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

MINUTES OF ANNUAL GENERAL MEETING

Date and Time	:	Monday, 28 November 2022 at 10.00 a.m. (Singapore Time)
Place	:	26 Tai Seng Street, #07-02 J'Forte, Singapore 534057
Present	:	As set out in the attendance records maintained by the Company (Due to the restriction 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pursuant to the provision of the Personal Data Protection Act 2012, the names of the attendees of this meeting will not be published in these minutes)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 shareholders who had joined the Annual General Meeting ("**AGM**" or the "**Meeting**").

QUORUM

The Chairman acknowledged and thanked the shareholders who had registered and attended the AGM. The Chairman sought the confirmation of the Company Secretary that a quorum was present and the Company Secretary confirmed that the quorum necessary for a general meeting as set out in the constitution of the Company was present. Therefore, the Chairman declared the AGM open at 10.00 a.m.

The Chairman introduced her fellow Board members (Mr. Chay Yiowmin **("Mr. Chay")**, Lead Independent Director and Chairman of the Audit Committee, Mr. Sim Eng Huat **("Mr. Sim")**, Independent Director and Chairman of Nominating Committee and Ms. Gillian Ng Lee Eng **(Ms. Gillian Ng)**, Independent Director and Chairman of the Remuneration Committee) who attended the Meeting. She added that the Company's Group Chief Financial Officer, Mr. Lim Koon Hock, Company Secretary, Ms. Shirley Lim Guat Hua, representatives from the auditors, Messrs Mazars LLP, representatives from the Company's Sponsor, Evolve Capital Advisory Private Limited, representatives from the Share Registrar, B.A.C.S. Private Limited, and the Scrutineer from Agile 8 Advisory Pte. Ltd. had also attended the Meeting.

NOTICE OF MEETING

With the concurrence of the Meeting, the notice of the AGM dated 11 November 2022 ("**Notice of AGM**") published on the SGXNet, was taken as read.

Ms. Wendy Ho, being the Chairman of the Meeting informed the shareholders that all the resolutions tabled at the Meeting would be voted on by way of a poll in compliance with Article 66 of the Company's Constitution and Rule 730A(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

The Chairman informed shareholders that in her capacity as Chairman of the Meeting, she had been appointed as a proxy by a few shareholders and had cast the votes on the resolutions in accordance with the specific instructions of those shareholders.

The Meeting was further informed that B.A.C.S. Private Limited and Agile 8 Advisory Pte. Ltd. were appointed as Polling Agent and Scrutineer respectively.

ADVANCE QUESTIONS AND ANSWERS

The Chairman informed that the Company have not received any questions from shareholders prior to this AGM.

The Chairman then invited Mr. Chay, Lead Independent Director and Chairman of the Audit Committee, to assist her in chairing the AGM.

Mr. Chay informed that to streamline the proceedings, he, in his capacity as Chairman of the Meeting, would be proposing all motions on the agenda and no seconder would be called as it is not required by law.

Mr. Chay informed shareholders that all resolutions put forth for voting in the AGM would be carried out after each resolution has been proposed and questions raised (if any) have been answered. He then proceeded with the items on the agenda.

ORDINARY BUSINESS

ORDINARY RESOLUTION 1:
ADOPTION OF THE DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022 TOGETHER WITH THE AUDITORS' REPORT THEREON

The first item on the agenda was to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2022 together with the Auditors' Report thereon.

The reports and the Audited Financial Statements were set out on pages 39 to 111 of the Annual Report.

Mr. Chay proposed the motion and proceeded to put the following resolution to vote. Shareholders were invited to ask questions regarding this resolution.

"THAT the Directors' Statements and Audited Financial Statements for the year ended 31 March 2022 together with the Auditors' Report thereon be received and adopted"

As no question was raised by shareholders, Mr. Chay proceeded with the second item on the Agenda.

