

MARY CHIA HOLDINGS LIMITED
Company Registration No. 200907634N
(Incorporated in Singapore)
(the “**Company**”)

MINUTES OF EXTRAORDINARY GENERAL MEETING

Date and Time : Wednesday, 8 June 2022 at 3.00 p.m.

Place : By way of electronic means

Present : As per the webcast attendees report (due to the restrictions on the use of personal data pursuant to the provision of the Personal Data Protection Act 2012, the names of the attendees of this meeting will not be published in this minutes)

Chairman of Meeting : Ms. Ho Yow Ping (He YouPing)

WELCOMING ADDRESS

The Executive Chairman of the Board of Directors, Ms. Ho Yow Ping (He YouPing) (the “**Chairman**”), welcomed the attendees who had joined the virtual Extraordinary General Meeting (“**EGM**” or the “**Meeting**”).

QUORUM

The Chairman acknowledged and thanked the shareholders who had registered and attended the virtual EGM by either observing or listening to the EGM proceedings through a “live” audio-visual webcast or a “live” audio-only stream of the EGM.

There being a quorum, the Chairman called the Meeting to order.

The Chairman introduced the Board members (Mr. Pao Kiew Tee, Lead Independent Director, Mr. Sim Eng Huat, Independent Director and Ms. Gillian Ng Lee Eng, Independent Director) and the Company’s Group Chief Financial Officer, Mr. Lim Koon Hock who attended the Meeting. She added that the Company Secretary, representatives from the Company’s Sponsor, SAC Capital Pte Ltd, Share Registrar, B.A.C.S. Private Limited, and the Scrutineer from Finova BPO Pte Ltd have also joined the Meeting.

NOTICE OF MEETING

The notice of the EGM dated 20 May 2022 (“**Notice of EGM**”) which was published on the SGXNet was taken as read.

The Chairman highlighted to the shareholders that, (a) there would be no live voting during the meetings; (b) as required by the Guidelines, the Chairman of the Meeting has been appointed as proxy by the shareholders to vote on their behalf in accordance with their specific instructions; and (c) Ho Yow Ping (He YouPing) has abstained from exercising any voting rights on Ordinary Resolutions 1 and 2 set out in the notice of EGM. Suki Sushi Pte. Ltd., Mary Chia Ah Tow, Lee Boon Leng and Lee Min Shane, all being Associates of Ms. Ho Yow Ping (He YouPing) have abstained from voting on Ordinary Resolution 2.

The Meeting was further informed that (a) B.A.C.S. Private Limited and Finova BPO Pte. Ltd. were appointed as Polling Agent and Scrutineer respectively; and (b) the Polling Agent had counted the proxy votes received as at the cut-off date and the Scrutineer had verified the results of the proxy voting and prepared a report on the poll results. The poll results would be announced immediately after each motion had been formally proposed.

ADVANCE QUESTIONS AND ANSWERS

The Chairman informed that the Company have not received any questions from shareholders prior to the EGM and Mr. Pao Kiew Tee would be assisting her in chairing the Meeting.

Mr. Pao Kiew Tee informed that to streamline the proceedings, he would be proposing all motions on the agenda and no seconder would be called as it is not required by law. He then proceeded with the items on the agenda.

ORDINARY BUSINESS

ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE PSP 2022

The first item on the Agenda was to approve the proposed adoption of “**Mary Chia Holdings Limited Performance Share Plan 2022**” (the “**PSP 2022**”). All pertinent information relating to the proposed adoption of PSP 2022, has been set out in the Circular to Shareholders dated 20 May 2022 (the “**Circular**”).

Mr. Pao proposed that:

- (a) the performance share plan to be known as the “**Mary Chia Holdings Limited Performance Share Plan 2022**” (the “**PSP 2022**”) details of which are set out in the Circular dated 20 May 2022 to the Shareholders, under which awards (“**Awards**”) of Shares, will be granted, free of payment, to selected employees of the Group, be and is hereby approved.
- (b) the Directors of the Company be and are hereby authorised:-
 - (i) to establish and administer the PSP 2022;
 - (ii) to modify and/or alter the PSP 2022 from time to time, provided such modification and/or alternation is effected in accordance with the provisions of the PSP 2022 and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the PSP 2022;
 - (iii) to grant Awards in accordance with the provisions of the PSP 2022 and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that the aggregate number of Shares to be issued or issuable pursuant to the PSP 2022, subject to the passing of this Ordinary Resolution 1, shall not exceed fifteen per cent. (15%) of the issued Shares of the Company from time to time (excluding Treasury Shares and subsidiary holdings);
 - (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the PSP 2022; and
 - (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.

Mr. Pao informed that the Scrutineer had verified the poll results which were as follows:-

	No. of votes	Percentage
For	154,898,525	100%
Against	0	0%

Accordingly, Mr. Pao declared Ordinary Resolution 1 carried.

ORDINARY RESOLUTION 2: THE PROPOSED PARTICIPATION OF MS HO YOW PING, A CONTROLLING SHAREHOLDER, IN THE PSP 2022

Ordinary Resolution 2 was subject to and contingent upon the passing of Ordinary Resolution 1.

As Ordinary Resolution 1 has been passed, the Meeting proceeded with Ordinary Resolution 2 which was to approve the proposed participation of Ms Ho Yow Ping, a Controlling Shareholder, in the PSP 2022.

Mr. Pao proposed that subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Ms Ho Yow Ping, who is a Controlling Shareholder of the Company, in the PSP 2022 be and is hereby approved.

Mr. Pao informed that the Scrutineer had verified the poll results which were as follows:-

	No. of votes	Percentage
For	28,338,519	100%
Against	0	0%

Accordingly, Mr. Pao declared Ordinary Resolution 2 carried.

**ORDINARY RESOLUTION 3:
PROPOSED CHANGE OF AUDITORS FROM FOO KON TAN LLP TO MAZARS LLP**

Ordinary Resolution 3 was to approve the proposed change of auditors from Foo Kon Tan LLP to Mazars LLP.

Mr. Pao proposed that:

- (a) Mazars LLP be and are hereby appointed as auditors of the Company in place of Foo Kon Tan LLP, and to hold office until the conclusion of the next Annual General Meeting at a fee and on such terms as may be agreed between the Directors and Mazars LLP; and
- (b) Any one of the Directors of the Company be and is hereby authorised and empowered to approve and complete and do and execute all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

Mr. Pao informed that the Scrutineer had verified the poll results which were as follows:-

	No. of votes	Percentage
For	197,331,858	100%
Against	0	0%

Accordingly, Mr. Pao declared Ordinary Resolution 3 carried.

CLOSURE OF MEETING

Mr. Pao passed the Meeting back to the chairman who thanked Mr. Pao for assisting her in chairing the Meeting.

There being no other business to transact, the Meeting concluded at 3.12 p.m.

**CONFIRMED AS A TRUE RECORD OF
THE PROCEEDINGS**

Ho Yow Ping (He YouPing)
Chairman