

**SOON LIAN HOLDINGS LIMITED**  
Registration No. 200416295G  
(Incorporated in Singapore)

**MINUTES OF FY2020 ANNUAL GENERAL MEETING**

Date and Time : Tuesday, 27 April 2021 at 10:00 a.m.

Place : Held by electronic means

Present : See Attendance List

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**1. INTRODUCTION**

Mr Tan Yee Ho (“**Chairman**”) presided over the Company’s Annual General Meeting (“**AGM**” or “**Meeting**”) and welcomed all the shareholders of the Company present to the Meeting.

The Chairman informed the Shareholders that the Company had adhered to the various regulations and guidelines issued by the authorities on the holding of meetings amid the COVID-19 pandemic. The Company had arranged for live audio and webcast to facilitate the conduct of the Meeting.

**2. QUORUM**

There being a quorum present, the Chairman called the meeting to order at 10:00 a.m.

**3. NOTICE OF MEETING**

The Chairman informed the Meeting that a copy of the Company’s Notice of AGM dated 12 April 2021 together with the Annual Report for the financial year ended 31 December 2020 (“**FY2020**”) had been circulated to Shareholders. The Notice of the AGM, with the consent of Shareholders, was taken as read.

Ms Catherine Lim (“**Ms Lim**”), the Company’s secretarial agent, assisted to read the proposed Resolutions as set out in the Notice of AGM.

**4. VOTING BY WAY OF POLL**

The Chairman informed that Entrust Advisory Pte. Ltd. and Tricor Barbinder Share Registration Services had been appointed as Scrutineer and Polling Agent respectively. The voting results have been verified by the Scrutineer and confirmed to be in order.

Prior to the Meeting, the Company had received queries from Shareholders in relation to the Company’s Annual Report for FY2020. The Board had addressed the questions from the Shareholders in the announcement released via SGXNet on 26 April 2021. The announcement had also been posted on the Company’s website.

The Meeting was further informed that all the Ordinary Resolutions tabled at the AGM would be proposed by the Chairman and seconded by Mr Tan Yee Leong, the Chief Executive Officer of the Company who is a Shareholder.

**5. ORDINARY BUSINESSES**

**RESOLUTION 1 – TO RECEIVE AND ADOPT THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020**

With the consent of Shareholders, the Statement by Directors and Audited Financial Statements of the Company for the financial year ended 31 December 2020 was taken as read.

The Chairman put the motion to the vote. The result of the poll was as follows:

	<b>Number of Shares</b>	<b>Percentage</b>
Votes in favour of the Resolution	57,812,166	100%
Votes against the Resolution	0	0%

The Chairman declared the resolution carried.

RESOLVED THAT the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2020 together with the Auditors' Report thereon be received and adopted.

**6. RESOLUTION 2 – TO RE-ELECT MR TAN YEE LEONG WHO IS RETIRING IN ACCORDANCE WITH ARTICLE 104 OF THE CONSTITUTION OF THE COMPANY**

The Meeting was informed that Mr Tan Yee Leong shall retire in accordance with Article 104 of the Constitution of the Company and that he was eligible and offered himself for re-election.

The Chairman put the motion to the vote. The result of the poll was as follows:

	<b>Number of Shares</b>	<b>Percentage</b>
Votes in favour of the Resolution	56,813,833	100%
Votes against the Resolution	0	0%

The Chairman declared the resolution carried.

RESOLVED THAT Mr Tan Yee Leong be re-elected as a Director of the Company in accordance with Article 104 of the Company's Constitution.

It was noted that Mr Tan Yee Leong had abstained from voting on his re-election as a Director of the Company.

**7. RESOLUTION 3 – TO RE-ELECT MR CHIN YEW CHOONG DAVID WHO IS RETIRING IN ACCORDANCE WITH ARTICLE 114 OF THE CONSTITUTION OF THE COMPANY**

The Meeting was informed that Mr Chin Yew Choong David shall retire in accordance with the Constitution of the Company and that he was eligible and offered himself for re-election.

The Chairman put the motion to the vote. The result of the poll was as follows:

	<b>Number of Shares</b>	<b>Percentage</b>
Votes in favour of the Resolution	57,812,166	100%
Votes against the Resolution	0	0%

The Chairman declared the resolution carried.

