KHONG GUAN
LIMITED

(Company Regn. No. 196000096G)
(Incorporated in the Republic of Singapore)

APPENDIX TO NOTICE OF ANNUAL GENERAL MEETING

TO BE HELD ON 24 NOVEMBER 2026

IN RELATION TO

THE PROPOSED RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS

DEFINITIONS

In this Appendix, unless the context otherwise requires, capitalised terms herein shall have the meanings set forth below:

"Associate"	:	(a) in relation to any Director, the chief executive officer of the Company, a Substantial Shareholder or a Controlling Shareholder (being an individual) means: (i) his immediate family, (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object, and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its Subsidiary or holding company or is a Subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.
"Audit Committee"	:	The Audit Committee of the Company, comprising Messrs Tan Tiong Huat Alex, Yeo Jih-Shian, Hew Moh Yung and Ms Lim Siew Li.
"Company"	:	Khong Guan Limited
"Controlling Shareholder"	:	A person who: (i) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company (unless determined by SGX-ST that such a person or corporation is not a Controlling Shareholder); or (ii) in fact exercises control over the Company; and in relation to the Company, being certain family members of the late Messrs Chew Choo Keng and Chew Choo Han (together referred to as the "**Chew Family**"), the founding members of the Company.
"Entity at risk"	:	(i) the listed company; (ii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or (iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and its subsidiaries (the "**listed group**"), or the listed group and its interested person(s), has control over the associated company.
"Group"	:	The Company and its Subsidiaries.

"Independent Directors"	:	Directors of the Company who are considered independent for the purposes of the proposed renewal of the IPT Mandate (as defined below).
"Interested Person"	:	Means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder.
"Interested Person Transaction"	:	An "**interested person transaction**" means a transaction between an entity at risk and an interested person.
"IPT Mandate"	:	A general mandate given by the Shareholders to authorise the Group to enter into Interested Person Transactions upon and subject to the terms of such mandate.
"Listing Manual"	:	The listing manual issued by SGX-ST, as amended or modified from time to time.
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Shareholders"	:	Registered holders of Shares, except that where CDP is the registered holder, the term "**Shareholders**" shall, in relation to such Shares, mean the persons to whose securities accounts maintained with CDP (excluding securities sub-accounts) such Shares are credited.
"Shares"	:	Ordinary shares in the capital of the Company.
"Substantial Shareholder"	:	A substantial shareholder of the Company as defined under Section 81 of the Companies Act.
"SHC"	:	Swee Hin Chan Company Sdn. Berhad
"TGF"	:	Tong Guan Food Products Sdn. Bhd.
"TM"	:	Tau Meng Investments Pte Ltd
"UMF"	:	United Malayan Flour (1996) Sdn. Bhd.

1. INTRODUCTION

The purpose of this Appendix is to provide the Shareholders with information pertaining to the proposed renewal of the IPT Mandate, for the purpose of obtaining Shareholders' approval thereof at the Annual General Meeting.

The Company had, at an extraordinary general meeting held on 11 April 2003, obtained approval from Shareholders for an IPT Mandate, details of which were set out in the Circular dated 25 March 2003. The IPT Mandate was subsequently renewed on a yearly basis.

At the previous Annual General Meeting of the Company held on 27 November 2025, Shareholders approved and renewed the IPT Mandate for the Company.

The Company is now seeking approval from Shareholders to renew the existing IPT Mandate at the forthcoming Annual General Meeting of the Company.

2. RATIONALE FOR, AND BENEFITS OF, THE PROPOSED RENEWAL OF THE EXISTING IPT MANDATE

The Group engages in a range of activities, principally those relating to investment holding, general trading, including but not limited to the trading of wheat flour, rolled oats, other edible products and commodities, and trading in quoted securities.

