

STRACO CORPORATION LIMITED

(the "Company")

(Incorporated in the Republic of Singapore)

(Company Registration No.: 200203482R)

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MINUTES OF THE ANNUAL GENERAL MEETING

Minutes of the Annual General Meeting of the Company held by way of electronic means on Wednesday, 27 April 2022 at 10.00 a.m.

PRESENT

Directors

Mr. Wu Hsioh Kwang (Executive Chairman)
Mr. Li Weiqiang (Non-Executive Director)
Mdm. Chua Soh Har (Non-Executive Director)
Mr. Tay Siew Choon (Lead Independent Director)
Mr. Lim Song Joo (Independent Director)
Mr. Hee Theng Fong (Independent Director)
Mr. Teo Ser Luck (Independent Director)
Ms. Wu Xiuyi (Alternate Director to Mr. Wu Hsioh Kwang)
Ms. Wu Xiuzhuan (Alternate Director to Mdm. Chua Soh Har)

In attendance

Mr Amos Ng- Chief Financial Officer
Ms Lim Mei Hua Lotus Isabella- Company Secretary

Members

As set out in the attendance records maintained by the Company

QUORUM

The Chairman welcomed the shareholders to the Annual General Meeting ("AGM") of the Company. There being a quorum present, the Chairman declared the meeting open.

NOTICE

The Notice convening the meeting, having been in the hands of members for the requisite period was, with the concurrence of the meeting, taken as read.

VOTING TO BE BY WAY OF A POLL

The Chairman advised all members present that pursuant to the requirements of the Listing Rules of the Singapore Exchange Trading Securities Limited, all resolutions for this meeting would be put to the vote, by way of a poll.

The Chairman further advised, that with this in view, Messrs Entrust Advisory Pte. Ltd. had been appointed Scrutineers, for the conduct of the poll and Tricor Evatthouse Corporate Services had been appointed the Polling Agent.

The Chairman informed that in his capacity as Chairman of this AGM, he has been appointed by some shareholders as proxy and will be voting in accordance with their instructions.

The Chairman invited questions from the members present. The questions and answers are set out in the attached Annex A.

The Chairman then proceeded to propose all the resolutions as set out in the agenda to the notice of the meeting.

REPORTS AND AUDITED FINANCIAL STATEMENTS

The Chairman addressed the first item on the Agenda which was to receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2021 and the Directors' Statement and the Auditor's report thereon. A copy of the Annual Report had been made available on the SGX website and the Company's website on 5 April 2022.

The following motion had been duly proposed.

RESOLVED that the Audited Financial Statements of the Company for the financial year ended 31 December 2021 and the Directors' Statement and the Auditors' Report contained therein be hereby received and adopted.

For Resolution 1, there were 494,241,381 shares voting in favour for the motion, representing 100% of the total votes cast, and no votes against the motion.

The Chairman declared the resolution carried unanimously.

DECLARATION OF FIRST AND FINAL DIVIDEND

The second item on the Agenda was to approve the payment of a First and Final one-tier tax exempt dividend of 1.0 cents per share for the financial year ended 31 December 2021.

The following motion had been duly proposed.

RESOLVED that the payment of a first and final one-tier tax exempt dividend of 1.0 cents per share, for the financial year ended 31 December 2021 be approved.

For resolution 2, there were 494,241,381 shares voting in favour of the motion, representing 100% of the votes cast, and no votes against the motion.

The Chairman declared the resolution carried unanimously.

DIRECTORS' FEES

The Chairman addressed the next item on the Agenda which was the approval of payment of Directors' Fees of S\$332,200/- for the financial year ended 31 December 2021.

The following motion had been duly proposed.

RESOLVED that the payment of Directors' Fees of S\$332,200/- for the financial year ended 31 December 2021 be approved.

For Ordinary Resolution 3, there were 492,040,980 shares voting in favour of the motion, representing 99.99% of the votes cast, and 50,400 shares voting against the motion, representing 0.01% of the votes cast.

The Chairman declared the resolution carried.

RE-ELECTION OF DIRECTOR RETIRING PURSUANT TO ARTICLE 95 OF THE COMPANY'S CONSTITUTION – MDM CHUA SOH HAR

The Chairman advised the shareholders that pursuant to Article 95 of the Company's Constitution, Mdm Chua Soh Har was due for retirement and had consented to be re-elected as a Director of the Company.