RESOLVED THAT Mr Chin Yew Choong David be re-elected as a Director of the Company in accordance with Article 114 of the Company's Constitution.

**8. RESOLUTION 4 – TO RE-ELECT MR LAM KWONG FAI WHO IS RETIRING IN ACCORDANCE WITH ARTICLE 114 OF THE CONSTITUTION OF THE COMPANY**

The Meeting was informed that Mr Lam Kwong Fai shall retire in accordance with the Constitution of the Company and that he was eligible and offered himself for re-election.

The Chairman put the motion to the vote. The result of the poll was as follows:

	<b>Number of Shares</b>	<b>Percentage</b>
Votes in favour of the Resolution	57,812,166	100%
Votes against the Resolution	0	0%

The Chairman declared the resolution carried.

RESOLVED THAT Mr Lam Kwong Fai be re-elected as a Director of the Company in accordance with Article 114 of the Company's Constitution.

**9. RESOLUTION 5 – TO RE-ELECT MR YAP KIAN PENG WHO IS RETIRING IN ACCORDANCE WITH ARTICLE 114 OF THE CONSTITUTION OF THE COMPANY**

The Meeting was informed that Mr Yap Kian Peng shall retire in accordance with the Constitution of the Company and that he was eligible and offered himself for re-election.

The Chairman put the motion to the vote. The result of the poll was as follows:

	<b>Number of Shares</b>	<b>Percentage</b>
Votes in favour of the Resolution	57,812,166	100%
Votes against the Resolution	0	0%

The Chairman declared the resolution carried.

RESOLVED THAT Mr Yap Kian Peng be re-elected as a Director of the Company in accordance with Article 114 of the Company's Constitution.

**10. RESOLUTION 6 – TO APPROVE THE CONTINUED APPOINTMENT OF MR YAP KIAN PENG AS AN INDEPENDENT DIRECTOR FOR PURPOSES OF RULE 406(3)(D)(III) OF THE RULES OF CATALIST BY ALL SHAREHOLDERS**

The Meeting was informed that the proposed Resolution 6 was to approve the continued appointment of Mr Yap Kian Peng as an Independent Director.

Rule 406(3)(d)(iii) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Rules of Catalist**") requires requires the continued appointment of an independent director who has been a director for an aggregate period of more than nine years to be sought and approved in separate resolutions by (A) all shareholders; and (B) all shareholders, excluding Directors, Chief Executive Officer and their associates.

Accordingly, the Company is seeking for the continued appointment of Mr Yap Kian Peng under the two tier-voting.

The Chairman put the motion to the vote. The result of the poll was as follows:

	<b>Number of Shares</b>	<b>Percentage</b>
Votes in favour of the Resolution	57,812,166	100%
Votes against the Resolution	0	0%

The Chairman declared the resolution carried.

RESOLVED THAT contingent upon the passing of Ordinary Resolution 5 above and in accordance with Rule 406(3)(d)(iii) of the Rules of Catalist which will take effect on 1 January 2022: (a) the continued appointment of Mr Yap Kian Peng as an Independent Director be and is hereby approved; and (b) the authority conferred by this resolution shall continue in force until the earlier of the retirement or resignation of Mr Yap Kian Peng as a Director or the conclusion of the third Annual General Meeting of the Company following the passing of this resolution.

**11. RESOLUTION 7 – TO APPROVE THE CONTINUED APPOINTMENT OF MR YAP KIAN PENG AS AN INDEPENDENT DIRECTOR FOR PURPOSES OF RULE 406(3)(D)(III) OF THE RULES OF CATALIST BY SHAREHOLDERS, EXCLUDING THE DIRECTORS AND THE CHIEF EXECUTIVE OFFICER OF THE COMPANY AND THEIR ASSOCIATES**

The proposed Resolution 7 is in relation to the second tier voting on the continued appointment of Mr Yap Kian Peng as an independent director by all Shareholders, excluding the Directors, the Chief Executive Officer and their associates.

The Chairman put the motion to the vote. The result of the poll was as follows :

	<b>Number of Shares</b>	<b>Percentage</b>
Votes in favour of the Resolution	128,000	100%
Votes against the Resolution	0	0%

The Chairman declared the resolution carried.

