

**ABR HOLDINGS LIMITED**  
(Company Registration No. 197803023H)  
(Incorporated in the Republic of Singapore)  
(the “Company”)

Minutes of the Extraordinary General Meeting of the Company held at 41 Tampines Street 92, #03-00 ABR Building, Singapore 528881 on Friday, 9 September 2022 at 10.30 a.m.

**PRESENT** : As per the Attendance Sheets

**COMMENCEMENT**

Mr Chua Tiang Choon, Keith, the Chairman of the Company, took the chair and welcomed all the shareholders present at the Extraordinary General Meeting (“EGM” or the “Meeting”).

**QUORUM**

Having ascertained that a quorum was present pursuant to the Company’s Constitution from the Company Secretary, the Chairman called the Meeting to order at 10.30 a.m.

**NOTICE OF MEETING**

The Chairman noted that the Notice convening the Meeting had been served on shareholders for the prescribed period. With the permission of all shareholders present at the Meeting, the Notice convening the EGM was taken as read.

**VOTING BY POLL**

Before the Meeting proceeded to the resolutions as stipulated in the agenda, Chairman informed that the resolutions as set out in the Notice of EGM will be voting by way of poll. As the poll procedures would require time to complete, the Chairman directed that the poll on each resolution be taken after all the resolutions had been formally proposed and seconded.

The shareholders were informed that Entrust Advisory Pte Ltd and Tricor Evatthouse Corporate Services have been appointed as Scrutineers and Polling Agent for the Meeting respectively.

**ORDINARY RESOLUTION 1: THE PROPOSED ACQUISITION OF PROPERTIES LOCATED AT 1, 3, 5, 7 AND 9 CLUB STREET**

The first item on the agenda is to seek the approval of the shareholders for the ordinary resolution relating to the proposed acquisition of properties located at 1, 3, 5, 7 and 9 Club Street (the “**Proposed Acquisition**”).

The shareholders were informed that the text of this resolution is set out in the Notice of this meeting on page N-1 of the Circular.

The Chairman invited shareholders to raise questions relating to the Proposed Acquisition.

**QUESTIONS AND ANSWERS**

Mr Chua Ghim Hock (“Mr Chua”) referred to page 8 of the Circular and commented that the rental yield of the Properties of approximately 1.9% is low and he doubted how the Company can generate revenue from the 1.9% rental yield. The Chairman responded that the 1.9% is within the rental yield range in Singapore and the current rental yield would increase slightly at next stage of tenancy.

Mr Chua asked if the aggregate consideration payable for the Properties is at fair value as there was no formal valuation done on the Properties. The Chairman invited the Group Finance Manager, Ms Tan Poh Leng (“Ms Tan”) to provide the methodology on the valuation of the Properties. Ms Tan informed the Meeting that the Bank had obtained an indicative valuation on the Properties for the purposes of loan facilities, and it was noted that the indicatives of the valuation were higher than the consideration payable for the Properties. Mr Danny Lim, the legal advisor from Rajah & Tann Singapore LLP added that he had done a quick computation on the price payable per square feet based on Club Street shophouse units available on CommercialGuru, and noted that some of these were priced higher than what the Company is paying in this case.

Mr Chua enquired on the funding structure of the Proposed Acquisition. The Chairman informed the Meeting that the Proposed Acquisition would be funded by internal funds and bank loans. The Chairman added that perhaps due to the Company's strong financial position as shown in the balance sheets, the Bank had looked at the Company's request for loans favorably. With the loan facilities, the Company would need to decide on the level of debts, the income generated from various business sources in ensuring that the Company has adequate resources for future opportunities.

In response to Mr Chua's question on whether the Proposed Acquisition would affect the dividend yield, the Chairman explained that the dividends over the years were linked to the performance of the Company together with the considerations on whether the Company needed to set aside resources for growth and recurring investments.

