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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### 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.

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### **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](mailto: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](mailto: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.

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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](mailto: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.