

CIRCULAR DATED 6 APRIL 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in the capital of Soup Restaurant Group Limited (the “Company”), you should immediately forward this Circular, the enclosed Notice of Extraordinary General Meeting and Proxy Form to the purchaser, transferee or to the bank, stockbroker or agent through whom you effected the sale for onward transmission to the purchaser.

This Circular 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 Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.



CIRCULAR TO SHAREHOLDERS

in relation to

**THE PROPOSED CHANGE OF NAME OF THE COMPANY
TO “SOUP HOLDINGS LIMITED”**

IMPORTANT DATES AND TIMES

Last date and time for lodgment of Proxy Form	:	Tuesday, 26 April 2022 at 9.30 a.m.
Date and time of Extraordinary General Meeting	:	Thursday, 28 April 2022 at 9.30 a.m., or immediately after the conclusion of the Company’s annual general meeting to be convened on the same day

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DEFINITIONS

For the purpose of this Circular, the following definitions have, where appropriate, been used:

“ACRA”	The Accounting and Corporate Regulatory Authority of Singapore
“Act”	The Companies Act 1967 of Singapore, as amended or modified from time to time
“CDP”	The Central Depository (Pte) Limited
“Circular”	The circular to Shareholders dated 6 April 2022 in respect of the Proposed Change of Name
“Company”	Soup Restaurant Group Limited
“Constitution”	The constitution of the Company, as amended or modified from time to time
“Directors” or “Board”	Directors of the Company for the time being
“EGM”	Extraordinary General Meeting, notice of which is given on page 9 of this Circular
“Group”	The Company and its Subsidiaries
“Latest Practicable Date”	31 March 2022, being the latest practicable date prior to the publication of this Circular
“Proposed Change of Name”	The proposed change of the Company’s name from “Soup Restaurant Group Limited” to “Soup Holdings Limited”
“Shareholders”	The registered holders of the Shares in the register of members of the Company, except where the registered depositor is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares
“Shares”	Fully paid ordinary shares in the capital of the Company
“Substantial Shareholder”	A person (including a corporation) who holds directly or indirectly 5% or more of the issued capital in the Company
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Subsidiaries”	The subsidiaries of a company (as defined in Section 5 of the Act) and “Subsidiary” shall be construed accordingly
“\$” and “cents”	Singapore dollars and cents respectively
“%” or “per cent”	Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively by Section 130A of the Act.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

DEFINITIONS

Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act or any statutory modification thereof and used in this Circular shall have the meaning assigned to it under the said Act.

Any reference to a time of a day in this Circular is a reference to Singapore time.

Dentons Rodyk & Davidson LLP has been appointed as the legal adviser to the Company as to Singapore law in relation to this Circular.

LETTER TO SHAREHOLDERS

Soup Restaurant Group Limited (Incorporated in the Republic of Singapore)

Directors:

Professor Cham Tao Soon (Non-Executive Chairman)
Wong Wei Teck
Wong Chi Keong
Then Khek Koon
Chua Koh Ming (Independent Director)
Tan Choon Seng (Independent Director)

Registered Office:

150 Kampong Ampat,
#04-01 KA Centre
Singapore 368324

6 April 2022

To: The Shareholders of Soup Restaurant Group Limited

Dear Sir/Madam,

THE PROPOSED CHANGE OF NAME OF THE COMPANY TO “SOUP HOLDINGS LIMITED”**1. INTRODUCTION**

- 1.1 The Board proposes to seek the approval of Shareholders for the change of the Company's name to “Soup Holdings Limited” at the Company's EGM to be held on Thursday, 28 April 2022 at 9.30 a.m., or immediately after the conclusion of the Company's annual general meeting to be convened on the same day.
- 1.2 The purpose of this Circular is to explain the reasons for, and to provide the Shareholders with information relating to, the Proposed Change of Name.
- 1.3 The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular.

2. THE PROPOSED CHANGE OF NAME**2.1 Background**

The Company was listed on the SGX-ST on 28 May 2007. The Group's only business at that time was the operation of a chain of Chinese casual dining food and beverage restaurants, which were also named “Soup Restaurant”.

The Company has through the years expanded its business into other areas in addition to the “Soup Restaurant” food and beverage business, such as the distribution of sauces, central kitchen operations and a social enterprise.