Mr Chua enquired on the rationale of the Proposed Acquisition and would like to know whether the Company's brands such as Swensen's would be moved to these shophouses. The Chairman explained that the Properties would continue its current tenancy with the current tenants and the Company would potentially look into showcasing its brands and concepts in the future.

Mr Pang Cheow Tow ("Mr Pang") commented that the depreciation and interest expenses resulted from the Proposed Acquisition would contribute to loss from accounting perspective and he requested the Board to elaborate on their decisions on the Proposed Acquisition. The Chairman explained that the immediate impact on the Proposed Acquisition would be the depreciation cost, acquisitions cost and interest cost which would offset against the rental yield. The Chairman invited Ms Tan to further comment. Ms Tan informed the Meeting that as stated on page 18 of the Circular, the net loss attributable to the Properties acquired was calculated based on prevailing rental income from the master tenants, taking into consideration of various expenses such as operating expenses, professional fees, maintenance cost and depreciation. At this juncture, Mr Low See Lien from Baker Tilly TFW LLP added that depreciation was an accounting concept of estimating on how long the assets could be used for. In Singapore context, an asset was valued to have a useful life of 50 years despite the asset being used for more than 50 years. There will be a slight mismatch on what was considered depreciation versus the potential future income stream of the assets.

As there were no further questions, the Chairman requested for a proposer and a seconder for the Ordinary Resolution 1. Ms Tan Poh Leng proposed the following motion, which was seconded by Ms Teo Soh Eng ("Ms Teo")

"That:

- (i) the Proposed Acquisition be and is hereby approved; and
- (ii) the Directors and each of them be and are hereby authorised to complete and to do all such acts and things (including, without limitation, entering into all such transactions, arrangements and agreement and approving, modifying and executing all such documents as may be required) as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this resolution."

## **ORDINARY RESOLUTION 2: THE PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE**

The second item on the agenda is to approve the proposed adoption of the share buyback mandate.

The shareholders were informed that the text of this resolution is set out in the Notice of this meeting on pages N-1 and N-2 of the Circular.

The Chairman invited shareholders to raise questions relating to the proposed adoption of the share buyback mandate.

## QUESTIONS AND ANSWERS

Mr Chua enquired on the reason of not tabling this resolution at Annual General Meeting ("AGM"). The Chairman shared that the share buyback mandate has been increasingly adopted by listed companies for different reasons over the years. The thought of having the share buyback mandate was not recent and had been a matter for the Board's consideration over the years. The Board intended to incorporate or include this resolution in the last AGM. However, the Board was not ready with all the necessary information at that point of time as the adoption of share buyback mandate required appropriate professional advice so that it could be put forward to the shareholders in the right manner.

In response to Mr Pang's question on whether this was the first proposed share buyback mandate made by the Company, the Chairman confirmed that this was the first time that the Company proposed to adopt share buyback mandate.

Mr Chua further enquired on the need of having share buyback mandate. He asked if this was due to the increase of public float resulted from a substantial shareholder who had sold his shares to below 5%. The Chairman explained that the proposed adoption of the share buyback mandate has been in the plan of the Board for many years. It was not due to any recent occurrence, but it is a resolution that most companies have put in place for the benefit of the shareholders given the volatile markets.

Mr Chua further enquired on the threshold to be set aside for the share buyback. The Chairman informed that at this moment, the Board did not have any specific framework regarding the share buyback, and it would be an open mandate. Mr Chua opined that if there was no budget and given that the free float was quite low, the Company would not be able to buy back a lot of shares as the Company must maintain at least 10% of public float pursuant to the Listing Rules. He commented that the share buyback mandate was good to have but was not very effective based on the current shareholding structure of the Company. The Chairman agreed with Mr Chua's opinions and provided the Board's view on the adoption of the share buyback mandate. The Board was of the view that the Share Buyback Mandate will provide the Company with the flexibility to undertake share buybacks at any time, subject to market conditions as well as greater flexibility in managing its capital to achieve a more efficient capital structure and maximising returns to shareholders. The Board saw positive possibilities from a shareholder's perspective and hence were comfortable to present this mandate to the shareholders for their support.

