

THAKRAL CORPORATION LTD
Company Registration Number: 199306606E
(the "Company")
(Incorporated in Singapore)

MINUTES OF TWENTY-SIXTH ANNUAL GENERAL MEETING

Date : 30 April 2019

Time : 11.00 a.m.

Place : Cinnamon Room, Level 5
Novotel Singapore Clarke Quay
177A River Valley Road
Singapore 179031

Present : Please see Attendance List as attached

Chairman : Mr. Natarajan Subramaniam

(These minutes should be read with Appendix which records the substantial and relevant questions posed and answers given during the meeting.)

Mr. Natarajan Subramaniam, the Chairman of the Company presided as Chairman of the Twenty-sixth Annual General Meeting (the "Meeting") and he welcomed all present at the Meeting.

The Chairman introduced his fellow Directors, the Chief Operating Officer and the Chief Financial Officer who were present at the Meeting.

QUORUM

As the quorum was present, Mr. Natarajan Subramaniam, Chairman of the Company declared the Meeting open at 11.00 a.m.

NOTICE

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

Before proceeding to the AGM businesses, the Chief Executive Officer of the Group, Mr. Inderbethal Singh Thakral ("Mr. Bethal") was invited to present to the Meeting the performance of the Investment Division.

Subsequently, the Chief Operating Officer of Lifestyle Division of the Company, Mr. Torsten Stocker was invited to present to the Meeting the performance of the Lifestyle Division.

After the presentations, the Chief Financial Officer of the Company, Mr. Anil Daryanani walked the Meeting through the Group's financial performance.

The Chairman thanked Mr. Bethal, Mr. Stocker and Mr. Daryanani for their presentations and proceeded to the business of the day's meeting.

The Chairman informed the Meeting that all the Resolutions put to vote at this Meeting were to be conducted by way of poll and the poll to be conducted in a paperless manner using a wireless hand-held device. He also informed the Meeting that RHT Governance, Risk & Compliance (Singapore) Pte. Ltd. had been appointed as Scrutineer and Trusted Services Pte. Ltd. had been appointed as Polling Agent.

The Scrutineer explained the procedures for the electronic poll voting process.

ORDINARY BUSINESS

DIRECTORS' STATEMENT AND FINANCIAL STATEMENTS – RESOLUTION 1

The Meeting proceeded to receive and consider the Directors' Statement and Audited Financial Statements of the Company for the year ended 31 December 2018 together with the Auditors' Report thereon.

The motion was proposed and seconded. The Chairman put the following resolution to vote by way of electronic poll, it was resolved:

“That the Directors' Statement and 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 adopted.”

The Chairman informed the resolution was carried with 71,540,204 (99.97%) votes “FOR” and 22,165 (0.03%) votes “AGAINST”.

RE-ELECTION OF MR. NATARAJAN SUBRAMANIAM - RESOLUTION 2

The Chairman handed over the Chair of the Meeting to Mr. Lee Ying Cheun at this juncture to deal with his re-election as a Director of the Company.

The motion was proposed and seconded. The Chairman put the following resolution to vote by way of electronic poll:-

“That pursuant to Regulation 107(2) of the Constitution of the Company, Mr. Natarajan Subramaniam be re-elected as a Director of the Company.”

Mr. Subramaniam, upon re-election as a Director of the Company, remained as the Chairman of the Board, Lead Independent Director, Chairman of the Audit Committee and Compensation Committee, a member of Nomination Committee and was considered independent for the purposes of Rule 704(8) of Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”).

Mr. Lee informed the resolution was carried with 70,787,354 (99.28%) votes “FOR” and 511,710 (0.72%) votes “AGAINST”.

Mr. Subramaniam thanked Mr. Lee for taking over the Chair for the resolution and resumed the conduct of the Meeting.

RE-ELECTION OF MR. LEE YING CHEUN - RESOLUTION 3

The motion was proposed and seconded. The Chairman put the following resolution to vote by way of electronic poll:-

“That pursuant to Regulation 107(2) of the Constitution of the Company, Mr. Lee Ying Cheun be re-elected as a Director of the Company.”

Mr. Lee, upon re-election as a Director of the Company, remained as the Chairman of the Nomination Committee, a member of the Audit and Compensation Committees and was considered independent for the purposes of Rule 704(8) of Listing Manual of the SGX-ST.

The Chairman informed the resolution was carried with 70,787,404 (99.22%) votes “FOR” and 558,960 (0.78%) votes “AGAINST”.

