

FOOD EMPIRE HOLDINGS LIMITED
(Company Registration No. 200001282G)
(Incorporated in Singapore)

MINUTES OF EXTRAORDINARY GENERAL MEETING

PLACE : ParkRoyal Collection Marina Bay
Atrium Ballroom, Level 5, 6 Raffles Boulevard
Singapore 039594

DATE : 19 April 2024

TIME : 4.51 p.m. (following immediately after the conclusion of the Annual
General Meeting of the Company held on the same day)

PRESENT : As set out in the attendance records maintained by the Company.

IN ATTENDANCE : As set out in the attendance records maintained by the Company.

CHAIRMAN : Mr. Tan Wang Cheow

Mr. Tan Wang Cheow, the Chairman welcomed all shareholders to the Company's 2024 Extraordinary General Meeting ("**Meeting**" or "**EGM**").

QUORUM

As a quorum was present, the Chairman declared the meeting open at 4:51 p.m.

NOTICE OF MEETING

The Notice convening the meeting was taken as read.

VOTING BY WAY OF A POLL

The Chairman informed the meeting that as Chairman of the Meeting, he had been appointed proxy by a number of shareholders and he would vote in accordance with the wishes of these shareholders who had appointed him as proxy. The resolution tabled at the meeting would be voted on by electronic polling. Boardroom Corporate & Advisory Services Pte Ltd had been appointed the polling agent and Reliance 3P Advisory Pte Ltd had been appointed the scrutineer.

THE RENEWAL OF THE SHARE BUYBACK MANDATE – ORDINARY RESOLUTION

The motion was proposed by the Chairman and seconded by Mr Teh Swee Khoi:-

"That:

- (1) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (the "Companies Act"), the exercise by the Directors of the Company ("**Directors**") of all the powers of the Company to purchase or otherwise acquire issued ordinary shares ("**Shares**") in the capital of the Company not exceeding in aggregate the **Prescribed**

Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the **Maximum Price** (as hereafter defined), whether by way of:

- (a) market purchase(s) ("**Market Purchase**") on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") through the SGX-ST's trading system or, as the case may be, any other stock exchange on which the Shares may for the time being be listed, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (b) off-market purchase(s) ("**Off-Market Purchase**") if effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) (as defined in Section 76C of the Companies Act) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

- (2) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earliest of:
 - (a) the date on which the next Annual General Meeting of the Company is held;
 - (b) the date by which the next Annual General Meeting of the Company is required by law to be held; and
 - (c) the date on which purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated;
- (3) in this resolution:

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

- (a) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Highest Last Dealt Price; and

"Prescribed Limit" means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this resolution (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST) as at that date),

where:

"Average Closing Price" means (i) the average of the closing market prices of the Shares over the last 5 market days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase; and (ii) deemed to be adjusted for any corporate action which occurs during the relevant 5-day period and the day on which the Market Purchase is made; and

"Highest Last Dealt Price" means the highest price transacted for a Share as recorded on the SGX-ST on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company, 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

"market day" means a day on which the SGX-ST is open for trading in securities; and

- (4) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution."

Shareholder 1 suggested that share buybacks should be executed during times of crisis when the Company's shares are trading at extremely low prices, such as S\$0.50 cents per share. He recommended the Company use cash for strategic acquisitions or dividend payouts to enhance its valuation instead of share buybacks. Shareholder 1 also expressed reservations on the Company's proposed dual primary listing in Hong Kong taking into consideration its potential benefits and costs, as well as market uncertainty.

The Chairman appreciated Shareholder 1's continuous support and his comments. He reassured that the funds set aside for buybacks forms part of the Group's overall capital management strategy and the Group has sufficient financial resources to explore strategic opportunities such as potential acquisitions, as well as future dividend payment. The Chairman also shared that, during times of crisis, companies will typically conserve cash and not be engaging in doing share buybacks during uncertain times.

The Chairman reiterated the rationale of considering dual primary listing in Hong Kong primarily due to the merits of stronger market liquidity and larger capitalisation compared to Singapore. He highlighted the importance of exploring different avenues to increase shareholders' value. He assured that the Company will carefully consider, among other factors, the appropriate time to proceed with a dual primary listing in Hong Kong when the conditions are right.

After dealing with questions, the motion was put to vote.

Valid votes received, were displayed on the screen, as follows:

Number of valid votes "For"	393,058,120 (99.92%)
Number of valid votes "Against"	311,468 (0.08%)

Based on the poll results, the Chairman declared the motion carried.

CONCLUSION

There being no other business to transact, the Chairman declared the Extraordinary General Meeting of the Company closed at 5.00 p.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

TAN WANG CHEOW
CHAIRMAN