ORDINARY RESOLUTION 2:
APPROVAL OF DIRECTORS' FEES OF UP TO S$150,000 FOR THE FINANCIAL YEAR ENDING 31 MARCH 2023

Ordinary Resolution 2 dealt with the approval of Directors' fees for the financial year ending 31 March 2023. The Board had recommended the payment of Directors' fees of up to S$150,000 for the financial year ending 31 March 2023.

Mr. Chay proposed the motion and proceeded to put the following resolution to vote. Shareholders were invited to ask questions regarding this resolution.

"THAT the Directors' fees of up to S$150,000 for the financial year ending 31 March 2023 be approved."

As no question was raised by shareholders, Mr. Chay proceeded with the third item on the Agenda.

RETIREMENT OF DIRECTOR – MS. GILLIAN NG LEE ENG

Mr. Chay informed shareholders that Ms. Gillian Ng Lee Eng **("Ms. Gillian Ng**") who is retiring by rotation pursuant to Article 98 of the Company Constitution has indicated that she will not be seeking re-election as a Director of the Company and will retire at the conclusion of the AGM.

Following Ms. Gillian Ng's retirement, she will also cease as the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees.

On behalf of the Board, Mr. Chay thanked Ms. Gillian Ng for her valuable contributions during her tenure as an Independent Non-Executive Director, Chairman of the Remuneration Committee as well as a member of the Audit and Nominating Committees.

As resolution 3 was related to Mr. Chay's continued appointment as an Independent Director of the Company, Mr. Chay handed the Meeting to Mr. Sim to Chair this resolution.

ORDINARY RESOLUTION 3:
RE-ELECTION OF MR. CHAY YIOWMIN AS A DIRECTOR

Ordinary Resolution 3 dealt with the re-election of Mr. Chay Yiowmin **("Mr. Chay")** as a Director of the Company. Mr. Chay, who was retiring as a Director of the Company in accordance with Article 102 of the Company's Constitution of the Company, had signified his consent to continue in office.

Mr. Sim informed shareholders that Mr. Chay would, upon his re-election as a Director of the Company, remain as Lead Independent Non-Executive Director, Chairman of the Audit Committee and a member of the Nominating and Remuneration Committee.

Mr. Sim proposed the motion and proceeded to put the following resolution to vote. Shareholders were invited to ask questions regarding this resolution.

"THAT Mr. Chay Yiowmin be re-relected as a Director of the Company."

As no question was raised by shareholders, Mr. Sim handed the Meeting back to Mr. Chay to continue with the remaining agenda of the Meeting.

RE-APPOINTMENT OF AUDITORS – MESSRS MAZARS LLP

Mr. Chay informed shareholders that Messrs Mazars LLP had expressed that they will not be seeking re-appointment as auditor of the Company and will retire at the conclusion of the AGM.

It was noted that the Company is in the midst of identifying a suitable auditing firm and will make further announcement(s) when the new Auditor has been identified.

On behalf of the Board, Mr. Chay thanked the auditors for their hard work and efforts to finalise the audit for the financial year ended 31 March 2022.

ORDINARY RESOLUTION 4:
RE-ISSUED AND RESTATED DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2019 TOGETHER WITH THE AUDITORS' REPORT THEREON

The last item of the ordinary business was to receive and adopt the re-issued and restated Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2019 together with the Auditors' Report thereon.

Mr. Chay informed shareholders that ordinary resolution 4 proposed in item 6(a), if passed, will authorise and empower the Directors, Secretary or any person designated by the Company to lodge the requisite notice with the Accounting and Corporate Regulatory Authority.

Mr. Chay proposed the motion and proceeded to put the following resolution to vote. Shareholders were invited to ask questions regarding this resolution.

"THAT the re-issued and restated Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2019 together with the Auditors' Report thereon be received and adopted."

ANY OTHER ORDINARY BUSINESS

As no notice of any other ordinary business was received, the Meeting proceeded to the Ordinary Resolution on the Special Business.

