TYE SOON LIMITED

Registration No. 195700114W
(Incorporated in the Republic of Singapore)
(***Company or TSL***)

MINUTES OF THE 67TH ANNUAL GENERAL MEETING (***AGM OR MEETING***) OF THE COMPANY HELD AT THE CHEVRONS, 48 BOON LAY WAY, SINGAPORE 609961 ON WEDNESDAY, 26 APRIL 2023, AT 10:00 AM.

PRESENT:

Board of Directors:

Mr Chen Timothy Teck Leng @ Chen Teck Leng	-	Chairman and Independent Non-Executive Director
Mr David Chong Tek Yew	-	Managing Director
Mr Ong Eng Chian, Kelvin	-	Deputy Managing Director
Ms Chua Kwee Huay Genevieve	-	Independent Non-Executive Director
Mr Noel Anthony Meehan	-	Non-Executive and Non-Independent Director
Ms Margaret Anne Haseltine	-	Non-Executive and Non-Independent Director

In Attendance:

Ms Joyce Ong	-	DrewCorp Services Pte Ltd (***DrewCorp***)

By Invitation:

Ms Ng Yoke Yee	-	Group Financial Controller
Mr Adrian Loo	-	Auditors, KPMG LLP (***KPMG***)
Mr Liew Kui Feng	-	KPMG
Ms Corin Fok	-	Share Registrar, M & C Services Private Limited
Mr Vincent Koh	-	Scrutineer, Cypress Pines Asia Advisory Pte. Ltd.
Ms Caryn Lim	-	DrewCorp
Shareholders:	-	As set out in the attendance records maintained by the Company.

Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the names of the shareholders and proxies present at the meeting will not be published in this minutes.

1. WELCOME ADDRESS

1.1 At 10:00 am, Mr Chen Timothy Teck Leng @ Chen Teck Leng, the Independent Non-Executive chairman (***Chairman***) of Tye Soon Limited stated that he would be chairing the Meeting and welcomed everyone at the Company's 67th AGM.

1.2 The Chairman introduced members of the Board of Directors and Management who were present at the Meeting; Ms Genevieve Chua Kwee Huay (Non-Executive Independent Director), Mr Noel Meehan (Non-Executive and Non-Independent Director), who joined on the live webcast, Ms Margaret Haseltine (Non-Executive and Non-Independent Director) who also joined on live webcast, Mr David Chong Tek Yew (Managing Director) and Mr Kelvin Ong Eng Chian (Deputy Managing Director) and Ms Ng Yoke Yee (Group Financial Controller).

2. QUORUM

2.1 After confirming that a quorum was present, the Chairman called the meeting to order at 10:00 am and proceeded with the formal business of the meeting.

3. NOTICE OF AGM

3.1 There being no objection from the shareholders present at the Meeting, the notice of the AGM dated 6 April 2023 (***Notice***) was taken as read.

3.2 The Chairman informed the Meeting that the Company had invited shareholders who wished to ask questions related to the resolutions to be tabled for approval at this AGM to submit them in advance of the AGM. The Chairman informed the Meeting that the Company had received questions from shareholders prior to the Meeting and thanked the shareholders for their questions. The Chairman said that he would invite Mr David Chong, the Managing Director of the Company, to respond to the substantial and relevant questions posted to the Company.

3.3 The Chairman informed that all resolutions tabled at this Meeting would be voted by poll in accordance with the Listing Manual of the Singapore Exchange Securities Trading Limited (***Exchange***) and the Company's Constitution. Mr Chen in his capacity as the Chairman of the Meeting, demanded that all of the resolutions at the AGM be conducted by poll.

3.4 The Chairman informed the Meeting that the Company had appointed Cypress Pines Asia Advisory Pte. Ltd. as the Scrutineer for the poll.

3.5 The Chairman informed that in his capacity as Chairman of the Meeting, he had been appointed as proxy by some shareholders who had directed him to vote for and against certain resolutions. Therefore, in the course of this Meeting, he would be voting for and against certain resolutions in accordance with the wishes of shareholders who had appointed him as proxy.

