

MINUTES OF FY2022 ANNUAL GENERAL MEETING

Date : Wednesday, 26 April 2023
Time : 9:00 a.m.
Place : 6 Tuas Lane Singapore 638615
Present : As set out in the attendance records maintained by the Company

Mr Tan Yee Ho, Chairman of the Board welcomed the shareholders to the Company's Annual General Meeting ("**AGM**"). He called the meeting to order after ascertaining that a quorum was present.

The Notice of AGM dated 11 April 2023 and the Annual Report which had been published on the SGXNet and on the Company's website were taken as read.

Chairman then invited Ms Catherine Lim from the Company's corporate secretarial office, to assist him in reading the Resolutions to be proposed at this meeting.

Ms Catherine Lim informed the Meeting that all the Resolutions tabled at the AGM would be voted on by way of poll and that the poll would be conducted only after all the proposed resolutions have been duly proposed and seconded by shareholders. Tricor Barbinder Share Registration Services ("**Tricor**") and Entrust Advisory Pte. Ltd. had been appointed as Polling Agent and Scrutineer respectively. She called upon a representative from Tricor, to explain the polling procedures.

Ms Catherine Lim then proceeded with the agenda of the AGM.

ORDINARY BUSINESS

RESOLUTION 1 – TO RECEIVE AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2022 AND THE AUDITORS REPORT

The Directors' Statements and Audited Financial Statements of the Company for the financial year ended 31 December 2022 was taken as read.

Questions raised by a shareholder in relation to the Directors' Statement and the Audited Financial Statements; and the responses from Mr Tan Yee Leong, Director and the Chief Executive Officer ("**CEO**") and Mr Lee Yih Hong, the Group Financial Controller ("**GFC**") were as follows:

- 1) Shareholder commented that the increase in inventories is proportionately higher than the increase in revenue and enquired on the current inventory level. GFC replied that the inventory level has reduced as at March 2023. CEO elaborated that there were delays between placing an order of inventory and its delivery date due to supply chain disruption in FY2022. Hence, it is crucial for the Company as a stockist to maintain a stockpile of products to ensure an adequate supply.
- 2) Shareholder further commented that as a stockist, metal price fluctuations and customer credit risk could be the key risks faced by the Company. CEO clarified that such risks are inherent and Management has implemented measures to enhance inventory management. Management has also been monitoring the Accounts Receivables ("**AR**") closely. The AR balance has reduced and AR aging days has improved as compared to FY2021.
- 3) Shareholder remarked that inventory purchases are generally funded through bank borrowings. Higher interest rates from financing activities would affect the Group's profit margin. CEO explained that Management has adopted a prudent approach by reducing stock orders and

SOON LIAN HOLDINGS LIMITED

Registration No. 200416295G
(Incorporated in Singapore)

focusing on fulfilling customers' specific requirements. GFC added that the impact of metal price fluctuations will be mitigated by evenly spreading monthly stock orders.

As there were no further questions raised, the following Ordinary Resolution 1 was put to the meeting for a shareholder to propose and a shareholder to second.

"That the Directors' Statements and Audited Financial Statements of the Company for the year ended 31 December 2022 and the Auditors' Report be and are hereby received."

Proposer : NKC
Secunder : TEH

RESOLUTION 2 – TO DECLARE A FINAL DIVIDEND OF 0.3 SINGAPORE CENT PER ORDINARY SHARE

Ms Catherine Lim informed the Meeting that shareholders' approval was sought for the declaration of a final tax exempt (one-tier) dividend of 0.3 Singapore cent per ordinary share for the financial year ended 31 December 2022.

Question raised by a shareholder and the response from the CEO was as summarized below:

- 1) Shareholder proposed that the Company to consider declaring a higher dividend given the Company's stellar performance in the recent years. CEO acknowledged the suggestion and affirmed that the Board of Directors would evaluate this matter for further consideration.

As there were no further questions, the following Ordinary Resolution 2 was put to the meeting for a shareholder to propose and a shareholder to second.

"That a final tax exempt (one-tier) dividend of 0.30 cent per ordinary share for the year ended 31 December 2022 be hereby approved."

Proposer : NKC
Secunder : TEH

RESOLUTION 3 – TO RE-ELECT THE DIRECTOR, MR TAN YEE LEONG

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

As there were no questions from shareholders, the following Ordinary Resolution 3 was put to the meeting for a shareholder to propose and a shareholder to second.

"That Mr Tan Yee Leong, a Director retiring in accordance with Article 104 of the Constitution and being eligible, be and is hereby re-elected as Director of the Company."

