

**SINGAPORE KITCHEN EQUIPMENT LIMITED**  
(Company Registration No. 201312671M)  
(Incorporated in Singapore)  
(the “Company”)

**MINUTES OF ANNUAL GENERAL MEETING**

- Mode of Meeting : Electronic means via live audio-visual webcast or live audio-only stream
- Date : Saturday, 6 November 2021
- Time : 4.00 p.m.
- Present via webcast : Board of Directors  
Mr Lim Chee San (Independent Non-Executive Chairman)  
Ms Chua Chwee Choo (Executive Director and Chief Executive Officer)  
Mr Lee Chong Hoe (Executive Director)  
Mr Ng How Hwan, Kevin (Independent Non-Executive Director)  
Mr Ang Chiang Meng (Independent Non-Executive Director)  
Mr Choo Kok Kiong (Independent Non-Executive Director)
- Present via webcast : \*Shareholders  
As per attendance list
- In Attendance via webcast : Ms Wong Yoen Har (Company Secretary)
- By Invitation via webcast : Group Chief Financial Officer - Ms Serine Yeo Ngen Huay  
\*Sponsor – RHT Capital Pte. Ltd.  
\*Auditors – BDO LLP  
\*Polling Agent – Boardroom Corporate & Advisory Services Pte. Ltd.  
\*Scrutineer – DrewCorp Services Pte Ltd  
\*Other invitees as per attendance list

*\*Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, names of the shareholders and professionals who have attended the Annual General Meeting by electronic means would not be published in this set of minutes.*

**WELCOME ADDRESS**

Mr Lim Chee San, Chairman of the Meeting (the “Chairman”), welcomed all present to the virtual Annual General Meeting of the Company (“AGM” or the “Meeting”). He introduced the members of the Board of Directors, Group Chief Financial Officer, the Sponsor, the Auditors, the Polling Agent and the Scrutineer to all present.

**QUORUM**

As a quorum was present, the Chairman declared the Meeting open at 4.00 p.m. Members who have accessed the AGM electronically would be treated as present and be named in the attendance list.

**NOTICE OF MEETING**

The Notice of Meeting dated 22 October 2021, which had been issued and made available to all shareholders by publication on the Company’s website and SGXNET, was taken as read.

## **PROCEDURES OF MEETING**

The Chairman briefed the shareholders on the procedures of the Meeting and informed that shareholders who attended the AGM by way of electronic means would be treated as present and their names would appear in the attendance list.

The Chairman informed that due to current COVID-19 restriction orders in Singapore, members would not be able to attend the Meeting in person and voting will be casted by poll. All resolutions tabled at the Meeting that have been voted by poll prior to the Meeting shall be taken as deemed proposed and seconded.

The Company had appointed Boardroom Corporate & Advisory Services Pte. Ltd. as the Polling Agent and DrewCorp Services Pte Ltd as the Scrutineer for the Meeting. The Chairman informed that all votes from the proxy forms received by the Company were counted by the Polling Agent and verified by the Scrutineer prior to the Meeting. The Chairman informed that he would announce the poll results according to the votes counted and verified by the Polling Agent and Scrutineer respectively.

The Meeting was informed that there would not be a "live" question and answer session at the Meeting and the Company did not receive any questions from the shareholders prior to the AGM.

The Chairman proceeded with the business of the AGM.

## **ORDINARY BUSINESS:**

### **1. DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 TOGETHER WITH THE INDEPENDENT AUDITOR'S REPORT THEREON – ORDINARY RESOLUTION 1**

The first resolution was to receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Independent Auditor's Report thereon.

The poll results announced by the Chairman were as follows:

	<b>Number of Shares</b>	<b>Percentage (%)</b>
For	123,678,500	100.00
Against	0	0.00
Total Number of Valid Shares Cast	123,678,500	100.00

The Chairman declared Ordinary Resolution 1 was carried. It was RESOLVED:

That the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Independent Auditor's Report thereon be received and adopted.

## **VOTE OF THANKS TO THE RETIRING DIRECTOR**

Before the Chairman proceeds to the next resolution, the Chairman informed that Mr Ng How Hwan, Kevin ("Mr Ng"), had previously indicated that he would not be seeking re-election as Independent Non-Executive Director at this AGM pursuant to Article 98 of the Constitution of the Company, therefore, he would retire as Director upon the conclusion of the AGM.

On behalf of the Board of Directors, the Chairman extended their sincere thanks to Mr Ng for his past valuable contributions and services to the Company.

**2. RE-ELECTION OF MS CHUA CHWEE CHOO AS DIRECTOR PURSUANT TO ARTICLE 98 OF THE CONSTITUTION OF THE COMPANY  
- ORDINARY RESOLUTION 2**

Ordinary Resolution 2 dealt with the re-election of Ms Chua Chwee Choo as Director of the Company.