3.6 The Chairman further informed the Meeting that the Scrutineer had supervised and verified the counting of the votes of all such valid proxy forms submitted by Shareholders by the submission deadline of 10:00 a.m. on 24 April 2023. The Scrutineer would also verify the votes cast by shareholders during this AGM.

3.7 At the invitation of the Chairman, Mr Vincent Koh, the Scrutineer, explained the procedure on the conduct of the poll, and that the poll voting slips would be collected from the shareholders at the end of the AGM.

4. QUESTIONS AND ANSWERS

4.1. At this juncture, the Chairman invited Mr David Chong to respond to the substantial and relevant questions submitted by the shareholders prior to this AGM as follows:

4.2 First Question:

The company announced the establishment of a Japan subsidiary on 18 Nov 2022. Is this the first time the company has established a presence in Japan and, if so, could the Board/management shed more light on the choice of entering the Japanese market and how it may compete effectively with local players like SPK Corporation?

4.2.1 Mr Chong explained that Group has had relationships with suppliers in Japan for several decades. Many of these are manufacturers of top-tier brands of automotive parts, others specialist suppliers of parts and aftermarket products. Management believes having a presence in Japan will enable the Group to enhance its relationships with principals and suppliers as well as further improve procurement and logistics options for the Group. In addition, a presence in Japan will provide another potential avenue for the future expansion of local sales. The Group has expanded its domestic presence into various markets in the Asia Pacific region over the past 2 decades. Management will continue to leverage on its collective experience and know-how to formulate appropriate strategies for business expansion into new markets.

4.3 Second Question:

Apart from expanding the business through organic growth, does the Board/management see opportunities for acquisitions to scale up its physical network or to gain access to more suppliers, customers or products for its business?

4.3.1 Mr Chong explained that the Group has expanded its business primarily via organic growth but has also made about 10 small "bolt-on" acquisitions over the past 2 decades. Management will continue to consider both organic growth as well as acquisitions as options for further growth.

4.4 Third and Fourth Questions:

Free float of the company's shares as specified in the annual reports of FY2019, FY2020, FY2021 and FY2022 are 31.85%, 33.74%, 29.73% and 28.44%, respectively. With a trend of declining free float and thin daily trading volume, are there plans to boost liquidity of the company's shares or, alternatively, to take the company private instead?

Given the improvement in financial performance (revenue, profitability and return on equity, etc) in recent years, ongoing expansion of physical network and the resilience of the business amid an uncertain macroeconomic outlook, would the Board/management agree that it is an opportune time to more actively engage the investing community?

4.4.1 Mr Chong explained that the Company's issued share capital is made up of more than 87 million shares, with the number of shares in free float still at a reasonable level for the Company's size of business. Management acknowledges that average daily trading volume remains low and that there are long-term potential merits of having a more active engagement with the investing community.

4.5 Fifth Question:

CARSOME has opened CARSOME Service Centres in Malaysia to provide car maintenance service and CARSOME Certified Labs in Malaysia, Thailand and Indonesia to refurbish vehicles. Does the Board/management see these developments as threats (encroaching into businesses of Tye Soon's existing customers) or opportunities (a potential significant customer)?

4.5.1 Mr Chong explained that the Group's business focuses on the supply of maintenance and replacement automotive parts as well as providing solutions to the automotive aftermarket industry including vehicle maintenance and repair centres. The Company welcome developments, such as the one highlighted in this question, in the aftermarket industry.

4.6 Sixth Question:

While the full transition to electric vehicles (***EVs***) may take decades, there is little doubt that EV sales are growing rapidly and will continue to do so. Where does the Board/management see opportunities in the EV aftermarket, noting that EVs are said to require less maintenance tasks?

4.6.1 Mr Chong explained that EVs in their various forms – hybrid, plug-in, full EV – are a major innovation in automotive vehicle mobility. Management continues to engage its existing principals and suppliers, many of whom are first-tier parts manufacturers working closely with EV carmakers, on maintenance and replacement parts for EVs. Many of such parts, Management is informed, have patented designs and/or are manufactured using higher-tech production processes. The Group welcomes the opportunity to distribute such products made by its principals as such products generally have less competition in a fragmented aftermarket industry. It might also be too early to comment conclusively that EVs "require less maintenance tasks". Although some traditional engine-related parts will not be required, the maintenance and replacement of other parts may increase, for instance certain cooling-related and suspension parts.

