### CHIP ENG SENG CORPORATION LTD.

(Registration No. 199805196H) (the "Company")

### MINUTES OF ANNUAL GENERAL MEETING

**VENUE** : Via electronic means

DATE : Friday, 23 April 2021

**TIME** : 10.00 a.m.

IN ATTENDANCE : Per the attendance list maintained by the Company

CHAIRMAN OF ANNUAL: Mr Abdul Jabbar Bin Karam Din ("Mr Abdul Jabbar")

**GENERAL MEETING** 

#### 1. INTRODUCTION & QUORUM

Mr Abdul Jabbar, an Independent Director of the Company, was appointed as the Chairman of the Company's Annual General Meeting (the "**Meeting**") pursuant to the Constitution of the Company. He welcomed the shareholders of the Company ("**Shareholders**") and all those who were in attendance at the Meeting.

Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, it was noted that the Meeting would be conducted via electronic means only. This was in view of the current COVID-19 restriction orders in Singapore and the related safe distancing measures, so as to keep physical interactions and COVID-19 transmission risks to a minimum.

The share registrar of the Company had verified that at least two (2) Shareholders were in attendance at the Meeting via electronic means. As a quorum of at least two (2) Shareholders were electronically present at the Meeting, the Chairman of the Meeting declared the Meeting open and introduced the Directors, senior executives and Auditors of the Company present.

## 2. NOTICE OF MEETING

The Chairman of the Meeting highlighted that printed copies of the Notification and Request Form, the Notice of Annual General Meeting dated 8 April 2021 (the "Notice of AGM") and the proxy form were despatched to Shareholders on 8 April 2021.

In line with the Company's sustainability strategy, the Company has discontinued its practice of mailing printed copies of its annual reports to Shareholders. Accordingly, printed copies of the Company's annual report for the financial year ended 31 December 2020 (the "FY2020 Annual Report") and the accompanying Appendix relating to the proposed renewal of the Company's share purchase mandate (the "Appendix") were not despatched to Shareholders, unless requested via the Notification and Request Form. However, an electronic copy of each of the FY2020 Annual Report and the Appendix had been made available on the Company's corporate website and SGXNET.

The Notice of AGM was taken as read.

#### 3. VOTING BY WAY OF A POLL

As stated in the Notice of AGM, Shareholders would not able to vote "live" at the Meeting. It was noted that a Shareholder who had wished to vote on the resolutions tabled at the Meeting should have appointed the Chairman of the Meeting as proxy to vote on his/her/its behalf at the Meeting at least 72 hours before the Meeting. Such Shareholder who appointed the Chairman of the Meeting as proxy must have given specific instructions in the proxy form as to the manner of voting, or abstentions from voting, failing which the appointment and votes would be treated as invalid.

The Chairman of the Meeting informed that he had been appointed as proxy on behalf of the Shareholders who had directed him to vote for or against, or to abstain from, certain motions for the Meeting. All resolutions at the Meeting would be voted on by way of poll, which complies with the requirement in the Listing Manual of the Singapore Exchange Securities Trading Limited (the "Listing Manual") that all listed companies have to conduct voting by poll for all general meetings.

It was noted that RHT Governance, Risk & Compliance (Singapore) Pte. Ltd. had been appointed as the Scrutineer and In.Corp Corporate Services Pte. Ltd. had been appointed as the polling agent. The Scrutineer had checked the validity of the proxy forms received and prepared a report on the poll results which would be announced after each motion has been formally proposed at the Meeting.

#### 4. QUESTIONS AND ANSWERS

As stated in the Notice of AGM, Shareholders were not able to ask questions "live" during the Meeting. The Chairman of the Meeting highlighted that the Company had addressed the substantial and relevant questions received from Shareholders in an announcement released via SGXNET on 22 April 2021.

The Chairman of the Meeting then proceeded with the agenda of the Meeting.

### **ROUTINE BUSINESS**

#### 5. RESOLUTION 1:

# ADOPTION OF DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

The first item on the agenda was to receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020 ("**FY2020**") and the Auditors' Report thereon.

