

**NATURAL COOL HOLDINGS LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 200509967G)  
(the “Company”)

**MINUTES OF ANNUAL GENERAL MEETING**

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<b>PLACE</b>	: 87 Defu Lane 10, #02-01, Singapore 539219
<b>DATE</b>	: 29 April 2026
<b>TIME</b>	: 10.00 a.m.
<b>IN ATTENDANCE</b>	: As set out in the Attendance List maintained by the Company
<b>CHAIRMAN OF THE MEETING</b>	: Choy Bing Choong

Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the names of the members and proxies present at the Annual General Meeting (“**AGM**”) will not be published in these minutes.

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**QUORUM**

As a quorum was present, the Chairman declared the meeting open at 10.00 a.m.

**INTRODUCTION**

The Chairman introduced the following attendees present at the meeting:

*Director of the Company*

- the Executive Director and Group Chief Executive Officer, Mr Tsng Joo Peng

*Independent Directors of the Company*

- the Lead Independent Non-Executive Director and Chairman of the Audit and Risk Committee, Mr Tran Phuoc (Lucas)
- the Independent Non-Executive Director and Chairperson of the Remuneration Committee, Ms Lau Lee Hua
- the Independent Non-Executive Director and Chairman of the Nominating Committee, Mr Tan Siew Bin Ronnie

### *Management Team*

- the Group Chief Financial Officer, Mr Jeffrey Kan Kai Hi

### *Professionals*

- the Audit Partner from KPMG LLP, Ms Ong Chai Yan
- Representative from the Sponsor, PrimePartners Corporate Finance Pte. Ltd., Ms Foo Jien Jieng and Ms Sum Ka Mon
- the Company Secretary, Ms Sharon Yeoh Kar Choo

## **NOTICE**

The Notice of Annual General Meeting dated 13 April 2026 convening the meeting was taken as read.

## **VOTING BY WAY OF A POLL**

The Chairman informed the members that B.A.C.S. Private Limited and CACS Corporate Advisory Pte. Ltd. were appointed as Polling Agent and Scrutineer, respectively. A representative from CACS Corporate Advisory Pte. Ltd. explained the rules on the poll voting process to the members. The validity of the proxies submitted by the members by the submission deadline of 10.00 a.m. on 26 April 2026 had been reviewed and the votes of all such valid proxies had been counted and verified. The tabulated poll results would be declared after the passing of the motions for the ordinary resolutions.

The Chairman informed that, in his capacity as Chairman of the meeting, he had been appointed as proxy by a number of members and that he would be voting in accordance with their instructions.

The Chairman further informed that voting on all resolutions to be passed at the AGM would be conducted by poll pursuant to Rule 730A of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"). He then demanded for a poll in accordance with the provisions of the Constitution of the Company.

The Chairman assured the members that they would be given the opportunity to ask questions before casting their votes by poll, whereby a manual poll to vote on all resolutions will be conducted.

The Chairman informed that the Company did not receive any questions from the Securities Investors Association Singapore and members.

## **PRESENTATION BY GROUP CHIEF FINANCIAL OFFICER**

Mr Jeffrey Kan Kai Hi, the Group Chief Financial Officer of the Company led the members through a presentation, which included an overview of the Group's Business and Financial Highlights for the financial year ended 31 December 2025.

## **ORDINARY BUSINESS**

### **ORDINARY RESOLUTION 1 – ADOPTION OF THE DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025**

The Ordinary Resolution 1 was proposed by the Chairman and seconded by a member of the Company.

The Chairman invited questions from the members on Ordinary Resolution 1 relating to the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2025.

No question was raised by the members.

### **ORDINARY RESOLUTION 2 – FIRST AND FINAL DIVIDEND**

The Ordinary Resolution 2 was proposed by the Chairman and seconded by a member of the Company.

The Chairman invited questions from the members on Ordinary Resolution 2 relating to the declaration of a first and final one-tier tax-exempt dividend of 0.40 Singapore cents per ordinary share for the financial year ended 31 December 2025 in view of the Company's performance in 2025 and also in commemoration of the 20<sup>th</sup> anniversary of the Company's listing on the Singapore Exchange.

