

SHENG SIONG GROUP LTD.
(Company Registration No.: 201023989Z)
(the “Company”)
(Incorporated in Singapore)

MINUTES OF EIGHTH ANNUAL GENERAL MEETING

Date : 26 April 2019

Time : 10.00 a.m.

Venue : 6 Mandai Link, Singapore 728652

Present : Please see Attendance List attached hereto

Chairman : Mr. Lim Hock Eng

The Chairman welcomed the shareholders to the Eighth Annual General Meeting of the Company.

The Chairman requested Mr. Lee Teck Leng, Robson (“**Mr. Robson Lee**”), the Non-Executive Director of the Company, to conduct the proceedings of the Annual General Meeting in English on his behalf.

QUORUM

As the quorum was present, the Chairman declared the Eight Annual General Meeting open.

NOTICE

With the consent of the Meeting, the Notice convening the Meeting was taken as read.

Pursuant to the Listing Manual and Regulation 58 of the Company’s Constitution, Mr. Robson Lee asked that the proposed Resolutions put to vote at the Meeting be decided on a poll.

DrewCorp Services Pte Ltd was appointed as the Company’s Scrutineers.

Boardroom Corporate & Advisory Services Pte Ltd (“**Boardroom**”) was appointed as the Polling Agent.

A representative from Boardroom explained the procedures for poll voting.

ORDINARY BUSINESS

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

The Meeting proceeded to receive and consider the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2018 (“**FY2018**”), together with the Auditors' Report thereon.

Please refer to **Annex A** herein for a summary of the queries raised by shareholders.

Mr. Robson Lee proposed the motion and Mr. Koh Hiok Chye seconded the motion. The Chairman put the motion to vote and on a poll, **it was resolved**:

"That the Directors' Statement and the Audited Financial Statements of the Company for the year ended 31 December 2018 together with the Auditors' Report thereon be and are hereby received and approved."

2. FINAL (ONE-TIER TAX EXEMPT) DIVIDEND – RESOLUTION 2

The Directors had recommended the payment of a final (one-tier tax exempt) dividend of 1.75 cents per ordinary share for FY2018. If approved, the dividend would be paid on 17 May 2019.

Mr. Foo Siang Kee proposed the motion for the payment of a final dividend and Mr. Seow Eng Kiat seconded the motion. The Chairman put the motion to vote and on a poll, **it was resolved**:

"That the payment of a final (one-tier tax exempt) dividend of 1.75 cents per ordinary share for the financial year ended 31 December 2018 be and is hereby approved."

3. RE-ELECTION OF DIRECTORS – RESOLUTIONS 3 TO 6

The Directors who retired pursuant to Regulation 89 of the Company's Constitution were Mr. Lim Hock Chee, Mr. Lim Hock Leng, Mr. Lee Teck Leng Robson and Mr. Francis Lee Fook Wah, all of whom had signified their consent to continue in office.

3.1 RE-ELECTION OF MR. LIM HOCK CHEE – RESOLUTION 3

Mr. Chow Kee Min proposed the motion for the re-election of Mr. Lim Hock Chee as a Director of the Company and Mr. Lee Lay Chin seconded the motion. The Chairman put the motion to vote and on a poll, **it was resolved**:

"That Mr. Lim Hock Chee be re-elected as a Director of the Company."

3.2 RE-ELECTION OF MR. LIM HOCK LENG – RESOLUTION 4

Mr. Tan Mock Len proposed the motion for the re-election of Mr. Lim Hock Leng as a Director of the Company and Ms. Tan Siok Tin seconded the motion. The Chairman put the motion to vote and on a poll, **it was resolved**:

"That Mr. Lim Hock Leng be re-elected as a Director of the Company."

3.3 RE-ELECTION OF MR. LEE TECK LENG ROBSON – RESOLUTION 5

Mr. Tan Mock Len proposed the motion for the re-election of Mr. Lee Teck Leng Robson as a Director of the Company and Mr. Ng Chown Wee seconded the motion. The

Chairman put the motion to vote and on a poll, **it was resolved:**

"That Mr. Lee Teck Leng Robson be re-elected as a Director of the Company."

3.4 RE-ELECTION OF MR. FRANCIS LEE FOOK WAH – RESOLUTION 6

Mr. Looi Say Seang proposed the motion for the re-election of Mr. Francis Lee Fook Wah as a Director of the Company and Mr. Ong Wai Meng seconded the motion. The Chairman put the motion to vote and on a poll, **it was resolved:**

"That Mr. Francis Lee Fook Wah be re-elected as a Director of the Company."