Proposer : TEH
Secunder : TYH

RESOLUTION 4 – TO RE-ELECT THE DIRECTOR, MR LAM KWONG FAI

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

As there were no questions from shareholders, the following Ordinary Resolution 4 was put to the meeting for a shareholder to propose and a shareholder to second.

SOON LIAN HOLDINGS LIMITED

Registration No. 200416295G

(Incorporated in Singapore)

“That Mr Lam Kwong Fai, a Director retiring in accordance with Article 104 of the Constitution and being eligible, be and is hereby re-elected as Director of the Company.”

Proposer : TEH
Secunder : TYH

RESOLUTION 5 – TO APPROVE DIRECTORS’ FEES FOR YEAR ENDED 31 DECEMBER 2022

Ms Catherine Lim informed the Meeting that shareholders’ approval was being sought for the payment of Directors’ fees of up to SGD150,000 for the financial year ended 31 December 2022.

As there were no questions from shareholders, the following Ordinary Resolution 5 was put to the meeting for a shareholder to propose and a shareholder to second.

“That the Directors’ fees of up to SGD150,000 for the year ended 31 December 2022 be hereby approved.”

Proposer : TEH
Secunder : TYH

RESOLUTION 6 – TO RE-APPOINT MAZARS LLP AS AUDITORS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023

The next item on the Notice of AGM concerned the re-appointment of auditors for the financial year ending 31 December 2023.

As there were no questions from shareholders, the following Ordinary Resolution 6 was put to the meeting for a shareholder to propose and a shareholder to second.

“That Mazars LLP be and are hereby re-appointed as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.”

Proposer : TEH
Secunder : TYL

SPECIAL BUSINESS

RESOLUTION 7 - SHARE ISSUE MANDATE

Next, Ms Catherine Lim informed the Meeting that pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Rules of Catalist**”), shareholders’ approval is required for the directors to issue new shares in the Company. The full text of Ordinary Resolution 7 was set out in the Notice of AGM.

With the approval and consent of all the shareholders present, Ordinary Resolution 7 referred to in the Notice of AGM was taken as read.

Questions raised by a shareholder and the responses from the CEO and GFC were as summarized below:

- 1) Shareholder enquired whether the Company has any plan to issue new shares. He noted that the current share price appears to be undervalued and hence, this may be potentially disadvantageous if the Company issue new shares for business expansion or funding new business opportunities. GFC explained that the Board of Directors may consider utilizing the share issue mandate should the need arises.

SOON LIAN HOLDINGS LIMITED

Registration No. 200416295G

(Incorporated in Singapore)

- 2) In response to the enquiry on the Company's business outlook, CEO opined that FY2023 would be a challenging year amid macro uncertainties and geopolitical tensions. Management will exercise financial prudence through effective cost controls and inventory management.

As there were no further questions raised, the following Ordinary Resolution 7 was put to the meeting for a shareholder to propose and a shareholder to second.

"That pursuant to Section 161 of the Companies Act 1967 ("**the Act**") and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst ("**Rules of Catalyst**"), 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 Catalyst; 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 Catalyst;

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.

SOON LIAN HOLDINGS LIMITED

Registration No. 200416295G
(Incorporated in Singapore)

- (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), the Act and the Company's 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."

Proposer : TEH
Secunder : TYH

The shareholders in attendance proceeded to vote and the poll slips were handed to the scrutineers.

DECLARATION OF POLL RESULTS

The AGM resumed at 9:30 a.m. Ms Catherine Lim read out the poll results which had been verified by the Scrutineer. She declared that all the resolutions were duly carried as follows:

	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	
Resolution 1	59,380,066	100.00%	0	0.00%	59,380,066
Resolution 2	59,380,066	100.00%	0	0.00%	59,380,066
Resolution 3	58,381,733	100.00%	0	0.00%	58,381,733
Resolution 4	59,380,066	100.00%	0	0.00%	59,380,066
Resolution 5	59,380,066	100.00%	0	0.00%	59,380,066
Resolution 6	59,380,066	100.00%	0	0.00%	59,380,066
Resolution 7	58,746,666	98.93%	633,400	1.07%	59,380,066

CLOSE OF MEETING

The Chairman thanked the shareholders for their attendance. As there were no other matters to be transacted at the Meeting, the Chairman declared the Meeting closed at 9.35 a.m.

CONFIRMED AS A TRUE RECORD OF MINUTES

TAN YEE HO
Chairman

This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited ("SGX-ST") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Bernard Lim at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542, Telephone (65) 62323210.