



SOON LIAN HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200416295G)

NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON 19 MAY 2020

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **Soon Lian Holdings Limited** (the "**Company**") will be held by way of electronic means on Tuesday, 19 May 2020 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Statement by Directors and the Audited Financial Statements of the Company for the financial year ended 31 December 2019, together with the Auditor's Report thereon. Resolution 1
2. To note the retirement of Mr Yap Kian Peng, a Director of the Company, pursuant to Regulation 104 of the Constitution of the Company ("**Constitution**").
[See Explanatory Note (i)]
3. To note the retirement of Mr Lim Chee San, a Director of the Company, pursuant to Regulation 114 of the Constitution.
[See Explanatory Note (i)]
4. To re-elect Mr Tan Yee Ho, a Director of the Company retiring pursuant to Regulation 104 of the Constitution and who, being eligible, offer himself for re-election as a Director of the Company. Resolution 2
[See Explanatory Note (i)]
5. To approve the payment of Directors' fees of S\$85,000 for the financial year ended 31 December 2019 (FY2018: S\$85,000). Resolution 3
6. To re-appoint Messrs RSM Chio Lim LLP as the Company's Auditors and to authorise the Directors of the Company to fix their remuneration. Resolution 4

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any modifications, the following resolution as Ordinary Resolution:

7. **Proposed Share Issue Mandate** Resolution 5
"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**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.”

[See Explanatory Note (ii)]

Explanatory Notes:

- (i) Mr Yap Kian Peng shall retire as an Independent Non-Executive Director of the Company, after the conclusion of the Annual General Meeting. He shall also cease to be the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee of the Company.

Mr Lim Chee San shall retire as an Independent Non-Executive Director of the Company, after the conclusion of the Annual General Meeting. He shall also cease to be the Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee of the Company.

Mr Tan Yee Ho shall, upon re-election as a Director of the Company, remain as the Chairman of the Board of Directors of the Company, and an Executive Director of the Company.

Detailed information on Mr Tan Yee Ho can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” and “Directors’ Statement” of the Company’s Annual Report 2019. Please also refer to the section entitled “Corporate Governance Report” of the Company’s Annual Report 2019 for the detailed information of Mr Tan Yee Ho as required pursuant to Rule 720(5) of the Rules of Catalist.

- (ii) The proposed Ordinary Resolution 5 above, if passed, will empower the Directors of the Company, effective 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 or such authority is revoked or varied by the Company in a general meeting, whichever is the earlier, to allot and issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a *pro-rata* basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

BY ORDER OF THE BOARD

Ng Kim Ying
Company Secretary
Singapore

Date: 29 April 2020

Notes:

1. The Annual General Meeting of the Company (the “**Meeting**”) is being convened, and will be held, by way of 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. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on (i) the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company’s corporate website at the URL <https://slmetalsgroup.com>.
2. Alternative arrangements relating to attendance at the Meeting via electronic means (including arrangements by which the Meeting can be electronically accessed via “live” audio-visual webcast (“**LIVE WEBCAST**”) or “live” audio-only stream (“**LIVE AUDIO STREAM**”)), submission of questions in advance of the Meeting, addressing of substantial and relevant questions at the Meeting and voting by appointing the Chairman of the Meeting as proxy at the Meeting, are set out in the accompanying section entitled “Important Notice to Shareholders” of this Notice. For the avoidance of doubt, the aforesaid section is circulated together with and forms part of this Notice in respect of the Meeting.
3. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the Meeting in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
 - (a) if sent personally or by post, be lodged at the registered office of the Company at 6 Tuas Lane, Singapore 638615; or
 - (b) if submitted by email, be received by the Company at agm2020@soonlian.com,in either case, by 10.00 a.m. on 17 May 2020 (being not less than forty-eight (48) hours before the time appointed for holding the Meeting) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
7. A corporation which is a member may authorise by resolution of its director or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