In the ordinary course of its business, the Group will enter into the Interested Person Transactions described in paragraph 3 below. Such Interested Person Transactions will occur with some degree of frequency and could arise at any time. In view of the time-sensitive, confidential and frequent nature of such Interested Person Transactions, the Directors are seeking Shareholders' approval for the renewal of the IPT Mandate in respect of recurrent transactions in the normal course of business between the Group and the classes of Interested Persons set out in paragraph 3 below, provided that such transactions are entered into at arm's length and on normal commercial terms and subject to the review procedures set out in paragraph 4 below.

The approval of the Shareholders will be sought annually for the renewal of the IPT Mandate, subject to the Audit Committee being satisfied that the IPT Mandate continues to be required and that the guidelines and review procedures continue to be adequate.

The IPT Mandate will facilitate transactions in the normal course of business of the Group and allow the Group to conduct its business efficiently by eliminating the need to convene separate general meetings from time to time to seek Shareholders' approval as and when potential Interested Person Transactions which exceed the threshold specified in Rule 906 of the Listing Manual arise. The IPT Mandate will facilitate more efficient operation of the Group's business by reducing substantially administrative time and expenses in convening such general meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group. The IPT Mandate will also help in maintaining the Group's competitiveness in that it will not be at a disadvantage to other parties that do not require Shareholders' approval for entering into such transactions.

Disclosures will be made in the annual report of the Company, in accordance with Rules 907 and 920(1)(a)(i) of the Listing Manual and any other requirements as may be prescribed in the Listing Manual, of the aggregate value of Interested Person Transactions carried out pursuant to the IPT Mandate during the financial year under review and in the annual reports for subsequent financial years during which the IPT Mandate is in force. The name of the Interested Person and the corresponding aggregate value of the Interested Person Transactions will be presented in the following format:

Name of Interested Person	Nature of Relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than $100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than $100,000)

Pursuant to Rules 907 and 920(1)(a)(ii) of the Listing Manual, the Company is also required to announce, in the format set out above, the aggregate value of transactions conducted pursuant to the IPT Mandate for the financial periods which it is required to report on pursuant to Rule 705 of the Listing Manual within the time required for the announcement of such report.

3. INTERESTED PERSON TRANSACTIONS

The types of Interested Person Transactions to be covered by the IPT Mandate are described below:

(A) Existing Interested Person Transactions

(i) The purchase by TGF of the following products from the following corporations, all of which are Associates of the Chew Family and hence Interested Persons within the meaning of Chapter 9 of the Listing Manual:

(a) Chung Ying Confectionery & Food Products Sdn. Bhd. - biscuits
(b) Federal Oats Mills Sendirian Berhad - oat products
(c) Khong Guan Biscuit Factory (Borneo) Sdn. Bhd. - biscuits

(ii) The purchase by SHC of the following products from the following corporations, all of which are Associates of the Chew Family and hence Interested Persons within the meaning of Chapter 9 of the Listing Manual:

(a) Leong Hong Oil Mill Sdn. Bhd. – animal feed such as pollard and bran

(iii) The sale by SHC of the following products to the following corporations, all of which are Associates of the Chew Family and hence Interested Persons within the meaning of Chapter 9 of the Listing Manual:

(a) Corn starch to Cereal Products (M) Sdn. Berhad
(b) Tapioca starch to Khian Guan Biscuit Manufacturing Company Sdn. Berhad
(c) Corn and Tapioca starch to Sunshine Traders Sdn Bhd

(iv) The sale of wheat flour, its by-products and quick cooking and instant oats by UMF group to the following corporations, all of which are Associates of the Chew Family and hence Interested Persons within the meaning of Chapter 9 of the Listing Manual:

(a) The Company
(b) Khian Guan Biscuit Manufacturing Company Sdn. Berhad
(c) Khong Guan Biscuit Factory (Johore) Sdn. Bhd.
(d) Lian Guan Food Products Sendirian Berhad
(e) Poh Seng Trading (Ipoh) Sdn. Berhad
(f) Soon Guan Chan Sdn. Bhd.
(g) Soon Guan Company Sendirian Berhad
(h) Swee Hin Chan Company Sdn. Berhad
(i) Sunshine Traders Sdn Bhd

(B) <u>New Interested Person Transactions</u>

In addition to the existing Interested Person Transactions described above, the Group may, from time to time, consider entering into other Interested Persons Transactions with the parties identified above, in respect of products similar to those covered under the existing Interested Person Transactions.

