

**GOODLAND GROUP LIMITED**  
(Company Registration No. 200405522N)  
(Incorporated in Singapore)

**MINUTES FOR THE ANNUAL GENERAL MEETING**

<b>PLACE</b>	:	Seletar Country Club, 101 Seletar Club Road, Seletar Room, Level 2, Singapore 798273
<b>DATE</b>	:	Thursday, 19 January 2023
<b>TIME</b>	:	9.00 a.m.
<b>PRESENT</b>	:	As per attendance list.
<b>IN ATTENDANCE</b>	:	As per attendance list.
<b>CHAIRMAN</b>	:	Mr Ben Tan Chee Beng

**QUORUM**

As a quorum was present, the Chairman declared the meeting open at 9.00 a.m.

**INTRODUCTION**

Before proceeding with the matters stated in the Notice of the meeting, the Chairman introduced the Directors, Chief Financial Officer and Representative of the Auditor, Mr Ong Soo Ann present to the shareholders and all those present for their attendance at this Meeting.

**NOTICE**

The Notice convening the Meeting was taken as read.

**VOTING BY WAY OF A POLL**

The Chairman of the Meeting informed the shareholders that he had been appointed as proxy by some shareholders and he would be voting in accordance with their instructions.

Shareholders were informed that with effect from 1 August 2015, all voting at general meetings of listed companies must be done by way of a poll. All motions to be tabled at the meeting would be voted by way of a poll. The poll would be carried out with a view to enhancing the transparency of voting results as well as according due respect to the full voting rights of Shareholders.

If a shareholder is attending in person or is validly appointed proxy for this AGM, he or she would have been handed the poll voting slips at the registration desk when signing-in earlier.

The shareholders were informed that Agile 8 Advisory Pte Ltd and B.A.C.S Private Limited have been appointed as scrutineers and polling agent respectively.

Before dealing with the business of this meeting, a representative from Agile 8 Advisory Pte Ltd gave an explanation to the shareholders on the poll voting procedure.

As the poll procedures would require time to complete, the Chairman directed that the poll on each motion be taken after all the motions had been formally proposed and seconded.

**ORDINARY BUSINESS:**

**1. DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS – ORDINARY RESOLUTION 1**

The Meeting proceeded to receive and consider the Directors' Statement and Audited Financial Statement for the financial year ended 30 September 2022 and the Auditors' Report.

The motion was proposed by the Chairman and seconded by Ms Ni Ni Aung.

There being no questions raised by the shareholders, the Chairman proceeded to the next motion.

**2. PAYMENT OF A FINAL TAX-EXEMPT (ONE TIER) DIVIDEND – ORDINARY RESOLUTION 2**

The Directors had recommended the payment of a final tax-exempt (one-tier) dividend of 0.55638 Singapore cent per ordinary share for the financial year ended 30 September 2022.

The dividend if approved, would be paid on or about 9 February 2023 and 5 April 2023 of 0.27819 Singapore cent each respectively.

The motion was proposed by the Chairman and seconded by Ms Tay Mei Ching.

There being no questions raised by the shareholders, the Chairman proceeded to the next motion.

**3. APPROVAL OF PAYMENT OF DIRECTORS' FEES – ORDINARY RESOLUTION 3**

The Directors had recommended the payment of a sum of S\$188,000 as Directors' fees for the financial year ending 30 September 2023.

The motion was proposed by the Chairman and seconded by Mr Low Sing Khiang.

There being no questions raised by the shareholders, the Chairman proceeded to the next motion.

**4. RE-ELECTION OF MR TAN CHEE BENG AS A DIRECTOR – ORDINARY RESOLUTION 4**

Mr Tan Chee Beng informed the shareholders that as Resolution 4 dealt with his re-election as a Director of the Company. Dr Alvin Tan Chee Tiong, Chief Executive Officer of the Company, took over the Chairmanship for this motion.

The Meeting has informed that Mr Tan Chee Beng, who is due for retirement as a Director of the Company pursuant to Regulation 98 of the Company's Constitution, had signified his consent to continue in office.

The motion was proposed by Dr Alvin Tan Chee Tiong and seconded by Mr Tan Whee Li.

There being no questions raised by the shareholders, Dr Alvin Tan Chee Tiong returned the chairmanship to Mr Tan Chee Beng.

Mr Tan Chee Beng resumed the chairmanship to deal with the remaining motions.

**5. RE-ELECTION OF MS MELANIE TAN BEE BEE AS A DIRECTOR – ORDINARY RESOLUTION 5**

The Meeting has informed that Ms Melanie Tan Bee Bee, who is due for retirement as a Director of the Company pursuant to Regulation 98 of the Company's Constitution, had signified her consent to continue in office.