Therefore, the Company wishes to change its name to “Soup Holdings Limited”, which will retain its identifier of “Soup”, reflect its key purpose as a holding company and that its businesses are no longer solely restricted to the restaurant business.

2.2 Rationale

In line with the Company's increased offerings and diversification as set out above, the Board is proposing to change the name of the Company from “**Soup Restaurant Group Limited**” to “**Soup Holdings Limited**” in order to more accurately reflect the Company's strategic direction and current business activities. The Proposed Change of Name will enable the Company to create a new brand identity for itself and develop a new positioning in the market, allowing the public and the Company's business partners to better identify with the Company under this new name.

LETTER TO SHAREHOLDERS

2.3 Approvals

The Proposed Change of Name will be proposed as a special resolution at the EGM and is subject to Shareholders' approval. The Company's application to reserve the proposed new name "**Soup Holdings Limited**" has been approved by ACRA on 22 January 2022. The proposed new name has been reserved for 120 days from the date of ACRA's approval until 11 May 2022 and no further extension of name reservation would be allowed.

Subject to the approval of Shareholders of the special resolution relating to the Proposed Change of Name at the EGM and registration by ACRA, the Company will lodge the requisite statutory returns with ACRA to effect the Change of Name of the Company from "**Soup Restaurant Group Limited**" to "**Soup Holdings Limited**". Upon the lodgement of the requisite statutory returns with ACRA, the Company shall adopt the name "**Soup Holdings Limited**" as its new name and the name "**Soup Holdings Limited**" shall replace all references to "**Soup Restaurant Group Limited**", wherever such references appear in the Constitution. Apart from the substitution of the Company's name, no amendments will be made to the Constitution.

The Company will make an announcement when its change of name takes effect. The Proposed Change of Name will not affect (i) the identity and legal status of the Company, (ii) any of the rights or obligations of the Company, (iii) any of the rights of Shareholders or (iv) the Group's daily business operations and financial position. The existing Shares will continue to be traded on the SGX-ST.

2.4 Existing Share Certificates

Shareholders should note that notwithstanding the change of the Company's name, the Company will not recall existing share certificates bearing the current name of the Company and such share certificates will continue to be *prima facie* evidence of legal title. No further action is required on the part of Shareholders in respect of their existing share certificates.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

3.1 The interests of the Directors and Substantial Shareholders in the Shares at the Latest Practicable Date are as follows:

	Direct Interest Number of Shares	Deemed Interest Number of Shares	Total Interest Number of Shares	%
Directors				
Wong Chi Keong	49,077,300	–	49,077,300	17.57
Wong Wei Teck ⁽¹⁾	37,491,900	4,000,000	41,491,900	14.85
Then Khek Koon ⁽²⁾	985,000	27,945,000	28,930,000	10.35
Professor Cham Tao Soon ⁽³⁾	300,000	200,000	500,000	0.18
Chua Koh Ming	300,000	–	300,000	0.11
Tan Choon Seng	67,500	–	67,500	0.02
Substantial Shareholders other than Directors				
Mok Yip Peng	66,088,400	–	66,088,400	23.63
Goh Khoo Lim ⁽⁴⁾	–	21,848,700	21,848,700	7.82

Notes:

(1) Wong Wei Teck, the Managing Director of the Company, is deemed to have an interest in the 4,000,000 Shares held by his wife, Thng Cheo Yan.

LETTER TO SHAREHOLDERS

- (2) Then Khok Koon, the Executive Director of the Company, is deemed to have an interest in the 27,945,000 Shares held in the name of DB Nominees (S) Pte Ltd as nominee.
- (3) Professor Cham Tao Soon, the Non-Executive Chairman and Independent Director of the Company, is deemed to have an interest in the 200,000 Shares held by his wife, Cham Ee Lin.
- (4) Goh Khoo Lim is deemed to have an interest in 21,848,700 shares held under KGI Securities (Singapore) Pte. Ltd. as his nominee.

None of the Directors and Substantial Shareholders has any interest, direct or indirect, in the Proposed Change of Name.

4. DIRECTORS' RECOMMENDATION

After having considered, *inter alia*, the rationale and benefits of the Proposed Change of Name, the Directors are of the opinion that the Proposed Change of Name is in the best interest of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the special resolution relating to the Proposed Change of Name at the EGM.

5. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 9 to 11 of this Circular, will be held by way of electronic means on Thursday, 28 April 2022 at 9.30 a.m., or immediately after the conclusion of the Company's annual general meeting to be convened on the same day, for the purpose of considering and, if thought fit, passing the special resolution relating to the Proposed Change of Name set out in the Notice of EGM.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

Due to the mandatory safe distancing measures issued by the Singapore Ministry of Health in relation to the COVID-19 outbreak, the Company will conduct the EGM by electronic means only and Shareholders will not be able to physically attend the EGM. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching the EGM proceedings via "live" webcast or listening to the EGM proceedings via "live" audio feed, (b) submitting questions in advance of the EGM, and/or (c) voting by proxy at the EGM. Please refer to Notice of EGM for further details.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Name, the Company and its Subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

8. INSPECTION OF DOCUMENTS

The following documents may be inspected at the registered office of the Company at 150 Kampong Ampat, #04-01 KA Centre, Singapore 368324, during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Constitution of the Company;
- (b) the approval of ACRA for the Company's application for the reservation of the name "Soup Holdings Limited"; and

LETTER TO SHAREHOLDERS

(c) the annual report of the Company for the financial year ended 31 December 2021.

Shareholders who wish to inspect these documents at the registered office of the Company are required to send an email request to egm2022@souprestaurant.com.sg to make an appointment in advance. The Company will make arrangements for a date on which each Shareholder can come to the registered office to inspect accordingly. The inspection of documents will be arranged with each Shareholder to limit the number of people who are present at the registered office at any one point in time and such arrangements are subject to the prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be implemented by the relevant authorities from time to time.

Yours faithfully,
For and on behalf of the Board of Directors of
Soup Restaurant Group Limited

Professor Cham Tao Soon
Non-Executive Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

SOUP RESTAURANT GROUP LIMITED

(UEN 199103597Z)

(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the Company will be held by way of electronic means on Thursday, 28 April 2022 at 9.30 a.m., or immediately after the conclusion of the Company's annual general meeting to be convened on the same day, for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a Special Resolution, with or without any amendment:

Terms and expression not defined herein shall have the meanings ascribed to them in the Company's Circular to the Shareholders dated 6 April 2022.

SPECIAL RESOLUTION: THE PROPOSED CHANGE OF NAME OF THE COMPANY

That:

- (a) subject to the approval of the Accounting and Corporate Regulatory Authority of Singapore, the name of the Company be changed from "**Soup Restaurant Group Limited**" to "**Soup Holdings Limited**" and that the name "**Soup Holdings Limited**" be substituted for "**Soup Restaurant Group Limited**" wherever the latter name appears in the Constitution of the Company; and
- (b) each of the Directors of the Company be and is hereby authorised to complete and do all such acts and things (including or amending such documents as may be required) as he may consider necessary, desirable or expedient to give effect to this resolution as he may deem fit.

By Order of the Board

Chong In Bee
Company Secretary

6 April 2022
Singapore

NOTES:

To minimise physical interactions and COVID-19 transmission risks, members will not be able to attend the EGM in person. The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The Company will not accept any physical attendance by shareholders and any shareholders seeking to attend the EGM physically in person will be turned away.

Printed copies of this notice and the accompanying Circular and Proxy Form will NOT be sent to members. Instead, these documents will be made available to members solely by electronic means via publication on the Company's website at <https://www.souprestaurant.com.sg/investorsrelations> and the SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

Alternative arrangements relating to members' participation at the EGM are:

- (a) observing and/or listening to the EGM proceedings contemporaneously via a live webcast and live audio feed of the EGM proceedings ("**Live EGM Webcast**" and "**Live EGM Audio Feed**", respectively);
- (b) submitting questions in advance in relation of the resolutions set out in the notice of EGM; and
- (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM.

Members will be able to participate in the EGM in the manner set out in the paragraphs below.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Live EGM Webcast and Live EGM Audio Feed:

In light of the above developments, the Company is arranging for the Live EGM Webcast and the Live EGM Audio Feed which will take place on Thursday, 28 April 2022 at 9.30 a.m., or immediately after the conclusion of the Company's annual general meeting to be convened on the same day, in place of the physical EGM. Members will be able to watch or listen to the EGM proceedings through the Live EGM Webcast or the Live EGM Audio Feed via mobile phone, tablet, computer or any such electronic device. The Company will not accept any physical attendance by members. Any member seeking to attend the EGM physically in person will be turned away.

