

# GKE CORPORATION LIMITED

(Company Registration No. 200001941G)  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of GKE Corporation Limited ("Company") will be held at 39 Benoi Road #06-01 Singapore 627725 on Thursday, 25 September 2025 at 10.00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements and Directors' Statement of the Company and the Group for the financial year ended 31 May 2025 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a Final tax exempt (one-tier) Dividend of 0.35 Singapore cents per ordinary share as recommended by the Directors for the financial year ended 31 May 2025. **(Resolution 2)**
- To approve the payment of Directors' fees of S\$170,000 for the financial year ending 31 May 2026 in arrears. (2025: S\$170,000) **(Resolution 3)**
- To re-elect the following Directors of the Company retiring pursuant to Regulation 107 of the Constitution of the Company:  
Mr. Neo Cheow Hui **(Resolution 4)**  
Mr. Loy Soo Chew **(Resolution 5)**  
[See Explanatory Note (i)]
- To re-elect Ms. Guo Xiaofei as a Director of the Company retiring pursuant to Regulation 117 of the Constitution of the Company. **(Resolution 6)**  
[See Explanatory Note (ii)]
- To re-appoint Ernst & Young LLP, Public Accountants and Chartered Accountants, as the external auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**
- To transact any other ordinary business which may properly be transacted at an AGM.

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

#### 8. Authority to allot and issue shares in the capital of the Company pursuant to Section 161 of the Companies Act 1967 ("Companies Act") and Rule 806 of the Listing Manual – Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Catalist Rules")

That pursuant to Section 161 of the Companies Act and Rule 806 of Catalist Rules of the SGX-ST, the Directors of the Company be authorised and empowered to:

- issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- 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) options, 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 of the Company may in their absolute discretion deem fit; and
- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instrument made or granted by the Directors of the Company while this Resolution was in force,

#### ("Share Issue Mandate")

provided that:

- the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - new shares arising from the conversion or exercise of the Instruments or any convertible securities outstanding at the time of passing of this Ordinary Resolution;
  - (where applicable) new shares arising from exercising share options or vesting of share awards, provided that such share awards or share options (as the case may be) were granted in compliance with Part VIII of the Catalist Rules; and
  - any subsequent bonus issue, consolidation or subdivision of shares;adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Constitution of the Company for the time being in force; and
- unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

[See Explanatory Note (iii)]

**(Resolution 8)**

#### 9. Proposed Renewal of Share Purchase Mandate

That:

- for the purposes of the Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the issued and fully-paid ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Maximum Limit (as defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:-
    - on-market purchase(s) (each a "Market Purchase") on the SGX-ST or another stock exchange on which the Company's equity securities are listed, in accordance with Section 76E of the Act; and/or
    - off-market purchase(s) (each an "Off-Market Purchase") effected pursuant to an equal access scheme or schemes as defined in Section 76C of the Act as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act and the Catalist Rules;
- be and is hereby authorised and approved generally and unconditionally ("Share Purchase Mandate");
- any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Act;
  - unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors 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 earlier of:-
    - the conclusion of the next AGM of the Company or the date by which the AGM of the Company is required by law to be held;
    - the date on which the authority conferred by the Share Purchase Mandate is revoked or varied; or
    - the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
- in this Resolution:-

"Maximum Limit" means the number of Shares representing not more than ten per cent. (10%) of the total number of Shares as at the date of the passing of this Resolution, unless the Company has, at any time during the Relevant Period (as hereafter defined), effected a reduction of its share capital in accordance with the applicable provisions of the Act, in which event the total number of Shares shall be taken to be the total number of Shares as altered by the capital reduction (excluding any Shares which are held as treasury shares and subsidiary holdings as at that date);

"Relevant Period" means the period commencing from the date on which the last AGM of the Company was held and expiring on the conclusion of the next AGM or the date on which the next AGM is required by law to be, whichever is the earlier, after the date on which this Resolution is passed;

"Maximum Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) to be paid for the Share purchased or acquired pursuant to the Share Purchase Mandate, as determined by the Directors, which shall not exceed:-
    - in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
    - in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Highest Last Dealt Price of the Shares; where:-

"Average Closing Price" means the average of the closing market prices of a Share over the five (5) consecutive market days on which the Shares are transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company and deemed to be adjusted in accordance with the Catalist Rules for any corporate action which occurs during the relevant five (5) day period and the day on which the Market Purchase is made;

"Highest Last Dealt Price" means the highest price transacted for a Share as recorded on the SGX-ST on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase;

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

[See Explanatory Note (iv)]

**(Resolution 9)**

#### 10. Proposed Renewal of Interested Person Transactions General Mandate

That:

- approval be and is given for the purposes of Chapter 9 of the Catalist Rules, for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" under Chapter 9, or any of them, to enter into any of the Mandated Transactions as defined in the Addendum to the Annual Report in relation to (1) the Proposed Renewal of the Share Purchase Mandate and (2) the Proposed Renewal of the IPT General Mandate dated 12 September 2024 ("Addendum") with the Mandated Interested Persons as defined in the Addendum, provided that such transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders, and are in accordance with the methods and review procedures for such Mandated Transactions as set out in the Addendum ("IPT General Mandate");

[See Explanatory Note (v)]

**(Resolution 10)**

- the approval given for the IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier;
- the audit committee of the Company for the time being be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendments to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time; and
- the Directors of the Company and each of them be and are hereby severally authorised to complete and do all such acts and things (including without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the IPT General Mandate and/or this Resolution.