The following results verified by the Scrutineer were shown on the screen:

	Votes	Percentage (%)
No. of shares for:	368,816,059	100.000
No. of shares against:	0	0.000

Based on the results of the poll, the Chairman of the Meeting declared Resolution 1 duly carried and IT WAS RESOLVED:

"THAT the Audited Financial Statements of the Company for the financial year ended 31 December 2020, together with the Directors' Statement and the Auditors' Report thereon, be hereby received and adopted."

# 6. RESOLUTION 2: APPROVAL OF TAX EXEMPT (ONE-TIER) FIRST AND FINAL DIVIDEND

The second item on the agenda was to approve the payment of a tax exempt (one-tier) first and final dividend of 2.0 Singapore cents per ordinary share for FY2020 and that such dividend, if approved, will be paid on or around 21 May 2021.

The following results verified by the Scrutineer were shown on the screen:

	Votes	Percentage (%)
No. of shares for:	368,816,059	100.000
No. of shares against:	0	0.000

Based on the results of the poll, the Chairman of the Meeting declared Resolution 2 duly carried and IT WAS RESOLVED:

"THAT the payment of a tax exempt (one-tier) first and final dividend of 2.0 Singapore cents per ordinary share for the financial year ended 31 December 2020, be hereby approved."

## 7. RESOLUTIONS 3 TO 5: RE-ELECTION OF DIRECTORS

The Meeting noted that Mrs Chen Huaidan @ Celine Tang ("Mrs Celine Tang"), Mr Tan Tee How and Mr Lock Wai Han, the Directors of the Company who were retiring pursuant to Regulation 115 of the Company's Constitution, had signified their consents to continue in office.

## 7.1 RESOLUTION 3: RE-ELECTION OF MRS CHEN HUAIDAN @ CELINE TANG AS A DIRECTOR

The third item on the agenda was to re-elect Mrs Celine Tang as a Director of the Company.

It was noted that Mrs Celine Tang, upon re-election, will remain as the Non-Executive Chairman and Non-Executive and Non-Independent Director of the Company.

The following results verified by the Scrutineer were shown on the screen:

	Votes	Percentage (%)
No. of shares for:	368,007,659	99.781
No. of shares against:	808,200	0.219

Based on the results of the poll, the Chairman of the Meeting declared Resolution 3 duly carried and IT WAS RESOLVED:

## 7.2 RESOLUTION 4: RE-ELECTION OF MR TAN TEE HOW AS A DIRECTOR

The fourth item on the agenda was to re-elect Mr Tan Tee How as a Director of the Company.

It was noted that Mr Tan Tee How, upon re-election, will remain as an Executive Director of the Company.

The following results verified by the Scrutineer were shown on the screen:

	Votes	Percentage (%)
No. of shares for:	368,384,059	99.883
No. of shares against:	431,800	0.117

Based on the results of the poll, the Chairman of the Meeting declared Resolution 4 duly carried and IT WAS RESOLVED:

<sup>&</sup>quot;THAT Mrs Chen Huaidan @ Celine Tang be re-elected as a Director of the Company."

<sup>&</sup>quot;THAT Mr Tan Tee How be re-elected as a Director of the Company."

## 7.3. RESOLUTION 5: RE-ELECTION OF MR LOCK WAI HAN AS A DIRECTOR

The fifth item on the agenda was to re-elect Mr Lock Wai Han as a Director of the Company.

It was noted that Mr Lock Wai Han, upon re-election, will remain as an Independent Director of the Company and as a member of the Audit and Risk Committee and Nominating Committee ("**NC**") of the Company. Mr Lock Wai Han is considered independent for the purposes of Rule 704(8) of the Listing Manual.

The following results verified by the Scrutineer were shown on the screen:

	Votes	Percentage (%)
No. of shares for:	352,351,203	95.536
No. of shares against:	16,464,656	4.464

Based on the results of the poll, the Chairman of the Meeting declared Resolution 5 duly carried and IT WAS RESOLVED:

"THAT Mr Lock Wai Han be re-elected as a Director of the Company."