The motion was proposed by the Chairman and seconded by Ms Germaine Ang Rui Si.

There being no questions raised by the shareholders, the Chairman proceeded to the next motion.

**6. RE-ELECTION OF MR YEO ENG CHING DANNY AS A DIRECTOR – ORDINARY RESOLUTION 6**

The Meeting has informed that Mr Yeo Eng Ching Danny, who is due for retirement as a Director of the Company pursuant to Regulation 102 of the Company's Constitution, had signified his consent to continue in office.

Mr Yeo Eng Ching Danny will, upon re-election as a Director of the Company, remain as a member of the Audit Committee, Remuneration Committee and Nominating Committee and he will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The motion was proposed by the Chairman and seconded by Ms Ni Ni Aung.

There being no questions raised by the shareholders, the Chairman proceeded to the next motion.

**7. RE-APPOINTMENT OF AUDITORS – ORDINARY RESOLUTION 7**

Shareholders were informed that the retiring auditors, Messers Foo Kon Tan LLP, have expressed their willingness to continue in office and to authorise the Directors to fix their remuneration.

The motion was proposed by the Chairman and seconded by Ms Tan Seok Fang.

There being no questions raised by the shareholders, the Chairman proceeded to the next motion.

**ANY OTHER BUSINESS**

As no notice of any other ordinary business has been received by the Secretary, the meeting proceeded to deal with the special business of the meeting.

**SPECIAL BUSINESS:**

**8. AUTHORITY TO ALLOT AND ISSUE SHARES – ORDINARY RESOLUTION 8**

Resolution 8 is to authorise and empower the Directors to issue shares up to 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company on a pro-rata basis with a sub-limit of 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company for issues other than on a pro-rata basis.

The shareholders were informed that the text of the resolution is set out under item 8 in the Notice of this meeting.

The motion was proposed by the Chairman and seconded by Ms Lim Mee Keng.

There being no questions raised by the shareholders, the Chairman proceeded to the next motion.

**9. RENEWAL OF SHARE BUY-BACK MANDATE – ORDINARY RESOLUTION 9**

Resolution 9 is to approve the proposed renewal of Share Buy-Back Mandate.

The shareholders were informed that the text of the resolution is set out under item 9 in the Notice of this meeting.

The motion was proposed by the Chairman and seconded by Ms Germaine Ang Rui Si.

There being no questions raised by the shareholders, the Chairman proceeded with the conduct of the poll.

**CONDUCT OF POLL**

The poll on the motion for resolutions was duly conducted.

**ADJOURNMENT OF AGM**

The AGM was adjourned at 9.15 a.m. for the counting of votes.

The Meeting resumed at 9.25 a.m. for the results of the poll to be declared.

**RESULTS OF POLL**

Following the tabulation of votes, the results of the poll were read:

**Ordinary Resolution 1: Directors' Statement and the Audited Financial Statements for the financial year ended 30 September 2022**

	Votes	%
No. of votes for:	295,125,974	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>295,125,974</b>	<b>100.00</b>

Based on the result of the poll, the Chairman declared the Ordinary Resolution 1 carried unanimously by way of a poll:

**"IT WAS RESOLVED** that the Directors' Statement and Audited Financial Statements for the year ended 30 September 2022 together with the Auditors' Report be received and adopted."

**Ordinary Resolution 2: Payment of a Final Tax-Exempt (One Tier) Dividend**

	Votes	%
No. of votes for:	295,125,974	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>295,125,974</b>	<b>100.00</b>

Based on the result of the poll, the Chairman declared the Ordinary Resolution 2 carried unanimously by way of a poll:

**"IT WAS RESOLVED** that the payment of a final tax-exempt (one-tier) dividend of 0.55638 Singapore cent per ordinary share for the financial year ended 30 September 2022 be approved."

**Ordinary Resolution 3: Approval of Payment of Directors' Fees**

	Votes	%
No. of votes for:	295,125,974	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>295,125,974</b>	<b>100.00</b>

Based on the result of the poll, the Chairman declared the Ordinary Resolution 3 carried unanimously by way of a poll:

**"IT WAS RESOLVED** that the payment of a Directors' fees of S\$188,000 for the financial year ending 30 September 2023 be approved."