No question was raised by the members.

### **ORDINARY RESOLUTION 3 – RE-ELECTION OF MR TRAN PHUOC (LUCAS)**

The Ordinary Resolution 3 was proposed by the Chairman and seconded by a member of the Company.

The Chairman informed the members that Mr Tran Phuoc (Lucas), upon re-election, would remain as the Lead Independent Non-Executive Director of the Company, Chairman of the Audit and Risk Committee and a member of the Remuneration Committee and Nominating

Committee. He would be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

The Chairman invited questions from the members on Ordinary Resolution 3 relating to the re-election of Mr Tran Phuoc (Lucas) as a Director of the Company.

No question was raised by the members.

#### **ORDINARY RESOLUTION 4 – RE-ELECTION OF MR CHOY BING CHOONG**

As a matter of independency, the Chairman passed the chair to Ms Sharon Yeoh, Company Secretary to conduct the meeting for Ordinary Resolution 4.

The Ordinary Resolution 4 was proposed by the Chairman and seconded by a member of the Company.

The Company Secretary informed the members that Mr Choy Bing Choong, upon re-election, would remain as an Executive Chairman of the Company.

She invited questions from the members on Ordinary Resolution 4 relating to the re-election of Mr Choy Bing Choong as a Director of the Company.

No question was raised by the members.

#### **RETIREMENT OF DIRECTOR - MS LAU LEE HUA**

The Chairman informed that Ms Lau Lee Hua has served as an Independent Non-Executive Director of the Company for more than nine years from the date of her appointment and would no longer be considered independent pursuant to Rule 406(3)(d)(iv) of the Catalist Rules. Accordingly, and consistent with the Company's commitment to maintaining strong corporate governance standards and Board independence, Ms Lau Lee Hua did not seek re-election and accordingly retired as a Director of the Company at the conclusion of the AGM.

The Board recorded its appreciation to Ms Lau Lee Hua for her dedication, invaluable contributions and guidance given to the Group during her tenure, and extended its best wishes for her future endeavours.

Ms Lau Lee Hua ceased to be a Director of the Company and concurrently relinquished her roles as the Chairperson of the Remuneration Committee and a member of the Audit and Risk Committee and Nominating Committee upon the conclusion of the AGM.

## **ORDINARY RESOLUTION 5 – APPOINTMENT OF MR KO CHUAN AUN**

The Ordinary Resolution 5 was proposed by the Chairman and seconded by a member of the Company.

The Chairman informed the members that following the retirement of Ms Lau Lee Hua, Mr Ko Chuan Aun would be appointed as an Independent Non-Executive Director of the Company pursuant to Regulation 89 of the Company's Constitution. Subject to members' approval, Mr Ko Chuan Aun would be appointed as the Chairman of the Remuneration Committee and a member of the Audit and Risk Committee and Nominating Committee. Mr Ko Chuan Aun would be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

The Chairman invited questions from the members on Ordinary Resolution 5 relating to the appointment of Mr Ko Chuan Aun as a Director of the Company.

No question was raised by the members.

## **ORDINARY RESOLUTION 6 – APPROVAL OF THE DIRECTORS' FEES OF S\$155,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2026**

The Ordinary Resolution 6 was proposed by the Chairman and seconded by a member of the Company.

The Chairman invited questions from the members on Ordinary Resolution 6 relating to the approval of the Directors' fees of S\$155,000 for the financial year ending 31 December 2026 to be paid monthly in arrears.

No question was raised by the members.

## **ORDINARY RESOLUTION 7 – RE-APPOINTMENT OF AUDITORS**

The Ordinary Resolution 7 was proposed by the Chairman and seconded by a member of the Company.

The Chairman informed the members that the retiring Auditors, Messrs KPMG LLP, had expressed their willingness to continue in office and invited questions from the members.

No question was raised by the members.