RE-ELECTION OF MR. BETHAL - RESOLUTION 4

The motion was proposed and seconded. The Chairman put the following resolution to vote by way of electronic poll:-

“That pursuant to Regulation 107(2) of the Constitution of the Company, Mr. Bethal be re-elected as a Director of the Company.”

The Chairman informed the resolution was carried with 71,011,609 (99.23%) votes “FOR” and 548,505 (0.77%) votes “AGAINST”.

DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2019 – RESOLUTION 5

The Directors had recommended the payment of S\$578,250 as Directors' fees for the financial year ending 31 December 2019, payable quarterly in arrears.

The motion was proposed and seconded. The Chairman put the following resolution to vote by way of electronic poll:-

“That the Directors’ fees of S\$578,250 for the financial year ending 31 December 2019, payable quarterly in arrears, be and is hereby approved.”

The Chairman informed the resolution was carried with 70,753,419 (99.21%) votes “FOR” and 566,275 (0.79%) votes “AGAINST”.

RE-APPOINTMENT OF AUDITORS – RESOLUTION 6

Messrs Deloitte & Touche LLP had expressed their willingness to continue in office.

The motion was proposed and seconded The Chairman put the following resolution to vote by way of electronic poll:-

“That Messrs Deloitte & Touche LLP be appointed Auditors of the Company until the next Annual General Meeting at a remuneration to be fixed by the Board of Directors.”

The Chairman informed the resolution was carried with 70,761,104 (99.92%) votes “FOR” and 58,710 (0.08%) votes “AGAINST”.

SPECIAL BUSINESS**AUTHORITY TO ALLOT AND ISSUE SHARES – RESOLUTION 7**

Resolution 7 was to authorise the Directors to allot and issue shares pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the SGX.

The motion was proposed and seconded. The Chairman put the following resolution to vote by way of electronic poll:-

“That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors be empowered to allot and issue shares (whether by way of rights, bonus or otherwise) and convertible securities in the capital of the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares (including shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution) to be allotted and issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares in the capital of the Company at the time of the passing of this Resolution, of which the aggregate

number of shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares in the capital of the Company and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's 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 earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities."

The Chairman informed the resolution was carried with 70,692,799 (98.98%) votes "FOR" and 729,260 (1.02%) votes "AGAINST".

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS - ORDINARY RESOLUTION 8

Resolution 8 pertained to the renewal of shareholders' mandate for interested person transactions.

The Chairman informed the Meeting that the Thakral Family Companies, being Interested Persons and their respective associates as defined in the Listing Manual of the SGX-ST would abstain from voting in respect of this Resolution and they had further undertaken to decline to accept appointment to act as proxy for other Shareholders, unless, the Shareholders had given specific instruction as to the manner in which the votes were to be cast.

The motion was proposed and seconded. The Chairman put the following resolution to vote by way of electronic poll:-

"That for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited: -

- (a) approval be and is hereby given for the Company, its subsidiaries and its associated companies or any of them to enter, in the ordinary course of business, into the transactions and arrangements for the sale and purchase of consumer electronics and electrical products as described in Section 2.3.1 of the Appendix to Annual Report 2018 dated 15 April 2019 (the "Appendix"), with any party who is of the class or classes of interested persons described in Section 2.4.1 of the Appendix, provided that all such transactions and arrangements are made on normal commercial terms in accordance with the review procedures for interested person transactions as set out in Section 3 of the Appendix, and that the Directors of the Company be and are hereby authorised to take such steps and exercise such discretion as the Directors of the Company may in their absolute discretion deem fit, advisable or necessary in connection with all such transactions and arrangements (the "Shareholders' Mandate");
- (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting; and
- (c) authority be given to the Directors to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate as they may think fit."

A total of 39,200,150 shares were required to abstain from voting on Ordinary Resolution 8.

The Chairman informed the resolution was carried with 31,569,640 (97.73%) votes "FOR" and 732,210 (2.27%) votes "AGAINST".

CONCLUSION

There being no other business to be transacted, the Chairman declared the Meeting closed at 12.13 p.m. He thanked all who attended the Meeting and invited them for lunch at the foyer.

