

SUNMOON FOOD COMPANY LIMITED
(Incorporated in Singapore)
(the “Company”)
Company Registration No. 198304656K

MINUTES OF EXTRAORDINARY GENERAL MEETING (“EGM”)

- DATE** : Tuesday, 30 July 2024
- TIME** : 2.30 p.m.
- VENUE** : Capri Changi City, meeting room Pod 1, 3 Changi Business Park Central 1, Singapore 486037
- 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 James Prideaux

QUORUM

1. The Chairman after ascertaining that a quorum was present, called the meeting to order and extended a warm welcome to all the shareholders present at the EGM.

NOTICE OF EGM

2. With the consent of the meeting, the Notice of EGM dated 15 July 2024 was taken as read.

VOTING BY POLL

3. Shareholders were informed that the motions tabled at the EGM would be voted by way of a manual poll in accordance with the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Rules.
4. The Chairman added that all resolutions tabled at the EGM would be voted by way of poll. The Company had appointed CACS Corporate Advisory Pte. Ltd. as scrutineer and B.A.C.S. Private Limited as polling agent for the poll at the EGM.
5. The validity of the proxy forms submitted by the shareholders by the cut-off date on 27 July 2024 at 2.30 p.m. and the votes of such valid proxies had been verified.
6. To ensure a systematic and smooth conduct of the EGM, all the proposed resolutions were put aside for polling purpose towards the final stage of the EGM, after all proposed resolutions have been deliberated on and queries answered by the Company’s Directors and Management.

QUESTIONS AND ANSWERS

7. There was no questions raised during the EGM.

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EGM/2024/01 RESOLUTION NO. 1: APPROVAL OF THE ADOPTION OF THE EMPLOYEE SHARE OPTION SCHEME WHICH TO BE NAMED AS “SUNMOON SHARE OPTION SCHEME 2024”

8. The following resolution was duly proposed by Mr Gooi Heng Wei and seconded by Mr Tay Khuan Hwee.
9. That the share option scheme to be named “SunMoon Share Option Scheme 2024” (the “Option Scheme 2024”), the rules of which have been set out in Appendix 1 of the Circular, be and is hereby approved and adopted substantially in the form set out in the rules of the Option Scheme 2024, and the Directors of the Company be and are hereby authorised:
- (a) to establish and administer the Option Scheme 2024;
 - (b) to modify and/or amend the Option Scheme 2024 from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Option Scheme 2024 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Option Scheme 2024; and
 - (c) to offer and grant Option(s) in accordance with the rules of the Option Scheme 2024 and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Option(s) under the Option Scheme 2024.

EGM/2024/02 RESOLUTION NO. 2: APPROVAL OF THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTION AT A DISCOUNT UNDER THE OPTION SCHEME 2024

10. The following resolution was duly proposed by Mr Gooi Heng Wei and seconded by Mr Tay Khuan Hwee.
11. That subject to and contingent upon the passing of Resolution 1, the Directors of the Company be and are hereby authorised to offer and grant Option(s) in accordance with the rules of the Option Scheme 2024 with Exercise Prices set at a discount to the Market Price, provided that such discount does not exceed the relevant limits set by Singapore Exchange Securities Trading Limited.

EGM/2024/03 RESOLUTION NO. 3: APPROVAL OF THE PROPOSED ADOPTION OF THE PERFORMANCE SHARE PLAN WHICH TO BE NAMED AS “SUNMOON PERFORMANCE SHARE PLAN 2024” AND AUTHORISATION OF THE GRANT OF AWARD(S) TO SELECTED PARTICIPANTS

12. The following resolution was duly proposed by Mr Gooi Heng Wei and seconded by Mr Tay Khuan Hwee.
13. (a) That the performance share plan to be named “SunMoon Performance Share Plan 2024” (“Share Plan 2024”) the rules of which have been set out in Appendix 2 of the Circular, be and is hereby approved and adopted substantially in the form set out in the rules of the Share Plan 2024; and

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- (b) the Board of Directors of the Company be and are hereby authorised:
- (i) to establish and administer the Share Plan 2024;
 - (ii) to modify/or amend the Share Plan 2024 from time to time provided that such modification and /or amendment is effected in accordance with the provisions of the Share Plan 2024 and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Plan 2024; and
 - (iii) to grant Award(s) in accordance with the provisions of the Share Plan 2024 and to allot and issue from time to time such number of fully paid-up new Shares as may be required to be issued pursuant to the vesting of Awards under the Share Plan 2024.

RESULTS OF THE POLL

The poll voting results which were duly certified by the Scrutineer are as follow:

As Ordinary Business

14. **Resolution 1 – Adoption of the Employee Share Option Scheme which to be named as “Sunmoon Share Option Scheme 2024”**

For		Against	
Total Votes	Percentage of Total Votes	Total Votes	Percentage of Total Votes
480,685,809	99.83	806,500	0.17

Based on the above results, the Chairman declared Resolution 1 carried.

15. **Resolution 2 - Approval of the proposed grant of authority to offer and grant option at a discount under the option scheme 2024**

For		Against	
Total Votes	Percentage of Total Votes	Total Votes	Percentage of Total Votes
480,685,809	99.83	806,500	0.17

Based on the above results, the Chairman declared Resolution 2 carried.

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16. **Resolution 3** - Approval of the proposed adoption of the performance share plan which to be named as “Sunmoon Performance Share Plan 2024” and authorisation of the grant of award(s) to selected participants

For		Against	
Total Votes	Percentage of Total Votes	Total Votes	Percentage of Total Votes
480,685,809	99.83	806,500	0.17

Based on the above results, the Chairman declared Resolution 3 carried.

17. **ANY OTHER BUSINESS AND CONCLUSION OF MEETING**

The Chairman noted that no notice of any other business has been received and thanked everyone for their attendance.

C O N F I R M E D

JAMES PRIDEAUX
CHAIRMAN