**Ordinary Resolution 4: Re-election of Mr Tan Chee Beng as a Director**

	Votes	%
No. of votes for:	264,521,774	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>264,521,774</b>	<b>100.00</b>

Based on the result of the poll, the Chairman declared the Ordinary Resolution 4 carried unanimously by way of a poll:

**"IT WAS RESOLVED** that Mr Tan Chee Beng be re-elected as a Director of the Company."

**Ordinary Resolution 5: Re-election of Ms Melanie Tan Bee Bee as a Director**

	Votes	%
No. of votes for:	273,285,274	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>273,285,274</b>	<b>100.00</b>

Based on the result of the poll, the Chairman declared the Ordinary Resolution 5 carried unanimously by way of a poll:

**"IT WAS RESOLVED** that Ms Melanie Tan Bee Bee be re-elected as a Director of the Company."

**Ordinary Resolution 6: Re-election of Mr Yeo Eng Ching Danny as a Director**

	Votes	%
No. of votes for:	295,125,974	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>295,125,974</b>	<b>100.00</b>

Based on the result of the poll, the Chairman declared the Ordinary Resolution 6 carried unanimously by way of a poll:

**“IT WAS RESOLVED** that Mr Yeo Eng Ching Danny be re-elected as a Director of the Company.”

**Ordinary Resolution 7 : Re-Appointment of Auditors**

	Votes	%
No. of votes for:	295,125,974	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>295,125,974</b>	<b>100.00</b>

Based on the result of the poll, the Chairman declared the Ordinary Resolution 7 carried unanimously by way of a poll:

**“IT WAS RESOLVED** that Foo Kon Tan LLP be re-appointed Auditors of the Company at a remuneration to be determined by the Directors.”

**SPECIAL BUSINESS:**

**Ordinary Resolution 8: Authority to Allot and Issue Shares**

	Votes	%
No. of votes for:	295,125,974	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>295,125,974</b>	<b>100.00</b>

Based on the result of the poll, the Chairman declared the Ordinary Resolution 8 carried unanimously by way of a poll:

**“IT WAS RESOLVED** that pursuant to Section 161 of the Companies Act 1967 (“Companies Act”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the capital of 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 Instrument 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 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 Instruments to be issued other than on a pro rata basis to existing 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 calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) 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:
  - (i) new Shares arising from the conversion or exercise of any convertible securities;
  - (ii) new Shares arising from exercising share options or vesting of share awards; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with 2(i) or 2(ii) 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 this Resolution.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) all applicable legal requirements under the Companies Act and otherwise, 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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier."



**Ordinary Resolution 9: Renewal of Share Buy-Back Mandate**

	Votes	%
No. of votes for:	295,125,974	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>295,125,974</b>	<b>100.00</b>

Based on the result of the poll, the Chairman declared the Ordinary Resolution 9 carried unanimously by way of a poll:

**“IT WAS RESOLVED that:-**

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (“Companies Act”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company (“Shares”) not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
  - (i) market purchase(s) (each a “Market Purchase”) on the Singapore Exchange Securities Trading Limited (the “SGX-ST”); and/or
  - (ii) off-market purchase(s) (each an “Off-Market Purchase”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Listing Manual of the SGX-ST (“Listing Manual”) and the Companies Act, and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act, the Constitution of the Company and the Listing Manual as may for the time being be applicable be and is hereby authorised and approved generally and unconditionally (the “Share Buy-Back Mandate”);
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the Relevant Period and expiring on the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company is held or date by which such annual general meeting is required by law to be held; or
  - (ii) the date on which the share buybacks are carried out to the full extent of the Share Buy-Back Mandate; or
  - (iii) the date on which the authority conferred in the Share Buy-Back Mandate is varied or revoked by the Company in a general meeting;

- (c) for purposes of this ordinary resolution:

“Maximum Limit” means ten per cent. (10%) of the total issued ordinary shares of the Company as at the date of the passing of this Resolution 9, unless the Company has effected a reduction of the share capital of the Company (other than a reduction by virtue of a share buy-back) in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereinafter defined) in which event the issued ordinary shares of the Company shall be taken to be the total number of the issued ordinary shares of the Company as altered by such capital reduction (the total number of ordinary shares shall exclude any ordinary shares that may be held as treasury shares by the Company from time to time);

“Relevant Period” means the period commencing from the date of the passing of this Resolution 9 and expiring on the earliest of the date the next annual general meeting of the Company is held or is required by law to be held, or the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate, or the date the said mandate is revoked or varied by the Company in a general meeting;

Maximum Price”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Market Purchase was made by the Company and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 15% above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Company makes an announcement of an offer under the Off-Market Purchase scheme stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period; and

“Market Day” means a day on which the SGX-ST is open for trading in securities;

- (d) the number of Shares which may in aggregate be purchased or acquired by the Company during the Relevant Period shall be subject to the Maximum Limit;
- (e) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Buy-Back Mandate in any manner as they think fit, which is permitted under the Companies Act;

- (f) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution 9.”

**CONCLUSION**

There being no other business to transact, the Chairman of the meeting declared the Annual General Meeting of the Company closed at 9.30 a.m. and thanked everyone for their participation.

**CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD**

**BEN TAN CHEE BENG  
CHAIRMAN**