CERTIFIED AS A TRUE RECORD OF MINUTES

NATARAJAN SUBRAMANIAM
CHAIRMAN

THAKRAL CORPORATION LTD
Company Registration Number: 199306606E
(the "Company")
(Incorporated in Singapore)

QUESTIONS AND ANSWERS
AT THE TWENTY-SIXTH ANNUAL GENERAL MEETING
HELD ON 30 APRIL 2019

RESOLUTION 1: DIRECTORS' STATEMENT AND FINANCIAL STATEMENTS

1. On Shareholder A's enquiry on the prospects of the property market in Australia in view of current slowdown and declining property prices, the Chairman mentioned that the Company would focus on the retirement homes business as this sector continues to enjoy good demand while the residential sector may be sluggish. Shareholder A also noted the explanation by the Chairman that there would not be significant impact on the profit margin in Australia.
2. The Chairman commented that the question raised by Shareholder B on the partial offer for the Company's shares by the Thakral family was not relevant to the meeting agenda; the Chairman nevertheless invited the CEO to respond to Shareholder B. The CEO informed the Meeting that the IFA report also suggested the partial offer was fair and reasonable to shareholders, allowing to remove some of the overhang on shares, there were about 1,300 shareholders who participated in the exercise and that enabled the Thakral family to increase its shareholding from 29.9% to 50.2%. This would allow the Thakral family to have better control and to further grow the business over the long-term. The Thakral family as the major shareholder had strong confidence in the Company.
3. Shareholder C commented that the Company's Lifestyle Division remained in loss position and enquired how long the Company would need to improve and why continue to focus on China. In relation to the investment in China market, the CEO shared that the Company started its business in China since 1984 with the consumer electronics business. In early 2013, the Group took the decision to exit the consumer electronics business and move into distribution of prestigious beauty and wellness brands. Losses from 2013 to 2016 were in relation to the clearance of inventory, which took longer than anticipated. The Group started to reposition itself into Lifestyle and restructure in 2016 and started to bring in more brands in 2017. This included efforts on putting the right team in place, sourcing and selecting the right brands and allowing time for market acceptance and customer support for the brand in order for results to materialise over time and bring the Lifestyle Division to the next level. He added that China is a huge market and if the Group is able to capture a small portion of the market share of the large population, the Group could be in the profitable position. The Company had also started to use e-commerce platforms to create awareness of the brands carried by the Company and also to sell online. The CEO appreciated the shareholders' patience and asked the shareholders to bear with the Company for the time being as the Company continues to invest for the future and would require a longer time for the division to turnaround.
4. With regard to the enquiry from Shareholder D on the Company's revenue in the Joint Ventures ("JV") and associates, the Chairman replied the revenues were from the retirement homes in Australia and assets held in Japan. On Shareholder D's further enquiry on the Investment Division's S\$34 million segment operating results other than the JV, the Chairman shared that these were from the assets acquired in Japan along with third party investors; and in Australia it was from the retirement resorts with a long term business partner; and projects owned by the Company independently. The CEO added the said operating results also included various completed and on-going projects

and shares of revenue from the Company's Australian entity that has a Financial Services License and provides financial banking for real-estate projects in Australia.

5. Shareholder D also further enquired on the annual revaluation performed on GLNG houses since 2011 and added the assets were highly depreciated. The Chairman explained there are about 100 houses with long term leases; thus, the Company is required under the accounting standards to conduct revaluation annually and this was based on discounted cash flow method. As the leases run out, the value of these houses also reduces. The Company would look at the basis of revaluation in the current financial year as the leases would be coming to an end soon and believed if there was a need to further write down, this should not be material.

RESOLUTION 5: DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2019

6. Shareholder A enquired why there was an increase in directors' fee for the financial year ending 31 December 2019. Mr. Lee Ying Cheun, the Chairman of Nomination Committee, clarified that the additional S\$30,000 was for the Lead Independent Director who is the point of contact between the shareholders and the Company.
7. On Shareholder A's enquiry as to how the Company arrived at the amount of the directors' fee, Mr. Lee explained that the Company made reference to market guides and the Chairman further explained the Company also considered the recommendation by the Singapore Institute of Directors as well as directors' fee paid by other similar sized companies taking into consideration the directors' responsibilities e.g. acting as director cum committee member.

RESOLUTION 6: RE-APPOINTMENT OF AUDITORS

8. In response to Shareholder A's enquiry, the Chairman informed the Meeting that Deloitte & Touche LLP ("D&T") had been appointed as the auditors of the Company since 1995 and that the Company had complied with the Listing Rules and Corporate Governance recommendations whereby the audit partner is rotated every 5 years but not the audit firm. The Chairman mentioned that D&T understands the Company's businesses well and the Board is satisfied with the auditors' performance so far.

Notes: The above is to provide a gist of the discussions which took place during the meeting only and is not intended to be a verbatim record of the questions asked and answers given.