RESOLVED THAT contingent upon the passing of Ordinary Resolutions 5 and 6 above and in accordance with Rule 406(3)(d)(iii) of the Rules of Catalist which will take effect on 1 January 2022: (a) the continued appointment of Mr Yap Kian Peng as an Independent Director be and is hereby approved; and (b) the authority conferred by this resolution shall continue in force until the earlier of the retirement or resignation of Mr Yap Kian Peng as a Director or the conclusion of the third Annual General Meeting of the Company following the passing of this resolution.

**12. RESOLUTION 8 – TO APPROVE THE DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020**

The Chairman sought Shareholders’ approval for the payment of Directors’ fees of S\$77,000 for the financial year ended 31 December 2020.

The Chairman put the motion to the vote. The result of the poll was as follows:

	<b>Number of Shares</b>	<b>Percentage</b>
Votes in favour of the Resolution	57,812,166	100%
Votes against the Resolution	0	0%

The Chairman declared the resolution carried.

RESOLVED THAT the Directors’ fees of S\$77,000 for the financial year ended 31 December 2020 be approved.

**13. RESOLUTION 9 – TO APPOINT MAZARS LLP AS AUDITOR IN PLACE OF RSM CHIO LIM LLP AND TO AUTHORISE THE DIRECTORS TO FIX ITS REMUNERATION**

The Chairman proposed that Mazars LLP be appointed as Auditor of the Company in place of the retiring Auditor, RSM Chio Lim LLP, for the ensuing year.

The Chairman put the motion to the vote. The result of the poll was as follows:

	<b>Number of Shares</b>	<b>Percentage</b>
Votes in favour of the Resolution	57,812,166	100%
Votes against the Resolution	0	0%

The Chairman declared the resolution carried.

RESOLVED THAT Mazars LLP be hereby appointed as Auditor of the Company in place of the retiring Auditor, RSM Chio Lim LLP, to hold office until the conclusion of the next Annual General Meeting and that the Directors be and are hereby authorised to fix its remuneration.

**14. *SPECIAL BUSINESS***

**RESOLUTION 10 - PROPOSED SHARE ISSUE MANDATE**

The Meeting was informed that the proposed Resolution 10 was to seek Shareholders' approval for the share issue mandate.

The Chairman put the motion to the vote. The result of the poll was as follows:

	<b>Number of Shares</b>	<b>Percentage</b>
Votes in favour of the Resolution	57,812,166	100%
Votes against the Resolution	0	0%

The Chairman declared the resolution carried.

RESOLVED THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Rules of Catalist, the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) 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
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) 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);

- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company 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:
- (a) new shares arising from the conversion or exercise of any convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards, provided that such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares,

and, in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Rules of Catalist;

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.

- (3) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Rules of Catalist for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

## **15. CLOSE OF MEETING**

There being no other business, the Chairman thanked Shareholders for their attendance at this Meeting. The Chairman declared the meeting closed at 10:15 a.m..

CONFIRMED AS A TRUE RECORD OF MINUTES

TAN YEE HO  
Chairman

## **SOON LIAN HOLDINGS LIMITED**

Minutes of FY2020 AGM

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### **ATTENDANCE LIST**

#### **Physical attendance at the AGM location (which is purely to facilitate the conduct of the AGM by way of electronic means)**

##### **Management**

Mr Tan Yee Ho – Executive Chairman

Mr Tan Yee Leong – Chief Executive Officer

Ms Tan Cinyi – Company Secretary

Ms Lee Yih Hong – Group Financial Controller

##### **Professionals**

Ms Catherine Lim Siok Ching – Stone Forest CorpServe Pte. Ltd.

#### **Attendance via LIVE WEBCAST or AUDIO ONLY MEANS**

##### **Board of Directors**

Mr Yap Kian Peng – Independent Non-Executive Director

Mr Lam Kwong Fai – Independent Non-Executive Director

##### **Professionals**

Sponsor – SAC Capital Private Limited

Independent Auditor (incoming) – Mazars LLP

Independent Auditor (outgoing) – RSM Chio Lim LLP

Share registrar / Polling agent – Tricor Barbinder Share Registration Services

Scrutineer – Entrust Advisory Pte. Ltd.

##### **Shareholders**

Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the names of Shareholders and professionals who participated in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS will not be published in this set of minutes.