Transactions with Interested Persons which do not fall within the ambit of the proposed IPT Mandate will be subject to the relevant provisions of Chapter 9 and/or other applicable provisions of the Listing Manual.

4. GUIDELINES AND REVIEW PROCEDURES

To ensure that transactions with Interested Persons are undertaken on an arm's length basis and on the Group's normal commercial terms, the following guidelines and review procedures are being implemented:

For existing Interested Person Transactions (as described in paragraph 3 above):

(a) Each individual transaction with an Interested Person of a value exceeding a specific threshold (the "**Individual Threshold**") approved by the Audit Committee will be reviewed and approved by a manager, who must not have any interest in the transaction.

To ensure that each existing Interested Person Transaction is conducted at arm's length and on normal commercial terms consistent with the Group's usual business practices and policies, and will not be prejudicial to Shareholders, the manager will obtain, where appropriate, at least one other quotation from an unrelated vendor, or one other indication of interest from an unrelated purchaser of similar products (as the case may be), for comparative purposes. Such information will be used by the manager to assess if the terms of the Interested Person Transaction are as competitive as the terms of a transaction entered into with an unrelated party. In the event that comparative quotations or indications of interest cannot be obtained (for instance, if there are no unrelated vendors or purchasers of similar products), or in the case of the sale of products, it is not commercially feasible to obtain such quotations, the manager will then assess if the commercial terms are reasonable based on his knowledge of the industry and commercial sense and in accordance with the Group's usual business practices and policies, and are consistent with the usual margins for the same or substantially similar types of transactions entered into by the Group with unrelated parties.

(b) Where the aggregate value of transactions entered into with an Interested Person for a particular year is a value equal to or exceeding a specific threshold (the "**Aggregate Threshold**") approved by the Audit Committee, each subsequent transaction exceeding the Individual Threshold entered into with that particular Interested Person will be reviewed and approved by the Audit Committee.

The Audit Committee will procure the management of the Company to obtain, where appropriate, at least one other quotation from an unrelated vendor, or one other indication of interest from an unrelated purchaser of similar products (as the case may be), for comparative purposes. Such information will be used by the management to assess if the terms of the Interested Person Transaction are as competitive as the terms of a transaction entered into with an unrelated party; and advise the Audit Committee accordingly. The Audit Committee will then consider such advice in deciding whether to approve the Interested Person Transaction. In the event that comparative quotations or indications of interest cannot be obtained (for instance, if there are no unrelated vendors or purchasers of similar products), or in the case of the sale of products, it is not commercially feasible to obtain such quotations, the management will then assess if the commercial terms are reasonable based on their knowledge of the industry and commercial sense and in accordance with the Group's usual business practices and policies, and are consistent with the usual margins for the same or substantially similar types of transactions made by the Group with unrelated parties; and advise the Audit Committee accordingly. The Audit Committee will consider such advice in deciding whether to approve the Interested Person Transactions.

(c) The Audit Committee reviews the value of the Individual and Aggregate Thresholds of the Interested Person Transactions on an annual basis. The Audit Committee has reviewed the Individual and Aggregate Thresholds recommended by the management and is of the view that certain thresholds be revised to meet the increases in the value of the IPT between the related parties. The proposed revision in the value of the Individual and Aggregate Thresholds is shown in an appendix attached to the notice for the meeting.