### 8. RETIREMENT OF MR ANG MONG SENG AS A DIRECTOR

Item 4 of the Notice of AGM was to note the retirement of Mr Ang Mong Seng as a Director of the Company pursuant to Regulation 115 of the Company's Constitution. Mr Ang Mong Seng had served as an Independent Director of the Company for more than nine years from the date of his first appointment. In the spirit of good corporate governance, Mr Ang Mong Seng did not seek re-election.

Accordingly, Mr Ang Mong Seng had also retired as the Lead Independent Director of the Company, chairman of the Remuneration Committee of the Company and as member of the NC and Investment Committee of the Company at the conclusion of the Meeting.

The Board of Directors (the "**Board**") thanked Mr Ang Mong Seng for his invaluable contributions to the Board during his tenure.

### 9. RESOLUTION 6:

APPROVAL OF DIRECTORS' FEES AMOUNTING TO \$\$610,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021, TO BE PAID QUARTERLY IN ARREARS

The sixth item on the agenda was to approve the payment of Directors' fees for the financial year ending 31 December 2021. The Board had recommended a sum of S\$610,000/- as Directors' fees for the financial year ending 31 December 2021, payable quarterly in arrears.

The following results verified by the Scrutineer were shown on the screen:

	Votes	Percentage (%)
No. of shares for:	368,813,059	99.999
No. of shares against:	3,000	0.001

Based on the results of the poll, the Chairman of the Meeting declared Resolution 6 duly carried and IT WAS RESOLVED:

"THAT the Directors' fees amounting to S\$610,000/- for the financial year ending 31 December 2021 be approved and that such fees be paid quarterly in arrears."

#### 10. RESOLUTION 7:

# RE-APPOINTMENT OF MESSRS ERNST & YOUNG LLP AS AUDITORS AND AUTHORITY FOR DIRECTORS TO FIX THEIR REMUNERATION

The seventh item on the agenda was to approve the re-appointment of Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. The Meeting noted that Messrs Ernst & Young LLP had expressed their willingness to continue in office.

The following results verified by the Scrutineer were shown on the screen:

	Votes	Percentage (%)
No. of shares for:	368,816,059	100.000
No. of shares against:	0	0.000

Based on the results of the poll, the Chairman of the Meeting declared Resolution 7 duly carried and IT WAS RESOLVED:

"THAT Messrs Ernst & Young LLP be hereby re-appointed as Auditors of the Company, at a remuneration to be determined by the Directors of the Company, and to hold office until the conclusion of the next annual general meeting of the Company."

### 11. OTHER ROUTINE BUSINESS

As no further items of routine business were received, the Chairman of the Meeting proceeded to deal with the items of special business.

### **SPECIAL BUSINESS**

### 12. RESOLUTION 8:

# AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE NEW SHARES PURSUANT TO SECTION 161 OF THE COMPANIES ACT, CHAPTER 50

The first item of special business on the agenda to dealt with as an ordinary resolution, as set out in item 8 of the Notice of AGM, was to seek Shareholders' approval to authorise and empower the Directors of the Company to allot and issue new shares in the capital of the Company and/or issue other instruments which would require new shares to be issued.

The following results verified by the Scrutineer were shown on the screen:

	Votes	Percentage (%)
No. of shares for:	352,376,603	95.586
No. of shares against:	16,273,256	4.414

Based on the results of the poll, the Chairman of the Meeting declared Resolution 8 duly carried and IT WAS RESOLVED:

"THAT pursuant to Section 161 of the Companies Act, Chapter 50 (the "Companies Act") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "Listing Manual") and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company to:

- a. (i) allot and issue shares in the capital of the Company ("New Shares") (whether by way of rights, bonus or otherwise); and/or
  - (ii) make or grant offers, agreements or options that may or would require New Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into New Shares (collectively, "Instruments"),

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

b. (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue New Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force.