[See Explanatory Note (v)]

**(Resolution 10)**

By Order of the Board

Cheok Hui Yee

Goh Xun Er

Company Secretaries

Singapore, 10 September 2025

#### Explanatory Notes:

- Mr. Neo Cheow Hui will, upon re-election as a Director of the Company, remain as the Chief Executive Officer and Executive Director of the Company.  
Mr. Loy Soo Chew will, upon re-election as a Director of the Company, remain as the Lead Independent Director of the Company, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.  
Please refer to pages 42 to 50 of the Annual Report for the detailed information for Mr. Neo Cheow Hui and Mr. Loy Soo Chew required pursuant to Rule 720(5) of the Catalist Rules.
- Ms. Guo Xiaofei will, upon re-election as a Director of the Company, remain as the Independent Director of the Company, Chairwoman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.  
Please refer to pages 42 to 50 of the Annual Report for the detailed information for Ms. Guo Xiaofei required pursuant to Rule 720(5) of the Catalist Rules.
- Resolution 8** above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro rata basis to existing shareholders of the Company.  
For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.
- Resolution 9** above, if passed, will empower the Directors of the Company to exercise all powers of the Company in purchasing or acquiring Shares pursuant to the terms of the Share Purchase Mandate. This authority will continue in force until the conclusion of next AGM of the Company or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting or the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated, whichever is the earlier. Information relating to this proposed Resolution is set out in the Addendum.
- Resolution 10** above, if passed, will authorise the Company, its subsidiaries and associated companies that are considered to be "entities at risk" under Chapter 9, or any of them to enter into interested person transactions as described in the Addendum and recurring in the year and will empower the Directors of the Company to do all acts necessary to give effect to the IPT General Mandate. Pursuant to Rule 920(1)(b)(viii) of the Catalist Rules, Mr. Chen Yong Hua, who is deemed to be interested in the IPT General Mandate, will abstain, and has undertaken to ensure that his Associates (as defined in the Addendum) will abstain, from voting and they shall additionally decline to accept any appointment to act as proxy for any Shareholder to vote in respect of such Resolution, unless the Shareholder appointing them as proxy has given specific instructions in his/her/its proxy form as to the manner in which his/her/its votes are to be cast for such Resolution. Information relating to this proposed Resolution is set out in the Addendum.

#### Notes:

- The members of the Company are invited to **attend physically** at the Annual General Meeting ("AGM"). **There will be no option for the members to participate virtually.** Printed copies of the Notice of AGM, Proxy Form and Annual Report for the financial year ended 31 May 2025 will be sent to the members of the Company. The Notice of AGM, Proxy Form and Annual Report will also be made available on the SGX website at the <https://www.sgx.com/securities/company-announcements>.
- A Member (whether individual or corporate) of the Company who is not a Relevant Intermediary", is entitled to attend and vote at the AGM and is entitled to appoint not more than two (2) proxies to attend and vote in his/her/its behalf at the AGM if such Member wishes to exercise his/her/its rights at the AGM.  
Where a member (whether individual or corporate) appoints more than one (1) proxy, he/she/it shall specify the proportion of his/her/its shareholding to be represented by each proxy in the form of proxy. He/She/It must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which, the proxy/proxies will vote or abstain from voting at his/her/its discretion for that resolution.  
A member who is a Relevant Intermediary may appoint one (1) or more proxies to attend, ask question(s) and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a direct share or shares held by such member. Where such member appoints more than one (1) proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.  
A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the AGM. Where such member appoints two (2) proxies, the proportion of his/her shareholding to be represented by each proxy shall be specified in the Proxy Form.  
"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
- A proxy need not be a member of the Company.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 39 Benoi Road #06-01 Singapore 627725 by mail or by email to [enquiry@gkegroup.com.sg](mailto:enquiry@gkegroup.com.sg). In each case, not less than forty-eight (48) hours before the time appointed for holding the Meeting, (i.e. on or before 10:00 a.m. on 23 September 2025) and failing which, the Proxy Form will not be treated as valid.  
Members are strongly encouraged to submit completed proxy forms electronically via email. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
- The Proxy Form must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.
- Members (including Central Provident Fund Investment Scheme members ("CPFIS Investor") and/or Supplementary Retirement Scheme investors ("SRS Investors")) may participate in the AGM by:
  - Attending the AGM in person;
  - Raising questions at the AGM or submitting questions in advance of the AGM; and/or
  - Voting at the AGM
    - Themselves personally; or
    - Through their duly appointed proxy(ies).

CPFIS Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 15 September 2025, being seven (7) working days prior to the date of the AGM.

Members are required to bring along NRIC/passport so as to enable the Company to verify their identity. Members are requested to arrive early to facilitate the registration process.

- A Depositor's name must appear on the Depository Register maintained by the Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

#### Submission of questions prior to the AGM

- A Member of the Company may submit questions relating to the Annual Report and resolutions set out in the Notice in advance. To do so, all questions must be submitted no later than the 17 September 2025, 10.00 a.m. by email to [enquiry@gkegroup.com.sg](mailto:enquiry@gkegroup.com.sg) or by post to 39 Benoi Road #06-01 Singapore 627725.
- Members, including CPFIS Investor and SRS Investor who wish to submit their questions by post or by email are required to indicate their full names (for individuals)/company names (for corporate), contact numbers, shareholding types and number of Shares held together with their submission of question, to the Company's registered address or email address provided. Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), excluding CPFIS and SRS Investors, should contact their respective relevant intermediaries to submit their questions based on the abovementioned instructions.
- The Company will endeavour to address the substantial and relevant questions from members soonest possible and in any case, not later than forty-eight hours before the closing date and time for the lodgement of Proxy Forms. The responses to the questions from members will be posted on the SGXNet and Company's website. Any subsequent clarifications sought by the members after 17 September 2025 will be addressed at the AGM. The Minutes of the AGM will be published on the SGXNet and the Company's website within one (1) month after the date of the AGM.

#### Personal Data Privacy

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, "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), 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) 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.