## **SPECIAL BUSINESS**

### **ORDINARY RESOLUTION 8 – AUTHORITY TO ALLOT AND ISSUE NEW SHARES**

The Ordinary Resolution 8 was proposed by the Chairman and seconded by a member of the Company.

Ordinary Resolution 8 dealt with the authority to allot and issue new shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist.

The Chairman invited questions from the members on Ordinary Resolution 8 relating to the authority to allot and issue new shares of the Company.

No question was raised by the members.

### **ORDINARY RESOLUTION 9 – AUTHORITY TO ISSUE SHARES UNDER THE NATURAL COOL EMPLOYEE SHARE OPTION SCHEME 2017**

The Ordinary Resolution 9 was proposed by the Chairman and seconded by a member of the Company.

The Chairman informed the members that Directors and any members who are eligible to participate in the Natural Cool Employee Share Option Scheme 2017 (including employees of the Group) shall abstain from voting on this resolution. As of the date of the meeting, no options have been granted under the Natural Cool Employee Share Option Scheme 2017.

The Chairman invited questions from the members on Ordinary Resolution 9 relating to the authority to allot and issue shares under the Natural Cool Employee Share Option Scheme 2017.

No question was raised by the members.

### **ORDINARY RESOLUTION 10 – AUTHORITY TO ISSUE SHARES UNDER THE NATURAL COOL PERFORMANCE SHARE PLAN 2019**

The Ordinary Resolution 10 was proposed by the Chairman and seconded by a member of the Company.

The Chairman informed the members that Directors and any members who are eligible to participate in the Natural Cool Performance Share Plan 2019 (including employees of the Group) shall abstain from voting on this resolution. As of the date of the meeting, no shares have been granted under the Natural Cool Performance Share Plan 2019.

The Chairman invited questions from the members on Ordinary Resolution 10 relating to the authority to allot and issue shares under the Natural Cool Performance Share Plan 2019.

No question was raised by the members.

**As all the items of the agenda in the Notice of AGM have been dealt with, the Meeting proceeded with the conduct of the poll.**

**The Chairman reminded the members and proxies present at the Meeting to submit the poll voting slips to the Scrutineer.**

The Chairman informed that the results of the polling would be announced after the counting and verification of the polling slips by the Scrutineer. With no objection from the members, the Meeting was adjourned at 10.26 a.m.

The Meeting was resumed at 10.40 a.m. and the results of the poll verified by the Scrutineer were as follows:

Resolution number and details	Total number of shares represented by votes For and Against the relevant resolution	For		Against	
		Number of shares	%	Number of shares	%
<p><b><u>Ordinary Resolution 1</u></b>                      Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2025 and the Independent Auditor's Report thereon.</p>	173,051,064	173,051,064	100	0	0
<p><b><u>Ordinary Resolution 2</u></b>                      Declaration of a first and final one-tier tax-exempt dividend of 0.40 Singapore cents per ordinary share for the financial year ended 31 December 2025.</p>	173,051,064	173,051,064	100	0	0

Resolution number and details	Total number of shares represented by votes For and Against the relevant resolution	For		Against	
		Number of shares	%	Number of shares	%
<p><b><u>Ordinary Resolution 3</u></b>                      Re-election of Mr Tran Phuoc (Lucas) as a Director pursuant to Regulation 90 of the Company's Constitution.</p>	173,051,064	173,051,064	100	0	0
<p><b><u>Ordinary Resolution 4</u></b>                      Re-election of Mr Choy Bing Choong as a Director pursuant to Regulation 90 of the Company's Constitution.</p>	173,051,064	173,051,064	100	0	0
<p><b><u>Ordinary Resolution 5</u></b>                      Appointment of Mr Ko Chuan Aun as a Director pursuant to Regulation 89 of the Company's Constitution.</p>	173,051,064	173,051,064	100	0	0
<p><b><u>Ordinary Resolution 6</u></b>                      Approval of Directors' fees of S\$155,000 for the financial year ending 31 December 2026 to be paid monthly in arrears.</p>	173,051,064	173,051,064	100	0	0
<p><b><u>Ordinary Resolution 7</u></b>                      Re-appointment of Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.</p>	173,051,064	173,051,064	100	0	0