SPECIAL BUSINESS

ORDINARY RESOLUTION 5:
AUTHORITY TO ALLOT AND ISSUE SHARES AND CONVERTIBLE SECURITIES

Ordinary resolution 5 was to seek shareholders' approval to authorise the Directors to allot and issue shares and convertible securities in the Company pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual Section B: Rules of Catalist of the SGX-ST.

It was noted that this mandate would provide flexibility and discretion to the Directors to issue additional shares at short notice, for the benefit of the Company and its shareholders.

Mr. Chay informed that the full text of this resolution was set out in item 7 of the notice of AGM on pages 114 and 115 of the Annual Report.

Mr. Chay proposed the motion and proceeded to put the following resolution to vote. Shareholders were invited to ask questions regarding this resolution.

"THAT Resolution 5 as set out in item 7 of the Notice of AGM be approved"

As no question was raised by shareholders, Mr. Chay proceeded with the last item on the Agenda.

ORDINARY RESOLUTION 6:
AUTHORITY TO ISSUE SHARES UNDER THE MARY CHIA HOLDINGS LIMITED PERFORMANCE SHARE PLAN 2022

The last item of the special business was to seek shareholders' approval to empower the Directors to allot and issue shares in the Company of up to a number not exceeding in total fifteen per cent (15%) of the total number of issued shares (excluding Treasury Shares and subsidiary holdings) in the share capital of the Company from time to time pursuant to the vesting of Awards under the Performance Share Plan 2022 (the **"PSP 2022"**).

Directors and Executives who are shareholders and eligible to participate in the PSP 2022 abstained from voting on this resolution.

Mr. Chay informed that the full text of this resolution was set out in item 8 of the notice of AGM on page 115 of the Annual Report.

Mr. Chay proposed the motion and proceeded to put the following resolution to vote. Shareholders were invited to ask questions regarding this resolution.

"THAT Resolution 6 as set out in item 8 of the Notice of AGM be approved"

As no question was raised by shareholders, Mr. Chay informed that all resolutions tabled at the AGM have been proposed and put forth for voting.

POLLING

The scrutineer briefed the meeting on the procedures for poll voting.

As there were no questions raised as to poll voting procedures, the AGM proceeded with the formalities of conducting the poll.

Mr. Chay declared the collection of poll voting slips closed once all poll voting slips were collected by the scrutineer.

The AGM was adjourned pending the results of the votes on the resolutions.

RESULTS OF THE ANNUAL GENERAL MEETING

Mr. Chay re-convened the AGM and announced the results of the poll as follows:

Ordinary 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 the total number of votes for and against the resolution (%)	Number of shares	As a percentage of the total number of votes for and against the resolution (%)
Ordinary Business					
Resolution 1 To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2022 together with the Auditors' Report thereon.	188,127,705	188,127,705	100.00%	0	0.00%

Resolution 2 To approve the payment of Directors' fees of up to S$150,000 for the financial year ending 31 March 2023 (FY2022: S$105,000).	188,127,705	188,127,705	100.00%	0	0.00%
Resolution 3 To re-elect Mr Chay Yiowmin as a Director.	188,127,705	188,127,705	100.00%	0	0.00%
Resolution 4 To receive and adopt the re-issued and restated Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2019 together with the Auditors' Report thereon.	188,127,705	188,127,705	100.00%	0	0.00%
Special Business					
Resolution 5 To authorise Directors to allot and issue shares.	188,127,705	188,127,705	100.00%	0	0.00%
Resolution 6 To authorise Directors to issue shares under the Mary Chia Holdings Limited Performance Share Plan 2022.	145,694,372	145,694,372	100.00%	0	0.00%

CLOSURE OF MEETING

There being no other business to transact, the formality of business of the AGM had been concluded. On behalf of the Chairman, Mr. Chay declared the Meeting closed at 10.45 a.m., and he thanked all present for their attendance and participation.

Confirmed as a true record of the proceedings

Ho Yow Ping (He YouPing)
Chairman of the Meeting