The following motion had been duly proposed.

RESOLVED that pursuant to Article 95 of the Company's Constitution, Mdm Chua Soh Har be re-elected as a Director of the Company.

For Ordinary Resolution 4, there were 494,060,980 shares voting in favour of the motion, representing 99.97% of the total votes cast, and 130,000 shares voting against the motion, representing 0.03% of the votes cast.

The Chairman declared the resolution carried.

RE-ELECTION OF DIRECTOR RETIRING PURSUANT TO ARTICLE 95 OF THE COMPANY'S CONSTITUTION – MR. HEE THENG FONG

The Chairman advised the shareholders that the next Director to retire at this meeting, pursuant to Article 95 of the Company's Constitution, was Mr. Hee Theng Fong, who had consented to stand for re-election.

The following motion had been duly proposed.

RESOLVED that pursuant to Article 95 of the Company's Constitution, Mr. Hee Theng Fong be re-elected as a Director of the Company.

For Ordinary Resolution 5, there were 494,060,980 shares voting in favour of the motion, representing 99.97% of the total votes cast, and 130,000 shares voting against the motion, representing 0.03% of the votes cast.

The Chairman declared the resolution carried.

RE-ELECTION OF DIRECTOR RETIRING PURSUANT TO ARTICLE 95 OF THE COMPANY'S CONSTITUTION – MR. TEO SER LUCK

The Chairman advised the shareholders that the next Director to retire at this meeting, pursuant to Article 95 of the Company's Constitution, was Mr. Teo Ser Luck, who had consented to stand for re-election.

The following motion had been duly proposed.

RESOLVED that pursuant to Article 95 of the Company's Constitution, Mr. Teo Ser Luck, be re-elected as a Director of the Company.

For Ordinary Resolution 6, there were 493,950,980 shares voting in favour of the motion, representing 99.94% of the votes cast, and 290,400 shares voting against the motion, being 0.06% of the votes cast.

The Chairman declared the motion carried.

RE-APPOINTMENT OF AUDITORS

The Chairman addressed item 7 on the Agenda which was to re-appoint Messrs. PricewaterhouseCoopers LLP as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

There being no other nomination, the Chairman recommended that Messrs. PricewaterhouseCoopers LLP, Certified Public Accountants, Singapore, be appointed Auditors of the Company at a remuneration to be fixed by the Directors.

The following motion had been duly proposed.

RESOLVED that Messrs PricewaterhouseCoopers LLP, Certified Public Accountants, Singapore, be and are hereby appointed Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors.

For Ordinary Resolution 7, there were 494,241,380 shares voting in favour of the motion, representing 100% of the votes cast, and no votes against the motion.

The Chairman declared the resolution carried unanimously.

SPECIAL BUSINESS
AUTHORITY TO ALLOT AND ISSUE SHARES

The Chairman advised that the next item of the Agenda was to consider the motion as set out in the notice convening the meeting to grant authority to the Directors to allot and issue shares in the capital of the Company pursuant to the provisions of Section 161 of the Companies Act and the listing rules of the Singapore Exchange Securities Trading Limited.

The following motion had been duly proposed.

RESOLVED:-

- (a) That pursuant to Section 161 of the Companies Act 1967, and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, “Instruments”) including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (Notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any instrument made or granted by the Directors while the authority was in force, provided always that
- (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares excluding treasury shares of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares of the Company, and for the purpose of this resolution, the issued share capital shall be the Company’s total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for;
 - a) new shares arising from the conversion or exercise of convertible securities, or
 - b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited, and
 - c) any subsequent bonus issue, consolidation or subdivision of the Company’s shares, and

- (ii) **such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.**

For Resolution 8 of the AGM, there are 494,060,980 shares voting in favour of the motion, representing 99.96% of the total votes cast, and 180,400 shares voting against the motion, representing 0.04% of the total votes cast.

The Chairman declared the resolution carried.

THE PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

The Chairman advised that the last item on the Agenda was related to the proposed renewal of Share Buy-Back Mandate. Full details were set out in the Circular sent to shareholders together with the notice on 5 April 2022.