4.7 There being no further questions, the Chairman thanked the shareholders for their questions. He then proceeded to introduce the motions tabled for approval at the AGM.

5. ORDINARY BUSINESS
RESOLUTION 1 - DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS

5.1 The Chairman informed the Meeting that the first item on the agenda was to receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2022, together with the Auditors' Report thereon. There being no question, the Chairman tabled the following motion to the meeting:

"THAT the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2022, together with the Auditors' Report thereon, now submitted to this meeting, be received and adopted."

5.2 The Chairman requested two shareholders to propose and second Resolution 1. The motion was proposed and seconded by two shareholders. The Chairman informed shareholders to vote for or against Resolution 1 by writing the number of shares in the poll voting slip.

6. RESOLUTION 2 - DIRECTORS' FEES

6.1 The Chairman informed the Meeting that the next item on the agenda relates to the payment of directors' fees of S$311,600/- for the financial year ended 31 December 2022. There being no question, the Chairman requested two shareholders to propose and second the motion for Resolution 2:

"THAT the payment of Directors' fees of S$311,600/- for the financial year ended 31 December 2022 be approved."

6.2 The motion was proposed and seconded by two shareholders. The Chairman informed shareholders to vote for or against Resolution 2 by writing the number of shares in the poll voting slip.

7. RESOLUTION 3 - RE-ELECTION OF CHEN TIMOTHY TECK LENG @ CHEN TECK LENG

7.1 The Chairman moved on to the next item on the agenda relating to his re-election as a director of the Company to be proposed at the meeting and he handed over the Meeting to Mr Chong. Mr Chong, informed the meeting that under Regulation 104 of the Company's Constitution, Messrs Chen Timothy Teck Leng @ Chen Teck Leng and Ong Eng Chian Kelvin, being eligible, offered themselves for re-election.

7.2 On behalf of the Chairman, Mr Chong requested two shareholders to propose and second the motion for Resolution 3:

"THAT Mr Chen Timothy Teck Leng @ Chen Teck Leng be re-elected as a director of the Company."

7.3 Mr Chong informed the meeting that if re-elected Mr Chen will remain as the member of the Audit and Risk Committee, and the Non-Executive Chairman of the Board and the Chairman of the Nomination and Remuneration Committee. Mr Chen is considered an independent director.

7.4 The motion was proposed and seconded by two shareholders and Mr Chong handed the meeting back to the Chairman.

7.5 The Chairman informed shareholders to vote for or against Resolution 3 by writing the number of shares in the poll voting slip.

8. RESOLUTION 4 - RE-ELECTION OF ONG ENG CHIAN KELVIN

8.1 The Chairman moved on to the next item on the agenda relating to the re-election of Mr Ong Eng Chian Kelvin as a director of the Company and he proposed the following motion, which was seconded by a shareholder:

"THAT Mr Ong Eng Chian Kelvin be re-elected as a director of the Company."

8.2 The Chairman informed the meeting that if re-elected, Mr Ong will remain as a member of the Executive Directors' Committee of the Company.

8.3 The Chairman informed shareholders to vote for or against Resolution 4 by writing the number of shares in the poll voting slip.

9. RESOLUTION 5 – FINAL TAX EXEMPT ONE-TIER DIVIDEND

9.1 The Chairman informed the Meeting that the next item on the agenda relates to the recommendation of a final tax exempt one-tier dividend of S$0.0085 per ordinary share for financial year ended 31 December 2022.

9.2 The Chairman informed the meeting that the final tax exempt one-tier dividend, if approved, will be paid on 17 May 2023 to the shareholders of the Company whose names appear in the Register of Members of the Company at 5:00 pm on 9 May 2023.

9.3 There being no question, the Chairman proposed the following motion, which was seconded by a shareholder:

"That the final tax exempt one-tier dividend of S$0.0085 per ordinary share for the financial year ended 31 December 2022 be declared."

9.4 The Chairman informed shareholders to vote for or against Resolution 5 by writing the number of shares in the poll voting slip.