The Meeting was informed that Ms Chua Chwee Choo retires as Director of the Company pursuant to Article 98 of the Constitution of the Company and being eligible, offered herself for re-election. Ms Chua Chwee Choo would remain as Executive Director and Chief Executive Officer and considered as non-independent upon the passing of Ordinary Resolution 2.

The poll results announced by the Chairman were as follows:

	<b>Number of Shares</b>	<b>Percentage (%)</b>
For	123,678,500	100.00
Against	0	0.00
Total Number of Valid Shares Cast	123,678,500	100.00

The Chairman declared that Ordinary Resolution 2 was carried. It was RESOLVED:

That Ms Chua Chwee Choo be re-elected as Director of the Company.

**3. RE-ELECTION OF MR ANG CHIANG MENG AS DIRECTOR PURSUANT TO ARTICLE 102 OF THE CONSTITUTION OF THE COMPANY  
- ORDINARY RESOLUTION 3**

Ordinary Resolution 3 dealt with the re-election of Mr Ang Chiang Meng as Director of the Company.

The Meeting was informed that Mr Ang Chiang Meng retires as Director of the Company pursuant to Article 102 of the Constitution of the Company and being eligible, offered himself for re-election. Mr Ang Chiang Meng would remain as Independent Non-Executive Director, Chairman of the Audit Committee and member of Nominating Committee and Remuneration Committee and would be considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited ("Catalist Rules") upon the passing of Ordinary Resolution 3.

The poll results announced by the Chairman were as follows:

	<b>Number of Shares</b>	<b>Percentage (%)</b>
For	123,678,500	100.00
Against	0	0.00
Total Number of Valid Shares Cast	123,678,500	100.00

The Chairman declared that Ordinary Resolution 3 was carried. It was RESOLVED:

That Mr Ang Chiang Meng be re-elected as Director of the Company.

**4. RE-ELECTION OF MR CHOO KOK KIONG AS DIRECTOR PURSUANT TO ARTICLE 102 OF THE CONSTITUTION OF THE COMPANY  
- ORDINARY RESOLUTION 4**

Ordinary Resolution 4 dealt with the re-election of Mr Choo Kok Kiong as Director of the Company.

The Meeting was informed that Mr Choo Kok Kiong retires as Director of the Company pursuant to Article 102 of the Constitution of the Company and being eligible, offered himself for re-election. Mr Choo Kok Kiong would remain as Independent Non-Executive Director and member of the Audit Committee and Remuneration Committee and would be considered independent for the purpose of Rule 704(7) of the Catalist Rules upon the passing of Ordinary Resolution 4.

The poll results announced by the Chairman were as follows:

	<b>Number of Shares</b>	<b>Percentage (%)</b>
For	123,678,500	100.00
Against	0	0.00
Total Number of Valid Shares Cast	123,678,500	100.00

The Chairman declared that Ordinary Resolution 4 was carried. It was RESOLVED:

That Mr Choo Kok Kiong be re-elected as Director of the Company.

**5. RE-ELECTION OF MR LIM CHEE SAN AS DIRECTOR PURSUANT TO ARTICLE 102 OF THE CONSTITUTION OF THE COMPANY  
- ORDINARY RESOLUTION 5**

Ordinary Resolution 5 dealt with the re-election of Mr Lim Chee San as Director of the Company.

The Meeting was informed that Mr Lim Chee San retires as Director of the Company pursuant to Article 102 of the Constitution of the Company and being eligible, offered himself for re-election. Mr Lim Chee San would remain as Independent Non-Executive Director and Chairman of the Board and Nominating Committee and would be considered independent for the purpose of Rule 704(7) of the Catalist Rules upon the passing of Ordinary Resolution 5.

The poll results announced by the Chairman were as follows:

	<b>Number of Shares</b>	<b>Percentage (%)</b>
For	123,678,500	100.00
Against	0	0.00
Total Number of Valid Shares Cast	123,678,500	100.00

The Chairman declared that Ordinary Resolution 5 was carried. It was RESOLVED:

That Mr Lim Chee San be re-elected as Director of the Company.

**5. DIRECTORS' FEES OF UP TO S\$135,000 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020  
- ORDINARY RESOLUTION 6**

Ordinary Resolution 6 was to approve Directors' Fees. The Board had recommended the payment of up to S\$135,000 as Directors' Fees for the financial year ended 31 December 2020.

The poll results announced by the Chairman were as follows:

	<b>Number of Shares</b>	<b>Percentage (%)</b>
For	123,678,500	100.00
Against	0	0.00
Total Number of Valid Shares Cast	123,678,500	100.00

The Chairman declared that Ordinary Resolution 6 was carried. It was RESOLVED:

That the Directors' Fees of up to S\$135,000 for the financial year ended 31 December 2020 be approved for payment to the Directors.

6. **DIRECTORS' FEES OF UP TO S\$152,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021, TO BE PAID QUARTERLY IN ARREARS  
- ORDINARY RESOLUTION 7**

Ordinary Resolution 7 was to approve the Directors' fees The Board had recommended the payment of up to S\$152,000 as Directors' Fees for the financial year ending 31 December 2021, to be paid quarterly in arrears.