Personal Data Privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Meeting and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the Meeting via LIVE WEBCAST or LIVE AUDIO STREAM, or (c) submitting any question prior to the Meeting in accordance with this Notice, a member 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) of proxy forms appointing the Chairman of the Meeting as proxy for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (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 the LIVE WEBCAST or LIVE AUDIO STREAM to observe the proceedings of the Meeting and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from members received before the Meeting and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Meeting. Accordingly, the personal data of a member (such as his name, his presence at the Meeting and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

IMPORTANT NOTICE TO SHARHOLDERS

ALTERNATIVE ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 19 MAY 2020

The board of directors (the “**Board**”) of Soon Lian Holdings Limited (the “**Company**”) refers to the following:

1. the implementation by the Singapore government on 3 April 2020 of an elevated set of safe distancing measures as “circuit breakers” to pre-empt the trend of increasing local transmission of COVID-19;
2. Part 4 of the COVID-19 (Temporary Measures) Act 2020 (Act) published on 7 April 2020 (“**COVID-19 Act**”) and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 published on 13 April 2020 (“**COVID-19 Order**”) in the Government Gazette which provides, among others, legal certainty for alternative arrangements to enable issuers to hold general meetings where personal attendance is provided for in written law or certain legal instruments; and
3. the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation issued on 13 April 2020 (and updated on 27 April 2020) providing a checklist (which provides further guidance on COVID-19 Act and COVID-19 Order) to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

In light of the above developments and the evolving COVID-19 situation, the Board wishes to inform shareholders of the Company (“**Shareholders**”) that the Company will conduct its annual general meeting on 19 May 2020 at 10.00 a.m. (“**AGM**”) by way of electronic means pursuant to First Schedule of the COVID-19 Order, and the physical location for the AGM is purely to facilitate the conduct of the AGM by way of electronic means.

The Company will be applying for the automatic time-limited exemption granted by the Ministry of Trade and Industry to issuers to have temporary operations in the same physical location for the purpose of holding the AGM, for the duration of the AGM. The Company will ensure that it complies with all regulations, in particular, on the number of persons at the same physical location of the AGM not exceeding six (6); and the safe distancing measures contained in the COVID-19 (Temporary Measures) (Control Order) Regulations 2020 or the Infectious Diseases (Measures to Prevent Spread of COVID-19 Regulations 2020 (and any subsequent advisories or regulations as may be issued).

Documents relating to the business of the AGM, which comprise the Company’s annual report for the financial year ended 31 December 2019 as well as the Notice of AGM and the proxy form for the AGM will be sent to Shareholders solely by electronic means via publication on (i) the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company’s corporate website at the URL <https://slmetalsgroup.com>. Printed copies of these documents will NOT be sent to Shareholders.

Due to the current COVID-19 restriction orders in Singapore, Shareholders will NOT be able to attend the AGM in person.

The Company has made the following alternative arrangements for Shareholders to participate at the AGM:

- (a) observing or listening to the proceedings of the AGM contemporaneously via a “live” audio-visual webcast of the AGM (“**LIVE WEBCAST**”) or a “live” audio-only stream (via telephone) of the AGM (“**LIVE AUDIO STREAM**”), respectively;

- (b) submitting questions in advance of the AGM; and/or
- (c) voting on their behalf, by appointing the Chairman of the Meeting as proxy at the AGM.

Persons who hold the shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), including CPF and SRS investors, and who wish to participate in the AGM by:

- (i) observing or listening to the proceedings of the AGM contemporaneously via LIVE WEBCAST or LIVE AUDIO STREAM, respectively;
- (ii) submitting questions in advance of the AGM; and/or
- (iii) voting on their behalf, by appointing the Chairman of the Meeting as proxy at the AGM,

should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares of the Company as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

Please see below details of the aforesaid alternative arrangements for Shareholders' participation at the AGM:

LIVE WEBCAST OR LIVE AUDIO STREAM

- (1) For Shareholders who wish to observe or listen to the proceedings of the AGM via LIVE WEBCAST or LIVE AUDIO STREAM, respectively, Shareholders will need to register online at https://zoom.us/webinar/register/WN_R7K7CtTsQJO0tBK_RHFLRQ by submitting their particulars (comprising full name (for individuals) / company name (for corporates), email address, National Registration Identity Card Number (“**NRIC**”) / Company Registration number and number of shares held) no later than 10.00 a.m. on 16 May 2020 (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (the “**Registration Deadline**”) to enable the Company to verify the Shareholders' status.
- (2) Following verification, authenticated Shareholders will receive an email confirmation by 10.00 a.m. on 18 May 2020 containing a link and a password to access the LIVE WEBCAST (via smart phones, tablets or laptops/computers) as well as a dial-in number to access the LIVE AUDIO STREAM (via telephone) of the proceedings of the AGM.
- (3) Shareholders must not forward the abovementioned link to other persons who are not Shareholders of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the LIVE WEBCAST or LIVE AUDIO STREAM.
- (4) Shareholders who register by the Registration Deadline but do not receive an email response by 10.00 a.m. on 18 May 2020 may contact the Company by email at agm2020@soonlian.com for assistance.

SUBMISSION OF PROXY FORMS TO VOTE

- (1) **Voting at the AGM is by proxy ONLY. Please note that Shareholders will not be able to vote through the LIVE WEBCAST or LIVE AUDIO STREAM and can only vote with their proxy forms which are required to be submitted in accordance with the following paragraphs.**
- (2) Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the Meeting as their proxy to vote on their behalf by completing the proxy form for the AGM. Shareholders must specifically indicate how they wish to vote for or vote against (or abstain from voting on) in respect of a resolution set out in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

- (3) The proxy form, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
- (a) if sent personally or by post, be lodged at the registered office of the Company at 6 Tuas Lane, Singapore 638615; or
 - (b) if submitted by email, be received by the Company at agm2020@soonlian.com,
- in either case, by 10.00 a.m. on 17 May 2020 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the proxy form for the AGM shall not be treated as valid.
- (4) A Shareholder who wishes to submit a 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.
- (5) **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.**
- (6) CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 10.00 a.m. on 7 May 2020) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by the cut-off date.

SUBMISSION OF QUESTIONS

- (1) **Shareholders will NOT be able to ask questions during the AGM via LIVE WEBCAST or LIVE AUDIO STREAM, and therefore it is important for Shareholders to submit their questions in advance of the AGM.**
- (2) Shareholders may submit any questions they may have in advance of the AGM in relation to the items on the agenda of the AGM via email, to be received by the Company at agm2020@soonlian.com. All questions must be submitted by 10.00 a.m. on 16 May 2020 (being not less than seventy-two (72) hours before the time appointed for holding the AGM).
- (3) When submitting any questions via email, Shareholders must also provide the Company with their particulars (comprising full name (for individuals) / company name (for corporates), email address, NRIC / Company Registration number and number of shares held).
- (4) The Company will endeavour to address the substantial and relevant questions from Shareholders relating to the agenda of the AGM prior to the AGM via publication on (i) the SGX's website at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at the URL <https://slmetalsgroup.com>, or at the AGM via LIVE WEBCAST or LIVE AUDIO STREAM. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters.
- (5) The responses from the Board and management of the Company to substantial and relevant questions from Shareholders, together with the minutes of the AGM, will be published on (i) the SGX's website at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at the URL <https://slmetalsgroup.com>, within one (1) month after the date of the AGM.

In view of the evolving COVID-19 situation, the Company reserves the right to take such further precautionary measures and/or changes to the Company's AGM arrangement as may be appropriate up to the date of the AGM, including any precautionary measures required or recommended by government agencies, in order to curb the spread of COVID-19. Shareholders should continually check for announcements by the Company for updates (if any) on the AGM via the SGX's website at the URL <https://www.sgx.com/securities/company-announcements>.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist.*

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.