

**SUTL Enterprise Limited**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 199307251M)

**Resolutions Passed or Not Passed at Annual General Meeting Held on 25 April 2019**

The Board of Directors of SUTL Enterprise Limited (the “**Company**”) wishes to announce that at the Annual General Meeting of the Company held on 25 April 2019 (the “**AGM**”), all the resolutions relating to the matters set out in the Notice of Annual General Meeting dated 10 April 2019, save for Ordinary Resolution 10, were passed on a poll vote. Ordinary Resolution 10 was put to a poll vote and was not passed. The scrutineer appointed for the AGM was Moore & Stephens LLP.

Results of the Poll

The results of the poll on the resolutions put to the vote at the AGM are set out below for information:

Resolution number and details	Total number of Shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
<b>Ordinary Resolution 1:</b>  Adoption of Directors’ Statement and Audited Financial Statements for the year ended 31 December 2018 and the Auditors’ Report thereon	49,318,042	49,318,042	100.00	0	0.00
<b>Ordinary Resolution 2:</b>  Approval of a final dividend at 2 cents per ordinary share for the year ended 31 December 2018	50,047,942	50,047,942	100.00	0	0.00
<b>Ordinary Resolution 3:</b>  Approval of Directors’ Fees of S\$272,199 for the year ended 31 December 2018	48,792,342	48,772,242	99.96	20,100	0.04

<b>Ordinary Resolution 4:</b> Re-election of Director – Mr. Tay Teng Guan Arthur	48,792,442	48,792,442	100.00	0	0.00
<b>Ordinary Resolution 5:</b> Re-election of Director – Mr. Tay Teng Hock	48,372,342	48,372,342	100.00	0	0.00
<b>Ordinary Resolution 6:</b> Re-appointment of auditors Messrs Ernst & Young LLP and to authorise the Directors to fix their remuneration	48,669,442	48,669,442	100.00	0	0.00
<b>Ordinary Resolution 7:</b> Authority to issue and allot shares pursuant to Section 161 of the Companies Act, Cap. 50	48,772.342	48,349,742	99.13	422,600	0.87
<b>Ordinary Resolution 8:</b> Authority to offer and grant options, and issue shares, in accordance with the Share Option Scheme 2011	48,464,942	48,238,842	99.16	408,100	0.84
<b>Ordinary Resolution 9:</b> Authority to purchase shares pursuant to the Share Purchase Mandate	48,772,442	48,772,442	100.00	0	0.00
<b>Ordinary Resolution 10:</b> Authority to enter into interested	652,500	249,400	38.22	403,100	61.78

person transactions pursuant to the Interested Person Transactions Mandate					
<b>Ordinary Resolution 11:</b>  Proposed grant of options under the Share Option Scheme 2011 in respect of 250,000 shares to Mr Tay Teng Guan Arthur, a Controlling Shareholder of the Company	2,538,000	2,037,900	80.30	500,100	19.70
<b>Ordinary Resolution 12:</b>  Proposed grant of options under the Share Option Scheme 2011 in respect of 100,000 shares to Mr Tay Teng Hock, an Associate of a Controlling Shareholder of the Company	1,282,500	782,400	61.01	500,100	38.99

Details of Parties who are Required to Abstain from Voting on any Resolution(s)

**Ordinary Resolution 8: Authority to offer and grant options in accordance with the Share Option Scheme 2011**

Shareholders of the Company who are eligible to participate in the Share Option Scheme 2011 abstained from voting on Ordinary Resolution 8. Directors of the Company and its subsidiaries and certain employees of the Company and its subsidiaries are eligible to participate in the Share Option Scheme 2011. An aggregate of 144,000 ordinary shares in the Company were held by the Directors of the Company who were present at the AGM, which comprised the shareholding interests of Mr Lew Syn Pau holding a direct interest in 100,000 ordinary shares and a deemed interest in 44,000 ordinary shares. An aggregate of 80,000 ordinary shares in the Company were held by the employees of the Company and its subsidiaries who were present at the AGM.

**Ordinary Resolution 10: Authority to enter into interested person transactions pursuant to the Interested Person Transactions Mandate**

SUTL Global Pte. Ltd. holding 47,389,942 ordinary shares in the Company, being interested in Ordinary Resolution 10, had abstained from voting thereof.

**Ordinary Resolutions 11 and 12: Proposed grant of options under the Share Option Scheme 2011 to Mr Tay Teng Guan Arthur, a Controlling Shareholder of the Company, and Mr Tay Teng Hock, an Associate of a Controlling Shareholder of the Company**

Mr Tay Teng Guan Arthur and Mr Tay Teng Hock, who are proposed to receive option(s) under the Share Option Scheme 2011, and their associates, abstained from voting on Ordinary Resolutions 11 and 12. SUTL Global Pte. Ltd. holding 47,389,942 ordinary shares in the Company had abstained from voting on Ordinary Resolutions 11 and 12.

Shareholders of the Company who are eligible to participate in the Share Option Scheme 2011 abstained from voting on Ordinary Resolutions 11 and 12. Directors of the Company and its subsidiaries and certain employees of the Company and its subsidiaries are eligible to participate in the Share Option Scheme 2011. An aggregate of 144,000 ordinary shares in the Company were held by the Directors of the Company who were present at the AGM, which comprised the shareholding interests of Mr Lew Syn Pau holding a direct interest in 100,000 ordinary shares and a deemed interest in 44,000 ordinary shares. An aggregate of 80,000 ordinary shares in the Company were held by the employees of the Company and its subsidiaries who were present at the AGM.

Directors who were Re-elected

Mr. Tay Teng Guan Arthur, Executive Director and Chief Executive Officer of the Company, who was re-elected as a Director of the Company, will remain as a member of the Nominating Committee.

Mr. Tay Teng Hock, a Non-Executive Director of the Company, who was re-elected as a Director of the Company, will remain as a Non-Executive Director of the Company.

BY ORDER OF THE BOARD

TAY TENG GUAN ARTHUR  
Executive Director

25 April 2019