In order to do so, members, including investors who buy Shares using CPF and/or SRS monies ("**CPF and SRS Investors**"), must pre-register online at the URL <https://globalmeeting.bigbangdesign.co/soup2022/> by 9.30 a.m. on 26 April 2022 (the "**Registration Deadline**"), being not less than 48 hours before the time appointed for holding the EGM, to enable the Company to verify their members' status.

Following the verification and upon the closure of pre-registration, authenticated members will receive email instructions to access the Live EGM Webcast and the Live EGM Audio Feed of the EGM proceedings by 9.30 a.m. on 27 April 2022 (being 24 hours before the time appointed for holding the EGM).

Members are reminded that the EGM proceedings are private. Accordingly, members must not forward the abovementioned email instructions to other persons who are not members and who are not entitled to attend the EGM. This is also to avoid any technical disruptions or overload to the Live EGM Webcast and the Live EGM Audio Feed.

Members who register by the Registration Deadline but do not receive the abovementioned email instructions by 9.30 a.m. on 27 April 2022 may contact the Company's technical support by email at egm2022@souprestaurant.com.sg for assistance, indicating their full names (for individuals)/company names (for corporates), NRIC/passport number/company registration numbers, contact numbers, shareholding types and number of Shares held.

Persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) (excluding CPF and SRS Investors) and who wish to participate in the EGM should contact their respective relevant intermediaries through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

Submission of Questions in Advance:

Please note that members will not be able to raise questions at the EGM during the Live EGM Webcast or the Live EGM Audio Feed. Members may submit questions relating to this Circular and the resolutions set out in the notice of EGM in advance:

- (a) by post to the registered office of the Company at 150 Kampong Ampat, #04-01 KA Centre, Singapore 368324; or
- (b) by email to egm2022@souprestaurant.com.sg.

All questions must be submitted by 5.30 p.m. on 15 April 2022 ("**Cut-off Time**").

Members, including CPF and SRS investors, who wish to submit their questions are required to indicate their full names (for individuals)/company names (for corporates), NRIC/passport number/company registration numbers, contact numbers, shareholding types and number of Shares held together with their submission of questions.

Persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) (excluding CPF and SRS Investors) should contact their respective relevant intermediaries through which they hold such Shares to submit their questions based on the abovementioned instructions.

The responses to questions from members will be posted on the Company's website and the SGXNet soonest possible and in any case, not later than 72 hours before the closing date and time for the lodgement of proxy forms. Any subsequent clarifications sought by the members after the Cut-off Time will be addressed at the EGM. The minutes of the EGM will be published on the Company's website and the SGXNet within one (1) month after the date of the EGM.

Submission of Proxy Forms to Vote:

Members will not be able to vote online or through the Live EGM Webcast or the Live EGM Audio Feed on the resolutions to be tabled for approval at the EGM. Members who wish to exercise their votes must submit a Proxy Form to appoint the Chairman of the EGM to cast votes on their behalf.

Members (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to their manner of voting, or abstentions from voting, in the Proxy Form, failing which the appointment will be treated as invalid.

The Chairman of the EGM, as proxy, need not be a member of the Company.

The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Proxy Form, duly executed together with the power of attorney or other authority, if any, under which the Proxy Form is signed or a notarially certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted:

- (a) by post to the registered office of the Company at 150 Kampong Ampat, #04-01 KA Centre, Singapore 368324; or
- (b) by email to egm2022@souprerestaurant.com.sg

in each case, not less than 48 hours before the time appointed for holding the EGM, i.e. by 9.30 a.m. on 26 April 2022. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation, members are strongly encouraged to submit completed Proxy Forms electronically via email.

Persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including SRS investors, who wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries (which would include SRS Operators) through which they hold such Shares in order to submit their voting instructions at least seven (7) working days before the EGM (i.e. by 5.30 p.m. on 18 April 2022) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf by 9.30 a.m. on 26 April 2022.