For new Interested Person Transactions:

Where the Group is entering into a particular Interested Person Transaction for the sale or purchase of products (similar to the products covered under the existing Interested Person Transactions described in paragraph 3 above) for the first time, the following procedures will be applied:

(a) Where appropriate, at least one other quotation from an unrelated vendor, or one other indication of interest from an unrelated purchaser of similar products (as the case may be), will be obtained by the management for comparative purposes. Such information will be used by the management to assess if the terms of the proposed Interested Person Transaction are as competitive as the terms of a transaction entered into with an unrelated party and advise the Audit Committee accordingly. In the event that comparative quotations or indications of interest cannot be obtained (for instance, if there are no unrelated vendors or purchasers of similar products), or in the case of the sale of products, it is not commercially feasible to obtain such quotations, the management will then assess if the commercial terms are reasonable based on their knowledge of the industry and commercial sense and in accordance with the Group's usual business practices and policies, and are consistent with the usual margins for the same or substantially similar types of transactions made by the Group with unrelated parties, advise the Audit Committee accordingly.

(b) The proposed Interested Person Transaction shall be reviewed and approved by the Audit Committee prior to it being entered into.

In addition, the following procedures are being implemented for both existing and new Interested Person Transactions:

(i) The Company will maintain a register of Interested Person Transactions carried out pursuant to the IPT Mandate (recording the basis, including quotations and/or offers obtained, if any, where applicable to support such basis, on which they are entered into).

(ii) The annual internal audit plan shall incorporate a review of all Interested Person Transactions entered into pursuant to the IPT Mandate.

(iii) The Audit Committee may, as it deems fit, request for additional information pertaining to the Interested Person Transaction under review from independent sources or advisers.

(iv) If the approving party or a member of the Audit Committee has an interest in an Interested Person Transaction, he shall abstain from participating in the review and approval process in relation to that transaction.

(v) The Audit Committee will also:

(a) carry out periodic reviews (not less than twice a year) of Interested Person Transactions that have been entered into pursuant to the IPT Mandate;

(b) carry out periodic reviews (not less than twice a year) to ascertain that the established guidelines and procedures for transactions with Interested Persons have been complied with and the relevant approvals have been obtained; and

(c) consider from time to time whether the established guidelines and procedures for transactions with Interested Persons remain appropriate and continue to be able to ensure that the transactions will be carried out on normal commercial terms, and are not prejudicial to the interests of the Company and the Shareholders. If during their periodic reviews, the Audit Committee is of the view that the established guidelines and procedures are inappropriate or are not sufficient to ensure that the Interested Person Transactions are conducted on an arm's length basis, and may be prejudicial to the interests of Shareholders, the Company will revert to Shareholders for a fresh mandate based on new procedures and guidelines for Interested Person Transactions.

5. AUDIT COMMITTEE'S STATEMENT

The Audit Committee has reviewed the guidelines and procedures in relation to the IPT Mandate and confirms the methods and procedures for determining transaction prices of Interested Person Transactions as set out in paragraph 4 have not changed since the latest Shareholders' approval and that such guidelines and procedures are sufficient to ensure that the Interested Person Transactions described in paragraph 3 above will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and the minority Shareholders. However, should the Audit Committee subsequently no longer hold this opinion, the Company will revert to Shareholders for a fresh mandate based on new guidelines and procedures for transactions with Interested Persons.

6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and substantial shareholders of the Company in the issued share capital of the Company as at 21 August 2026 and as at 16 October 2026 respectively can be found on page 41 and page 121 respectively of the Company's Annual Report 2026.

By virtue of their interests in the Interested Person Transactions as described above, the Interested Persons mentioned in paragraph 3 above (if they are also Shareholders) and the Controlling Shareholders, including Messrs Chew Soo Lin, Chew Kian Boon Daniel and Chew Kian Hong Michael shall abstain and shall undertake to ensure that their respective Associates will abstain from voting on Ordinary Resolution 6 at the Annual General Meeting.