The following motion had been duly proposed.

RESOLVED that:-

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

- (i) **market purchases (each a “Market Purchase”) on the Singapore Exchange Securities Trading Limited (the “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 scheme shall satisfy all the conditions prescribed by the Companies Act,**

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

- (b) **unless varied or revoked by the shareholders of 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 period commencing from the passing of this Resolution and expiring on the earlier of:**
 - (i) **the date on which the next annual general meeting of the Company is held;**
 - or**

(ii) the date by which the next annual general meeting of the Company is required by law or the Constitution of the Company to be held;

(c) In this Resolution:

“Prescribed Limit” means that number of Shares representing 10% of the total number of issued Shares in the capital of the Company as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares); 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, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-day market period; and

(d) any of the Directors of the Company 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 or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.”

For Ordinary Resolution 9, there were 494,241,380 shares voting in favour of the motion, representing 100% of the total votes cast and no votes against the motion.

The Chairman declared the resolution carried unanimously.

ANY OTHER BUSINESS

There being no other business, the meeting ended at 10.35 a.m. with a vote of thanks to the Chair.

CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS

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WU HSIOH KWANG
CHAIRMAN OF THE MEETING

ANNEX A

Question 1

Please comment how Management is managing the impact of the China's Zero Covid policy to minimise damage to its assets as well as to position for long term growth.

Answer – Mr Amos Ng

The Company is continually navigating all the periodic measures imposed by the local government. As our assets are fixed location attractions, there are limited avenues for the Company to mitigate the fallout. However, Management is aware of the importance of safeguarding the Company's assets and retaining the workforce. We are very pleased to announce that there has not been any attrition or retrenchment of the workforce. The Group has a stable work force and is looking forward to the re-opening.

Question 2

Could Management share about the impact of the recent lockdown in China on the Group's aquariums in Shanghai and Xiamen. What has Management done to rejuvenate growth since the visitorship peaked in 2018? Is the Company looking to make acquisitions to diversify its earnings base?

Answer – Mr Amos Ng

Management has been monitoring the situation very closely in March and April during the lockdown in China. A Business Update on the first quarter performance for 2022 will be announced once the results are available and Management is therefore not able to comment at this moment. However, there is a lot of information available currently, on mainstream media. As China is pursuing a Zero Covid strategy, currently, they have in place very strict protocols to follow, which the Company has been strictly adhering to. In compliance, Shanghai Ocean Aquarium has been closed since mid-March 2022. For Xiamen, there has not been any strict measures, nevertheless, the situation in China now is not that promising so far as in containing and managing the Covid situation, but we are confident that we should be able to see light at the end of the tunnel.

As for the other questions about rejuvenating growth, Management has in the past shared that other than Merger & Acquisition projects that the company may embark on to generate growth, we are also continuously looking at the organic growth of all the attractions and refreshing our product offerings. In year 2020, we have launched a new exhibit within the aquarium to enhance the attractiveness of the aquarium.

Visitorship has fallen since 2018 due to a number of factors, namely the US-China trade tension, economic restructuring, slower rate of growth of the China economy in the recent years, as well as competition from new attractions.

However, Management remains confident that the Group's attractions will prevail over the competitors due to the very central location of all its attractions in Shanghai, Xiamen and Singapore respectively.

Question 3

What is the company's business plan for the revamp of the Singapore Flyer?

Answer – Mr Amos Ng

The Company had acquired the Singapore Flyer, an iconic feature in the Singapore skyline in 2014, as the attraction has a lot of potential, and the intention was then to enhance the asset and make it an even more successful attraction. The enhancement of the asset has taken a bit more time than anticipated and Management is working closely with the government agencies to rejuvenate and bring the Singapore Flyer to greater height.

Prior to the Covid-19 pandemic, more than 80% of the visitors to the Singapore Flyer were tourists. The pandemic in the last 2 years have negatively impacted the top line for the Singapore Flyer due to the fall in tourist numbers amid border restrictions, and having to rely on local visitors to the attraction. However, thanks to the Government subsidies, the SRV scheme, we have been able to reduce our losses. Going forward, post pandemic, the plan is to improve visitorship through the enhancement of our product offerings at the Singapore Flyer.