The Company shall be entitled to reject the Proxy Form appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form appointing the Chairman of the EGM as proxy (such as in the case where the appointor submits more than one Proxy Form).

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

IMPORTANT NOTICE: Due to the evolving COVID-19 situation in Singapore, the Company may change the EGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the EGM via the SGXNET. Members are advised to check the SGXNET regularly for updates on the EGM.

Personal Data Privacy:

By (a) submitting a form appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the EGM via the Live EGM Webcast or the Live EGM Audio Feed, or (c) submitting any question prior to the EGM in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the EGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its Subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

PROXY FORM

Soup Restaurant Group Limited

(UEN 199103597Z)

(Incorporated in the Republic of Singapore)

PROXY FORM

Extraordinary General Meeting

IMPORTANT

- (a) To minimise physical interactions and COVID-19 transmission risks, members will not be able to attend the EGM in person. Members (whether individual or corporate) must appoint the Chairman of the EGM as their proxy to attend and vote on their behalf at the EGM if such members wish to exercise their voting rights at the EGM.
- (b) Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live webcast or live audio feed), submission of questions in advance of the EGM, addressing of substantial and relevant questions before or at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the notice of EGM dated 6 April 2022.
- (c) CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF agent banks and SRS operators to submit their votes by 5.30 p.m. on 18 April 2022.

I/We*, _____ (Name) (NRIC/Passport/Registration number* _____)

of _____ (Address) being a

Member/members* of **SOUP RESTAURANT GROUP LIMITED** (the “**Company**”), hereby appoint the Chairman of the Extraordinary General Meeting (“**EGM**”) of the Company as my/our* proxy/proxies* to attend and vote for me/us* on my/our* behalf at the EGM of the Company to be held by electronic means on Thursday, 28 April 2022 at 9.30 a.m., or immediately after the conclusion of the Company’s annual general meeting to be convened on the same day, and at any adjournment thereof to vote for, against or abstain from the resolutions to be proposed at the EGM as indicated hereunder. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.**

SPECIAL RESOLUTION	FOR**	AGAINST**	ABSTAIN**
To approve the Proposed Change of Name of the Company			

Dated this _____ day of _____ 2022

Total number of Shares in	Number of Shares
(a) Depository Register	
(b) Register of Members	

Signature(s) or Common Seal of Member(s)

IMPORTANT: PLEASE READ NOTES OVERLEAF



PROXY FORM

Notes:

1. If the member has shares entered against his name in the Depository Register, he should insert that number of shares. If the member has shares registered in his name in the Register of Members, he should insert that number of shares. If the member has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this instrument of proxy will be deemed to relate to all the shares held by the member.
2. To minimise physical interactions and COVID-19 transmission risks, members will not be able to attend the EGM in person. Members (whether individual or corporate) must appoint the Chairman of the EGM as their proxy to attend, speak and vote on their behalf at the EGM if such members wish to exercise their voting rights at the EGM. Where the members (whether individual or corporate) appoint the Chairman of the EGM as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
3. The Chairman of the EGM, being a proxy, need not be a member of the Company.
4. This proxy form, duly executed, must be submitted (a) by post to the registered office of the Company at 150 Kampong Ampat, #04-01 KA Centre, Singapore 368324; or (b) by email to egm2022@souprestarant.com.sg, in each case, not less than 48 hours before the time appointed for holding the EGM i.e. by 9.30 a.m. on 26 April 2022. In view of the current COVID-19 situation, members are strongly encouraged to submit completed proxy forms electronically via email.
5. This instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
6. Where this instrument appointing a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this instrument of proxy, failing which this instrument of proxy may be treated as invalid.
7. Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act 1967, including investors who buy shares using CPF and/or SRS monies, and who wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries, including CPF agent banks and SRS Operators, to submit their voting instructions at least seven (7) working days before the EGM (i.e. by 5.30 p.m. on 18 April 2022) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.
8. A corporation which is a member may authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM in accordance with Section 179 of the Companies Act 1967.
9. The Company shall be entitled to reject this instrument appointing a proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this instrument appointing a proxy (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any instrument appointing a proxy lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting this instrument appointing a proxy, the member is deemed to have accepted and agreed to the personal data privacy terms set out in the notice of EGM of the Company dated 6 April 2022.