## provided that:

- the aggregate number of New Shares to be issued pursuant to this Resolution (including New Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares in the capital of the Company ("Shares"), excluding subsidiary holdings and treasury shares of the Company (each as defined in the Listing Manual), of which the aggregate number of New Shares to be granted other than on a pro-rata basis to shareholders of the Company ("Shareholders") (including New Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the total number of Shares (excluding subsidiary holdings and treasury shares of the Company);
- (ii) for the purpose of determining the aggregate number of New Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of Shares (excluding subsidiary holdings and treasury shares of the Company) shall be calculated based on the total number of issued Shares (excluding subsidiary holdings and treasury shares of the Company) at the time of the passing of this Resolution, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of any convertible securities which were issued and outstanding or subsisting at the time of the passing of this Resolution;
  - (b) new Shares arising from exercise of share options or vesting of share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such

compliance has been waived by the Singapore Exchange Securities Trading Limited (the "SGX-ST")) and the Constitution for the time being of the Company; and

(iv) unless revoked or varied by Shareholders in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."

### 13. RESOLUTION 9:

# AUTHORITY FOR DIRECTORS TO OFFER AND GRANT OPTIONS AND ALLOT AND ISSUE SHARES UNDER THE CHIP ENG SENG EMPLOYEE SHARE OPTION SCHEME 2013

The second item of special business on the agenda to be dealt with as an ordinary resolution, as set out in item 9 of the Notice of AGM, was to seek Shareholders' approval to authorise and empower the Directors of the Company to:

- a. allot and issue such number of fully-paid new shares pursuant to Section 161 of the Companies Act, as may be required to be delivered pursuant to the exercise of any options granted under the Chip Eng Seng Employee Share Option Scheme 2013; and
- b. subject to the same being allowed by law, apply any shares purchased or acquired under any share purchase mandate of the Company and to deliver such existing shares (including treasury shares of the Company) towards the satisfaction of options granted under the Chip Eng Seng Employee Share Option Scheme 2013 which are exercised.

The following results verified by the Scrutineer were shown on the screen:

	Votes	Percentage (%)
No. of shares for:	349,272,528	94.745
No. of shares against:	19,371,331	5.255

Based on the results of the poll, the Chairman of the Meeting declared Resolution 9 duly carried and IT WAS RESOLVED:

"THAT the Directors of the Company be hereby authorised to:

- a. offer and grant options ("Options") in accordance with the provisions of the Chip Eng Seng Employee Share Option Scheme 2013 (the "Scheme"), and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to the exercise of any Options granted under the Scheme; and
- subject to the same being allowed by law, apply any Shares purchased or acquired under any share purchase mandate of the Company and to deliver such existing Shares (including treasury shares of the Company) towards the satisfaction of Options which are exercised,

PROVIDED THAT the aggregate number of Shares to be issued or transferred pursuant to the exercise of Options granted under the Scheme on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent. (15%) of the total number of issued Shares (excluding subsidiary holdings and treasury shares of the Company) on the day preceding that date."

#### 14. RESOLUTION 10:

# AUTHORITY FOR DIRECTORS TO OFFER AND GRANT AWARDS AND ALLOT AND ISSUE SHARES UNDER THE CHIP ENG SENG PERFORMANCE SHARE PLAN

The third item of special business on the agenda to be dealt with as an ordinary resolution, as set out in item 10 of the Notice of AGM, was to seek the Shareholders' approval to authorise and empower the Directors of the Company to:

- a. allot and issue such number of fully-paid new shares pursuant to Section 161 of the Companies Act, as may be required to be delivered pursuant to the vesting of the awards granted under the Chip Eng Seng Performance Share Plan; and
- b. subject to the same being allowed by law, apply any shares purchased or acquired under any share purchase mandate of the Company and to deliver such existing shares (including treasury shares of the Company) towards the satisfaction of awards granted under the Chip Eng Seng Performance Share Plan which have vested.