Resolution number and details	Total number of shares represented by votes For and Against the relevant resolution	For		Against	
		Number of shares	%	Number of shares	%
<p><b><u>Ordinary Resolution 8</u></b> Authority to allot and issue new shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual (Section B: Rules of Catalist).</p>	173,051,064	146,051,064	84.40	27,000,000	15.60
<p><b><u>Ordinary Resolution 9</u></b> Authority to allot and issue shares under the Natural Cool Employee Share Option Scheme 2017.</p>	149,670,838	122,670,838	81.96	27,000,000	18.04
<p><b><u>Ordinary Resolution 10</u></b> Authority to allot and issue shares under the Natural Cool Performance Share Plan 2019.</p>	149,670,838	122,670,838	81.96	27,000,000	18.04

The Chairman declared that all the Resolutions 1 to 10 carried.

In connection thereto, the following Resolutions 1 to 10 were duly passed:

**ORDINARY RESOLUTION 1 – ADOPTION OF THE DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025**

It was resolved that the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2025 and the Independent Auditors’ Report thereon, be and are hereby received and adopted.

## **ORDINARY RESOLUTION 2 – FIRST AND FINAL DIVDEND**

It was resolved that the first and final one-tier tax-exempt dividend of 0.40 Singapore cents per ordinary share for the financial year ended 31 December 2025 in view of the Company's performance in 2025 and also in commemoration of the 20<sup>th</sup> anniversary of the Company's listing on the Singapore Exchange, be approved.

## **ORDINARY RESOLUTION 3 – RE-ELECTION OF MR TRAN PHUOC (LUCAS)**

It was resolved that Mr Tran Phuoc (Lucas) be re-elected as a Director of the Company.

## **ORDINARY RESOLUTION 4 – RE-ELECTION OF MR CHOY BING CHOONG**

It was resolved that Mr Choy Bing Choong be re-elected as a Director of the Company.

## **ORDINARY RESOLUTION 5 – APPOINTMENT OF MR KO CHUAN AUN**

It was resolved that Mr Ko Chuan Aun be appointed as a Director of the Company upon the conclusion of the AGM.

## **ORDINARY RESOLUTION 6 – APPROVAL OF THE DIRECTORS' FEES OF S\$155,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2026**

It was resolved that the payment of S\$155,000 as Directors' fees for the financial year ending 31 December 2026, payable monthly in arrears, be approved.

## **ORDINARY RESOLUTION 7 – RE-APPOINTMENT OF AUDITORS**

It was resolved that Messrs KPMG LLP be re-appointed as Auditors of the Company until the conclusion of the next AGM and the Directors be authorised to fix their remuneration.

## **ORDINARY RESOLUTION 8 – AUTHORITY TO ALLOT AND ISSUE NEW SHARES**

It was resolved that Ordinary Resolution 8 as set out under item 10 in the Notice of AGM, be approved.

**ORDINARY RESOLUTION 9 – AUTHORITY TO ISSUE SHARES UNDER THE NATURAL COOL EMPLOYEE SHARE OPTION SCHEME 2017**

It was resolved that the Ordinary Resolution 9 as set out under item 11 in the Notice of AGM, be approved.

**ORDINARY RESOLUTION 10 – AUTHORITY TO ISSUE SHARES UNDER THE NATURAL COOL PERFORMANCE SHARE PLAN 2019**

It was resolved that the Ordinary Resolution 10 as set out under item 12 in the Notice of AGM, be approved.

**CONCLUSION**

There being no further business, the Chairman declared the AGM of the Company closed at 10.45 a.m. The Chairman thanked the members for their continued support to the Company.

**CONFIRMED AS A CORRECT RECORD OF THE PROCEEDING OF THE MEETING**

**CHOY BING CHOONG**  
Chairman of the Meeting