At this juncture, Mr Danny Lim shared his observation in which he noted that in recent years, some companies had announced that they had set aside specific amounts for share buybacks, but these were far and few in between. The bulk of listed companies which had adopted share buyback mandates did not disclose any specific amount to utilise for such buybacks, as this depended on market conditions. The companies which announced specific amounts for share buybacks tend to have special considerations.

Mr Chua noted that the Chairman abstained from voting on this resolution and hence he would like to hear from the non-conflicting directors of their views on the proposed share buyback mandate. The non-conflicting directors apprised that the proposed adoption of the share buyback mandate was a decision made by the Board having considered the rationale for the share buyback mandate. The Board are of the opinion that the adoption of the share buyback mandate is in the best interest of the Company.

As there were no further questions, the Chairman requested for a proposer and a seconder for the Ordinary Resolution 2. Ms Teo proposed the following motion, which was seconded by Ms Tan.

"That:

- a) for the purposes of the Companies Act 1967 of Singapore (the "**Companies Act**"), and such other laws and regulations as may for the time being be applicable, approval be and is hereby given for the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter 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 hereafter defined), whether by way of:

- (i) market purchases (each a "**Market Purchase**") transacted on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"); and/or
  - (ii) off-market purchases (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws regulations and listing rules of the SGX-ST as may for the time being be applicable (the "**Share Buyback 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 Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- (i) the date on which the next AGM of the Company is held or required by law to be held;
  - (ii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate is carried out to the full extent mandated; or
  - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked;
- c) in this Resolution:

**"Prescribed Limit"** means ten per cent. (10%) of the issued ordinary share capital of the Company (excluding any treasury shares and subsidiary holdings) as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered after such capital reduction (excluding any treasury shares and subsidiary holdings);

**"Relevant Period"** means the period commencing from the date on which the EGM is held and the resolution relating to the Share Buyback Mandate is passed and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier; and

**"Maximum Price"** in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: 105% of the Average Closing Price;
- (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price,

where:

**"Average Closing Price"** means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the day on which the Market Purchase or, as the case may be, the day on which the Company makes an announcement of an offer under the Off-Market Purchase scheme, and deemed to be adjusted in accordance with the rules of the Listing Manual for any corporate action which occurs during the relevant five (5) Market Day period and the day on which the purchases are made; and

**"day on which the Company makes an announcement of an offer"** means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from the Shareholders, stating therein the

purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- d) the Directors and each of them be and are hereby authorised to complete and to do all such acts and things (including, without limitation, entering into all such transactions, arrangements and agreements and approving, modifying and executing all such documents as may be required) as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this resolution.”

#### **MOVING THE MOTION TO VOTE BY POLL**

The Chairman directed that a poll on each of the resolutions be conducted and invited the representative from Entrust Advisory Pte Ltd to brief the Meeting on the polling procedures. Shareholders were then requested to cast their votes on the polling slips provided and pass the completed polling slips to the Polling Agents.

The Chairman proposed for the Meeting to be adjourned for 15 minutes for counting and verification of the polling slips. The Meeting had no objection to the adjournment.

#### **POLL RESULTS**

The meeting resumed at 11.30 a.m. with the requisite quorum. The Scrutineers assisted to announced the following voting results:-

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution	Number of shares	As a percentage of total number of votes for and against the resolution
<b><u>Ordinary Resolutions</u></b>					
<b>Resolution 1</b> Proposed Acquisition under Chapter 10 of the Listing Manual	164,711,878	164,711,878	100%	0	0%
<b>Resolution 2</b> Proposed Adoption of the Share Buyback Mandate	107,186,020	107,186,020	100%	0	0%

Based on the results of the poll, the Chairman declared that all resolutions put to vote at the EGM were carried.

## **CONCLUSION**

There being no other business, the Chairman thanked shareholders for their attendance and declared the meeting closed at 11.45 a.m.

## **CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD**

Chua Tiang Choon, Keith  
Chairman