10. RESOLUTION 6 - RE-APPOINTMENT OF KPMG LLP AS AUDITORS

10.1 The Chairman moved on to the next item on the agenda relating to the re-appointment of KPMG LLP as auditors of the Company and to authorise the directors to fix their remuneration. KPMG LLP had expressed their willingness to continue as auditors of the Company. There being no question, the Chairman proposed the following motion, which was seconded by a shareholder:

"THAT KPMG LLP be re-appointed as auditors of the Company for the ensuing year and that the Directors be authorised to fix their remuneration."

10.2 The Chairman informed shareholders to vote for or against Resolution 6 by writing the number of shares in the poll voting slip.

11. ANY OTHER BUSINESS

11.1 As no notice had been received in respect of any other business that may properly be transacted at an AGM, the Chairman proceeded to deal with the special business set out in the Notice.

12. SPECIAL BUSINESS
RESOLUTION 7 - AUTHORITY TO ALLOT AND ISSUE SHARES

12.1 Under section 161 of the Companies Act 1967, shareholders are to authorise the directors to issue further shares in the capital of the Company. This ordinary resolution to authorise and empower the directors to allot and issue shares in the capital of the Company and/or instruments, has been set out in the notice of AGM. With the consent of the shareholders, Resolution 7 as referred to in the Notice convening the meeting was taken as read.

12.2 The Chairman proposed the Resolution 7, which was seconded by a shareholder and informed shareholders to vote for or against Resolution 7 by writing the number of shares in the poll voting slip.

13. COUNTING OF VOTES

13.1 The shareholders were requested to ensure that the poll voting slips were completed and signed, before handing the same to the officials for the tabulation of the results of the poll.

13.2 The meeting was adjourned at 10:31 am in order for the Scrutineer to tabulate the results of the poll and the shareholders were invited to proceed for refreshments. The Chairman informed the Meeting that the meeting will continue in or about 20 minutes' time and he will announce the polling results of the resolutions to be passed at this meeting.

14. POLLING RESULTS

14.1 The meeting resumed at 10:55 am and the Chairman informed the meeting that the Scrutineer had informed that the votes have been counted and verified and he will declare the results of poll on votes casted by the shareholders.

14.2 ORDINARY RESOLUTION 1

The votes cast "For"	:	100.000%
The votes cast "Against"	:	0.000%

Based on the results of the poll, the Chairman declared Ordinary Resolution 1 carried.

14.3 ORDINARY RESOLUTION 2

The votes cast "For"	:	100.000%
The votes cast "Against"	:	0.000%

Based on the results of the poll, the Chairman declared Ordinary Resolution 2 carried.

14.4 ORDINARY RESOLUTION 3

The votes cast "For"	:	100.000%
The votes cast "Against"	:	0.000%

Based on the results of the poll, the Chairman declared Ordinary Resolution 3 carried.

14.5 ORDINARY RESOLUTION 4

The votes cast "For"	:	99.004%
The votes cast "Against"	:	0.996%

Based on the results of the poll, the Chairman declared Ordinary Resolution 4 carried.

14.6 ORDINARY RESOLUTION 5

The votes cast "For"	:	100.000%
The votes cast "Against"	:	0.000%

Based on the results of the poll, the Chairman declared Ordinary Resolution 5 carried.

14.7 ORDINARY RESOLUTION 6

The votes cast "For"	:	100.000%
The votes cast "Against"	:	0.000%

Based on the results of the poll, the Chairman declared Ordinary Resolution 6 carried.

14.8 ORDINARY RESOLUTION 7

The votes cast "For"	:	98.821%
The votes cast "Against"	:	0.996%

Based on the results of the poll, the Chairman declared Ordinary Resolution 7 carried.

15. CONCLUSION OF MEETING

There being no further business, the Chairman declared the meeting closed at 10:57 am and informed the Meeting that the minutes of the Meeting would be made available on the Company's website and on SGXNet within one month form the date of the AGM. He then thanked all for participating in the Meeting.

Confirmed by:

Mr Chen Timothy Teck Leng @ Chen Teck Leng
Chairman of Tye Soon Limited