The poll results announced by the Chairman were as follows:

	<b>Number of Shares</b>	<b>Percentage (%)</b>
For	123,678,500	100.00
Against	0	0.00
Total Number of Valid Shares Cast	123,678,500	100.00

The Chairman declared that Ordinary Resolution 7 was carried. It was RESOLVED:

That the Directors' Fees of up to S\$152,000 for the financial year ending 31 December 2021, to be paid quarterly in arrears be approved for payment to the Directors.

7. **APPOINTMENT OF FOO KON TAN LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY IN PLACE OF THE RETIRING AUDITORS, BDO LLP TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT AGM AND TO AUTHORISE THE DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION  
- ORDINARY RESOLUTION 8**

Ordinary Resolution 8 was to approve the appointment of Foo Kon Tan LLP as the Independent Auditors of the Company in place of the retiring auditors, BDO LLP to hold office until the conclusion of the next AGM and to authorise the Directors of the Company to fix their remuneration.

The poll results announced by the Chairman were as follows:

	<b>Number of Shares</b>	<b>Percentage (%)</b>
For	123,678,500	100.00
Against	0	0.00
Total Number of Valid Shares Cast	123,678,500	100.00

The Chairman declared that Ordinary Resolution 8 was carried. It was RESOLVED:

That Foo Kon Tan LLP be appointed as Independent Auditors of the Company in place of the retiring Auditors, BDO LLP, to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.

The Board thanked BDO LLP for their past services and welcomed Foo Kon Tan LLP as the incoming Independent Auditors of the Company.

**8. ANY OTHER ORDINARY BUSINESS**

No notice of any other ordinary business was received, the Chairman proceeded to deal with the Special Business.

**SPECIAL BUSINESS:**

**9. AUTHORITY TO ISSUE NEW SHARES  
- ORDINARY RESOLUTION 9**

Ordinary Resolution 9 was to authorise the Directors to allot and issue shares pursuant to Section 161 of the Companies Act, Chapter 50, and the Catalyst Rules.

The poll results announced by the Chairman were as follows:

	<b>Number of Shares</b>	<b>Percentage (%)</b>
For	123,678,500	100.00
Against	0	0.00
Total Number of Valid Shares Cast	123,678,500	100.00

The Chairman declared that Ordinary Resolution 9 was carried. It was RESOLVED:

That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of Section B of the Singapore Exchange Securities Trading Limited Listing Manual: Rules of Catalyst (the "Catalist Rules"), the Directors of the Company be authorised and empowered to:

- (a) (i) 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 Instruments 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 to be issued other than on a pro rata basis to 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 calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) 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) 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 the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution of the Company; 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.

**10. AUTHORITY TO OFFER AND GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE SINGAPORE KITCHEN EQUIPMENT PERFORMANCE SHARE PLAN - ORDINARY RESOLUTION 10**

The final item on the agenda dealt was to authorise the Directors to offer and grant awards in accordance with the provisions of the prevailing Singapore Kitchen Equipment Performance Share Plan and to allot and issue and/or deliver such number of fully-paid shares in the form of existing shares held as treasury shares and/or new shares as may be required to be delivered pursuant to the vesting of the awards under the Performance Share Plan.

The poll results announced by the Chairman were as follows:

	<b>Number of Shares</b>	<b>Percentage (%)</b>
For	123,678,500	100.00
Against	0	0.00
Total Number of Valid Shares Cast	123,678,500	100.00

The Chairman declared that Ordinary Resolution 10 was carried. It was RESOLVED:

That pursuant to Section 161 of the Companies Act, Chapter 50, the Directors of the Company be authorised and empowered to offer and grant awards in accordance with the provisions of the prevailing Singapore Kitchen Equipment Performance Share Plan ("PSP") and (notwithstanding the authority conferred by this resolution may have ceased to be in force) to allot and issue and/or deliver such number of fully-paid shares in the form of existing shares held as treasury shares and/or new shares as may be required to be delivered pursuant to the vesting of the awards under the PSP, provided always that the aggregate number of shares (comprising new shares and/or treasury shares) to be delivered pursuant to the PSP, when added to the number of new shares issued and issuable and the number of treasury shares delivered pursuant to all other share schemes of the Company for the time being in force, shall not exceed fifteen per cent (15%) of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 the earlier.

## **CONCLUSION**

The Chairman informed that the Company will publish minutes of the Meeting on the SGXNET and the Company's website. The Chairman thanked everyone for their attendance and hoped everyone will stay healthy and safe during this time.

There being no other business to be transacted, the Chairman declared the Meeting closed at 4.11 p.m.

## **CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD**

**LIM CHEE SAN**  
**CHAIRMAN**

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*This announcement has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this announcement. This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The details of the contact person for the Sponsor are as follows:*

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