

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 Thirteenth Annual General Meeting of SHENG SIONG GROUP LTD. (the "Company") will be convened at 6 Mandai Link, Singapore 728652 on Thursday, 25 April 2024 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 2023 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a final (one-tier tax exempt) dividend of 3.20 cents per ordinary share for the financial year ended 31 December 2023. **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to Regulation 89 of the Company's Constitution (the "Constitution"):
Regulation 89
Ms. Lin Ruiwen **(Resolution 3)**
Mr. Chee Teck Kwong Patrick **(Resolution 4)**
Mr. Tan Huay Lim **(Resolution 5)**
[See Explanatory Note (i)]
- To approve the payment of Directors' fees of S\$300,000 for the financial year ended 31 December 2023 (2022: S\$300,000). **(Resolution 6)**
- To re-appoint Messrs. KPMG LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- 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 8)**

By Order of the Board

Mr. Lim Hock Chee
Chief Executive Officer
Singapore, 3 April 2024

Explanatory Notes:

- Ms. Lin Ruiwen, will upon re-election as a Director of the Company, remain as the Executive Director of the Company.
Mr. Chee Teck Kwong Patrick, will upon re-election as a Director of the Company, remain as the Lead Independent Director, the Chairman of the Nominating Committee and a member each of the Audit and Risk Committee and Remuneration Committee. The Board considers Mr. Chee Teck Kwong Patrick to be independent for the purposes of Rule 704(8) of the Listing Manual.
Mr. Tan Huay Lim, will upon re-election as a Director of the Company, remain as the Independent Director, the Chairman of the Audit and Risk Committee and a member each of the Nominating Committee and Remuneration Committee. The Board considers Mr. Tan Huay Lim 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 2023 for the detailed information for Ms. Lin Ruiwen, Mr. Chee Teck Kwong Patrick and Mr. Tan Huay Lim as required pursuant to Rule 720(6) of the Listing Manual of SGX-ST.
- The Ordinary Resolution 8 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 the 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 8 is passed.

Notes:

- The members of the Company are invited to **attend physically** at the Annual General Meeting ("AGM"). **There will be no option for the members to participate virtually.** Printed copies of the Notice of AGM and Proxy Form will be sent to the members of the Company whereas, the Annual Report for the financial year ended 31 December 2023 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 AGM and Proxy Form will also be made available on the SGX website at the <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 (2) proxies to attend and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.

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

Where a member (whether individual or corporate) appoints more than one (1) 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. Where such member appoints more than one (1) proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the AGM. Where such member appoints two (2) proxies, the proportion of his/her shareholding to be represented by each proxy shall be specified in the Proxy Form.

*"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

- A proxy 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.
In each case, not less than seventy-two (72) hours before the time appointed for holding the AGM, i.e., by 10:00 a.m. on 22 April 2024 and in default the Proxy Form for the AGM shall not be treated valid.
Members are strongly encouraged to submitted completed proxy forms electronically via email. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
- The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.
- Persons who hold Shares through relevant intermediaries (including CPF and SRS investors) and wish to exercise their voting should approach their respective relevant intermediaries (which would include CPF and SRS operators) through which they hold such Shares at least seven (7) working days before the AGM to submit their voting instructions in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form for appointment of proxy to vote on their behalf by 10.00 a.m. on 15 April 2024.
- A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.
- Members, including CPF and SRS investors who wish to submit their questions by post or by email are required to indicate their full names (for individuals)/company names (for corporate), NRIC/Passport/Company Registration Numbers, contact numbers, shareholding types and number of Shares held together with their submission of question, to the Company's Share Registrar address or email address provided. Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), excluding CPF and SRS investors, should contact their respective relevant intermediaries to submit their questions based on the abovementioned instructions.
- Members may submit questions relating to the Annual Report and resolutions set out in the Notice in advance:
(a) by email to investor.relations@shengsiong.com.sg; or
(b) by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue Keppel Bay Tower #14-03/07 Singapore 098632.

All questions must be submitted by 11 April 2024.

Members, including CPF and SRS investors who wish to submit their questions by post or by email are required to indicate their full names (for individuals)/company names (for corporate), NRIC/Passport/Company Registration Numbers, contact numbers, shareholding types and number of Shares held together with their submission of question, to the Company's Share Registrar address or email address provided. Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), excluding CPF and SRS investors, should contact their respective relevant intermediaries to submit their questions based on the abovementioned instructions.

The Company will endeavour to address the substantial and relevant questions from members soonest possible and in any case, not later than 48 hours before the closing date and time for the lodgement of Proxy Forms. The responses to questions from members will be posted on the SGXNet and the Company's website. Any subsequent clarifications sought by the members after 11 April 2024 will be addressed at the AGM. The Minutes of the AGM will be published on the SGXNet and the Company's website within one (1) month after the date of the AGM.

Personal Data Privacy:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), 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) 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.