7. RECOMMENDATION

The Directors who are considered independent for the purposes of the proposed renewal of the IPT Mandate are Messrs Tan Tiong Huat Alex, Yeo Jih-Shian, Hew Moh Yung and Ms Lim Siew Li. They are of the opinion that the renewal of the IPT Mandate is in the interests of the Company and they recommend that Shareholders vote in favour of Resolution 6 for the renewal of the IPT Mandate at the forthcoming Annual General Meeting.

8. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept responsibility for the accuracy of the information given in this letter and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and opinions expressed in this letter are fair and accurate and there are no material facts the omission of which would make any statement in this letter misleading.

The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed in this letter.

Shareholders who are in any doubt as to the action they should take, should consult their stockbrokers or other professional advisers immediately.

SCHEDULE

INTERESTED PERSON TRANSACTIONS - INDIVIDUAL THRESHOLDS AND AGGREGATE THRESHOLDS (as referred to in paragraph 4 of this Appendix)

1. In respect of purchase by TGF of the following products from the following corporations (as referred to in paragraph 3(i) of this Appendix):

Corporation	Product	Existing		Proposed	
		Individual Threshold RM	Aggregate Threshold RM	Individual Threshold RM	Aggregate Threshold RM
Chung Ying Confectionery & Food Products Sdn. Bhd.	Biscuits	60,000	13,500,000	Unchanged	Unchanged
Federal Oats Mills Sendirian Berhad	Oat products	90,000	1,500,000	Unchanged	Unchanged
Khong Guan Biscuit Factory (Borneo) Sdn. Bhd.	Biscuits	100,000	20,000,000	Unchanged	Unchanged

2. In respect of purchase by SHC of the following products from the following corporations (as referred to in paragraph 3 (ii) of this Appendix):

Corporation	Product	Existing		Proposed	
		Individual Threshold RM	Aggregate Threshold RM	Individual Threshold RM	Aggregate Threshold RM
Leong Hong Oil Mill Sdn. Bhd.	Animal feed	20,000	4,391,000	Unchanged	Unchanged

3. In respect of sale by SHC of the following products to the following corporations (as referred to in paragraph 3 (iii) of this Appendix):

Corporation	Product	Existing		Proposed	
		Individual Threshold RM	Aggregate Threshold RM	Individual Threshold RM	Aggregate Threshold RM
Cereal Products (M) Sdn. Berhad	Starches	70,000	1,500,000	Unchanged	Unchanged
Khian Guan Biscuit Manufacturing Company Sdn. Berhad	Starches	25,000	600,000	50,000*	Unchanged
Sunshine Traders Sdn Bhd	Starches	60,000	720,000	Unchanged	Unchanged

4. In respect of sale of wheat flour, its by-products and quick cooking and instant oats by UMF group to the following corporations (as referred to in paragraph 3 (iv) of this Appendix):

Corporation	Existing		Proposed	
	Individual Threshold RM	**Aggregate Threshold RM**	**Individual Threshold RM**	**Aggregate Threshold RM**
Khong Guan Limited	110,000	7,000,000	Unchanged	Unchanged
Khian Guan Biscuit Manufacturing Company Sdn. Berhad	63,000	3,000,000	Unchanged	Unchanged
Khong Guan Biscuit Factory (Johore) Sdn. Bhd.	63,000	1,600,000	Unchanged	Unchanged
Lian Guan Food Products Sendirian Berhad	45,000	532,000	Unchanged	Unchanged
Poh Seng Trading (Ipoh) Sdn. Berhad	55,000	5,447,000	Unchanged	Unchanged
Soon Guan Chan Sdn. Bhd.	60,000	1,422,000	Unchanged	Unchanged
Soon Guan Company Sendirian Berhad	17,000	811,000	Unchanged	Unchanged
Swee Hin Chan Company Sdn. Berhad	85,000	50,000,000	Unchanged	Unchanged
Sunshine Traders Sdn Bhd	100,000	3,000,000	Unchanged	Unchanged

* Denotes the changes made.