4. APPROVAL OF PAYMENT OF DIRECTORS' FEES – RESOLUTION 7

The Board of Directors had recommended the payment of a sum of S\$300,000 as Directors' fees for FY2018.

Mr. Tan Mock Len proposed the motion and Mr. Tee Lai Kin seconded the motion. The Chairman put the motion to vote and on a poll, **it was resolved:**

"That Directors' Fees of S\$300,000 for the financial year ended 31 December 2018 be approved for payment."

5. RE-APPOINTMENT OF AUDITORS – RESOLUTION 8

KPMG LLP, the Auditors of the Company, had expressed their willingness to continue in office.

Mr. Robson Lee proposed the motion and Mr. Cheo Thiam Ming seconded the motion. The Chairman put the motion to vote and on a poll, **it was resolved:**

"That KPMG LLP be appointed Auditors of the Company until the next Annual General Meeting, at a remuneration to be fixed by the Board of Directors."

SPECIAL BUSINESS

6. AUTHORITY TO ALLOT AND ISSUE SHARES – RESOLUTION 9

Resolution 9 was to authorise the Directors to allot and issue shares in the capital of the Company ("**Shares**") pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Mr. Zee Chee Keen Winston (Zee Chee Kee) proposed the motion and Mr. Tan Siew Hiong seconded the motion. The Chairman put the motion to vote and on a poll, **it was resolved:**

"That, pursuant to Section 161 of the Companies Act (Cap. 50) of Singapore (the "**Companies Act**") and Rule 806 of the Listing Manual (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 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 outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the rules of the Listing Manual of the SGX-ST (“**Listing Manual**”); 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;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual 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.”

7. AUTHORITY TO GRANT OPTIONS AND ISSUE SHARES UNDER THE SHENG SIONG ESOS – RESOLUTION 10

Resolution 10 was to authorise the Directors to grant options and to allot and issue such Shares as may be required to be issued pursuant to the exercise of the options granted under the Sheng Siong ESOS.

Mr. Tan Mock Len proposed the motion and Mr. Lee Lay Chin seconded the motion. The Chairman put the motion to vote and on a poll, it was declared that the motion was not carried.

8. AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE SHENG SIONG SHARE AWARD SCHEME - RESOLUTION 11

Resolution 11 was to authorise the Directors to offer and grant awards and to allot and issue such shares as may be required to be issued pursuant to the vesting of Awards under the Sheng Siong Share Award Scheme.

Mr. Tang Mun San (Deng Wenshan) proposed the motion and Mr. Tan Chor Meng seconded the motion. The Chairman put the motion to vote and on a poll, **it was resolved:**

“That, pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised and empowered to offer and grant awards (“**Awards**”) in accordance with the Sheng Siong Share Award Scheme (the “**Scheme**”) and to allot and issue from time to time such number of fully-paid Shares as may be required to be issued pursuant to the vesting of Awards under the Scheme, provided always that the aggregate number of Shares to be allotted and issued pursuant to the Scheme, when added to the aggregate number of Shares issued and issuable pursuant to all other share schemes of the Company, shall not exceed fifteen per cent. (15%) of the issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time, and in this resolution, “**subsidiary holdings**” has the same meaning ascribed to it in the rules of the Listing Manual.”

Please refer to **Annex B** herein for a summary of the poll results certified by DrewCorp Services Pte Ltd as the appointed scrutineer.

CONCLUSION

There being no other business, Mr. Robson Lee declared the Meeting closed, on behalf of the Chairman,

and thanked all shareholders who attended the Meeting.

ANNEX A

QUERIES RAISED BY SHAREHOLDERS AT THE EIGHT ANNUAL GENERAL MEETING

1. Mr. Ang Tzu Chiang noted that one of the analyst reports recommended a “sell” call for considerations citing fierce competition. Mr. Lim Hock Chee, the Company’s Executive Director and Chief Executive Officer, noted that only one of the analysts covering the Group recommended a “sell” call. Mr. Lim Hock Chee replied that the Group may not have explosive growth but has been growing from strength to strength in an incremental manner, in good and bad times. In terms of the Group’s PRC operations, Mr. Lim Hock Chee also informed that the subsidiary in China has recorded an improved bottom line with reduced losses. Mr. Lim Hock Chee also elaborated that the Group is aware of the competition in the e-commerce field, but would take a more cautious and patient approach, as he believes that losses are still sustained by players in the industry.

ANNEX B

POLL RESULTS

Certified as a True Record of Minutes

LIM HOCK ENG
Chairman of Meeting