Engineering and its upcoming listing status to expand its businesses on a larger platform and benefit from it directly; and

- (5) the Group did not overly rely on the services provided by ANG JK Engineering since the Group has various suppliers which can provide similar services offered by ANG JK Engineering. It can be illustrated by the decrease in amount of our transaction with ANG JK Engineering while achieving growth in our profitability for the financial year ended 30 June 2018 as compared to the financial year ended 30 June 2017.

Mr. JK Ang confirms that there was no fraudulent act or misfeasance on his part leading to the dissolution of the above entities and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of the entities. He also confirms that the above entities were solvent immediately prior to their dissolution.

Save as disclosed above, Mr. JK Ang did not hold any directorship in any other listed public companies (whether in Hong Kong or overseas) in the last three years.

Mr. JK Ang is one of the controlling shareholders of the Company under the Listing Rules. As at the Latest Practicable Date, Mr. JK Ang was deemed to be interested in 550,000,000 Shares which were held by LEAD DEVELOPMENT INVESTMENT LIMITED within the meaning of Part XV of the SFO. Save as disclosed above, Mr. JK Ang does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Mr. JK Ang entered into a service contract with the Company for an initial term of three years commencing from July 2019 with a basic annual salary of S\$336,000, which was determined with reference to his experience, responsibilities with the Group and general market conditions, and the service contract may be terminated by not less than three months' written notice served by either party on the other. The Board shall have a complete discretion to grant any increase in the salary. Any increase so granted shall take effect from such date as the Board may specify. Mr. JK Ang is entitled to a discretionary management bonus for the financial year ending 30 June 2019 and onwards as may be determined by the Board at its sole discretion. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The emoluments paid or payable to Mr. JK Ang for the year ended 30 June 2020 amounted to approximately S\$425,650.

Save as disclosed above, there are no other matters concerning Mr. JK Ang that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

2. **Mr. Ang Yong Kwang (Hong Yongquan)** (“Mr. YK Ang”), aged 35, is the executive Director and the general manager of the Company. He is responsible for the day-to-day operations, overall project management and administrative matters of the Group. His appointment as a member of the nomination committee of the Company takes effect on 5 July 2019. Mr. YK Ang is the son of Mr. JK Ang and the younger brother of Mr. KK Ang.

Mr. YK Ang has over 10 years of experience in the electrical engineering industry. Mr. YK Ang began his career when he joined Khoon Engineering as a project manager in August 2010. He was promoted to general manager of Khoon Engineering in July 2016.

Mr. YK Ang obtained a Diploma in Information Technology from Ngee Ann Polytechnic in Singapore in August 2004. He further obtained a Bachelor of Information Technology (major in network administration and design, major in computer security) from the Edith Cowan University in Australia in August 2009.

Mr. YK Ang had been an owner of the following entity which was established in Singapore prior to its dissolution:

Name of entity	Nature of business	Position	Date of dissolution	Means of dissolution
ANG JK Engineering	Architectural and engineering activities; technical testing and analysis – general building engineering design and consultancy services	Owner	25 May 2018	Cessation of registration in Singapore

Mr. YK Ang confirms that there was no fraudulent act or misfeasance on his part leading to the dissolution of the above entity and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of the entity. He also confirms that the above entity was solvent immediately prior to its dissolution.

Save as disclosed above, Mr. YK Ang did not hold any directorship in any other listed public companies (whether in Hong Kong or overseas) in the last three years.

As at the Latest Practicable Date, Mr. YK Ang did not have any interest or short position in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. YK Ang does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Mr. YK Ang entered into a service contract with the Company for an initial term of three years commencing from July 2019 with a basic annual salary of S\$216,000, which was determined with reference to his experience, responsibilities with the Group and general market conditions, and the service contract may be terminated by not less than three months' written notice served by either party on the other. The Board shall have a complete discretion to grant any increase in the salary. Any increase so granted shall take effect from such date as the Board may specify. Mr. YK Ang is entitled to a discretionary management bonus for the financial year ending 30 June 2019 and onwards as may be determined by the Board at its sole discretion. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The emoluments paid or payable to Mr. YK Ang for the year ended 30 June 2020 amounted to approximately S\$317,564.

Save as disclosed above, there are no other matters concerning Mr. YK Ang that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF THE ANNUAL GENERAL MEETING



Khoon Group Limited

坤集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 924)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Khoon Group Limited (the “Company”) will be held at 10:30 a.m. on Friday, 27 November 2020 at Block 5000, Ang Mo Kio Avenue 5, #04-01 Techplace II, Singapore 569870 for the following purposes:

1. To receive, consider and adopt the audited financial statements, the report of the directors and the independent auditor’s report of the Company for the year ended 30 June 2020.
2. (A) To re-elect Mr. Ang Jui Khoon as an executive director of the Company;

(B) To re-elect Mr. Ang Yong Kwang (Hong Yongquan) as an executive director of the Company; and

(C) To authorise the board of directors of the Company (the “Board”) to fix the directors’ remuneration.
3. To re-appoint Deloitte & Touche LLP as the auditor of the Company and to authorize the Board to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

(A) **“THAT:**
 - (a) subject to paragraph (c) below, pursuant to Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period (as defined below);
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme or similar arrangements of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the amended and restated articles of association of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate number of shares of the share capital of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (d) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the revocation, variation or renewal of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

NOTICE OF THE ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

(B) “THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all powers of the Company to purchase the shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be purchased as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - or

NOTICE OF THE ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the revocation, variation or renewal of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** subject to the passing of resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution numbered 4(A) as set out in the Notice be extended by the addition to the aggregate number of the shares of the Company which may be allotted and issued or agreed to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of shares of the Company purchased by the Company pursuant to the mandate to purchase shares of the Company referred to in the resolution numbered 4(B) as set out in the Notice, provided that such extended amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution.”

By Order of the Board
Khoon Group Limited
Ang Jui Khoon
Chairman and Executive Director

Hong Kong, 25 September 2020

Headquarters and Principal Place of Business in Singapore:

Block 5000
Ang Mo Kio Avenue 5
#04-01 Techplace II
Singapore 569870

Principal Place of Business in Hong Kong:

Unit B, 17/F, United Centre
95 Queensway
Hong Kong

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. Any shareholder of the Company (“Shareholder”) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of shareholder in respect of such share of the Company shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof, should you so wish.