

**SHENG SIONG GROUP LTD.**

(Company Registration Number: 201023989Z)  
(Incorporated in the Republic of Singapore)  
(the "Company")

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twelfth Annual General Meeting of SHENG SIONG GROUP LTD. (the "Company") will be convened and held by way of electronic means on 28 April 2023 at 10.00 a.m. (the "Annual General Meeting") for the following purposes:

**AS ORDINARY BUSINESS**

- To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a final (one-tier tax exempt) dividend of 3.07 cents per ordinary share for the financial year ended 31 December 2022. **(Resolution 2)**
- (a) To re-elect the following Directors retiring pursuant to Regulation 89 of the Company's Constitution (the "Constitution"):  
**Regulation 89**  
Mr. Lim Hock Chee **(Resolution 3)**  
Ms. Tan Poh Hong **(Resolution 4)**  
(b) To note the retirement of Mr. Tan Ling San pursuant to Regulation 89 of the Constitution and he will not be seeking for re-election at this Annual General Meeting.  
[See Explanatory Note (i)]
- To approve the payment of Directors' fees of S\$300,000 for the financial year ended 31 December 2022 (2021: S\$300,000). **(Resolution 5)**
- To re-appoint KPMG LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an annual general meeting.

**AS SPECIAL BUSINESS**

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

- Authority to allot and issue shares in the capital of the Company ("Shares") - Share Issue Mandate**  
"That, pursuant to Section 161 of the Companies Act 1967 of Singapore (the "Companies Act") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST") (the "Listing Manual"), the Directors of the Company be authorised and empowered to:  
(A) (i) issue 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 shall 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 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) and convertible securities to be issued pursuant to this Resolution shall not exceed fifty per cent. (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), of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to the shareholders of the Company shall not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as at the time of passing of this Resolution);  
(2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and convertible securities that may be issued under sub-paragraph (1) above on a pro-rata basis, 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 convertible securities;  
(b) new Shares arising from exercising share options or vesting of share awards; 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 same meaning ascribed to it in the rules of the Listing Manual;  
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 the resolution approving the mandate.  
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST as amended from time to time (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 is required by law to be held, whichever is the earlier."  
[See Explanatory Note (ii)] **(Resolution 7)**

By Order of the Board

Mr. Lim Hock Chee  
Chief Executive Officer  
Singapore, 6 April 2023

**Explanatory Notes:**

- Mr. Lim Hock Chee, will upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer of the Company. Ms. Tan Poh Hong will, upon re-election as a Director of the Company, remain as the Independent Director, the Chairman of the Remuneration Committee and a member of the Audit and Risk Committee and Nominating Committee. The Board considers Ms. Tan Poh Hong to be independent for the purposes of Rule 704(8) of the Listing Manual.  
Please refer to page 36 of the Corporate Governance Report in the Annual Report 2022 for the detailed information for Mr. Lim Hock Chee and Ms. Tan Poh Hong as required pursuant to Rule 720(6) of the Listing Manual of SGX-ST.
- The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company to 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, 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.  
For determining the aggregate number of Shares that may be issued on a pro-rata basis, the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares. In determining the 20% which may be issued other than on a pro-rata basis, the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 the Ordinary Resolution 7 is passed.

**Notes:**

- The Annual General Meeting is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of Annual General Meeting and Proxy Form will be sent to members, whereas, the Annual Report for the financial year ended 31 December 2022 will be sent to members by electronic means via publication on the Company's website at <https://corporate.shengsiong.com.sg/investors/>. The Notice of Annual General Meeting and Proxy Form will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- Alternative arrangements relating to attendance at the Annual General Meeting via electronic means, submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at the Annual General Meeting and voting by shareholders at the Annual General Meeting, are set out in the Company's announcement on 6 April 2023 titled "Letter to shareholders on alternative arrangements for the Annual General Meeting ("AGM")". This announcement may be accessed at the Company's website at <https://corporate.shengsiong.com.sg/investors/>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- A member (whether individual or corporate) who is not a Relevant Intermediary\*, is entitled to attend and vote at the Annual General Meeting and is entitled to appoint not more than two proxies to attend and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.

The accompanying proxy form for the Annual General Meeting may be accessed at the Company's website at <https://corporate.shengsiong.com.sg/investors/>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints more than one proxy, he/she/it shall specify the proportion of his/her/its shareholding to be represented by each proxy in the form of proxy. He/She/It must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the proxy/proxies will vote or abstain from voting at his/her discretion for that resolution.

A member who is a Relevant Intermediary\* may appoint one or more proxies to attend, ask question(s) and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a direct share or shares held by such member.

CPF or SRS investors who wish to appoint the Chairman of the Annual General Meeting to act as their proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 19 April 2022 (being at least seven (7) working days before the Annual General Meeting).

- Operators need not be a member of the Company.
- The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:  
(a) if submitted by post, be lodged at the office of the Company at 6 Mandai Link, Singapore 728652; or  
(b) if submitted by email, be received by the Company at [investor.relations@shengsiong.com.sg](mailto:investor.relations@shengsiong.com.sg) in either case, by 10:00 a.m. on 25 April 2023 (being not less than seventy-two (72) hours before the time appointed for holding the Annual General Meeting) and in default the Proxy Form for the Annual General Meeting shall not be treated as valid.  
A member who wishes to submit an instrument of proxy 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. Members are strongly encouraged to submit completed proxy forms electronically via email.
- A Depositor's name must appear on the Depository Register maintained by The Central Depositor (Pte) Limited as at seventy-two (72) hours before the time fixed for holding the Annual General Meeting in order for the Depositor to be entitled to vote.

\* "Relevant Intermediary" means:

- a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

**Personal Data Privacy:**

By submitting an instrument appointing the Chairman of the Meeting as proxy, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and/or representatives appointed for the Annual General Meeting and/or any adjournment thereof and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting and/or any adjournment thereof, and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where a member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.