The following results verified by the Scrutineer were shown on the screen:

	Votes	Percentage (%)
No. of shares for:	349,272,528	94.745
No. of shares against:	19,371,331	5.255

Based on the results of the poll, the Chairman of the Meeting declared Resolution 10 duly carried and IT WAS RESOLVED:

"THAT the Directors of the Company be hereby authorised to:

- a. offer and grant awards ("Awards") in accordance with the provisions of the Chip Eng Seng Performance Share Plan (the "Share Plan"), and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to the vesting of the Awards granted under the Share Plan; and
- subject to the same being allowed by law, apply any Shares purchased or acquired under any share purchase mandate of the Company and to deliver such existing Shares (including treasury shares of the Company) towards the satisfaction of Awards which have vested,

PROVIDED THAT the aggregate number of Shares to be issued or transferred pursuant to the vesting of Awards granted under the Share Plan on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent. (15%) of the total number of issued Shares (excluding subsidiary holdings and treasury shares of the Company) on the day preceding that date."

# 15. RESOLUTION 11: APPROVAL OF THE RENEWAL OF THE SHARE PURCHASE MANDATE

The fourth item of special business on the agenda to be dealt with as an ordinary resolution, as set out in item 11 of the Notice of AGM, was to seek Shareholders' approval to renew the share purchase mandate of the Company. The motion, if passed, would renew the Company's share purchase mandate which shall thereafter be valid from the date of the Meeting until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

The information relating to the share purchase mandate to be renewed as well as the conditions which have to be fulfilled in order for the Concert Parties Group (as defined in the Appendix) to be exempted from the requirement to make a general offer for the Company under the Singapore Code on Take-overs and Mergers were set out in the Appendix.

As stated in the Appendix, the persons presumed to be acting in concert for the purposes of the Singapore Code on Take-overs and Mergers were Mrs Celine Tang, her spouse, Mr Gordon Tang Yigang, and Senz Holdings Limited. Senz Holdings Limited is a Shareholder and Mrs Celine Tang is a director of Senz Holdings Limited.

Ordinary Resolution 11 was to be approved by a majority of votes on a poll, from Shareholders who could not become obliged to make a general offer as a result of the purchase of shares by the Company pursuant to the share purchase mandate. As such, the Concert Parties Group (as defined in the Appendix) abstained from voting in favour of Ordinary Resolution 11.

The following results verified by the Scrutineer were shown on the screen:

	Votes	Percentage (%)
No. of shares for:	59,127,456	100.000
No. of shares against:	0	0.000

Based on the results of the poll, the Chairman of the Meeting declared Resolution 11 duly carried and IT WAS RESOLVED:

### "THAT:

- a. for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or acquire 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 transacted on the SGX-ST's trading system, through one or more duly licensed dealers appointed by the Company for the purpose (each a "Market Purchase"); and/or
  - (ii) off-market purchases under an equal access scheme (as defined in Section 76C of the Companies Act) for the purchase or acquisition of Shares from Shareholders (each an "Off-Market Purchase"),

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

- b. unless varied or revoked by Shareholders in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company 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 required by law to be held;
  - (ii) the date on which the purchases of the Shares are carried out to the full extent mandated; or
  - (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting,

(the "Relevant Period");

#### c. in this Resolution:

"Prescribed Limit" means ten per cent. (10%) of the total number of issued Shares (excluding subsidiary holdings and treasury shares of the Company) as at the date of the 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 (excluding subsidiary holdings and treasury shares of the Company as at that date); and

"Maximum Price" in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, commission, 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 of the Shares;
- (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price of the Shares,

where:

"Average Closing Price" means the average of the closing market prices of the Shares over the last five (5) consecutive Market Days, on which transactions in the Shares were recorded, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) day period and the day on which the Market Purchase or, as the case may be, the Off-Market Purchase is made;

"date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of the Shares to holders of Shares, stating the purchase price (which shall not be more than the Maximum Price determined on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

"Market Day" means a day on which the SGX-ST is open for trading in securities;

- d. the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased or acquired by the Company, pursuant to the Share Purchase Mandate in any manner as may be permitted under the Companies Act; and
- e. the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution."

### 16. TERMINATION

There being no further business, the Meeting concluded at 10.15 a.m. and was declared closed by the Chairman of the Meeting.

ABDUL JABBAR BIN KARAM DIN CHAIRMAN OF THE MEETING