

## FUJI OFFSET PLATES MANUFACTURING LTD

(Company Registration No.: 198204769G)  
(Incorporated in the Republic of Singapore)

### MINUTES OF ANNUAL GENERAL MEETING

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**MODE OF MEETING** : LIVE AUDIO-VISUAL WEBCAST and LIVE AUDIO ONLY STREAM

**DATE** : 26 June 2020

**TIME** : 3.00 p.m.

**PRESENT** : Board of Directors  
Mr Teo Kee Bock  
*(Executive Chairman)*  
Mr Teo Kee Chong  
*(Managing Director)*  
Mr Tan Keh Eyo  
*(Lead Independent Director)*  
Mr Lai Mun Onn  
*(Independent Director)*  
Mr Low Beng Tin  
*(Independent Director)*

Management  
Mr Chua Thiam Chye  
*(Group Financial Controller)*

Company Secretary  
Ms Kelly Kiar Lee Noi

Representative from Company Secretary's Office  
Ms Ang Li Rong

Continuing Sponsor  
Mr Liao H.K.  
*(Representative from Asian Corporate Advisors Pte. Ltd.)*  
Mr Agustinus Suryanata  
*(Representative from Asian Corporate Advisors Pte. Ltd.)*

Auditors  
Mr Tan Boon Leong  
*(Audit Partner, Messrs Ernst & Young LLP)*  
Mr Eric Puah  
*(Representative from Messrs Ernst & Young LLP)*

Share Registrar and Polling Agent  
Ms Joey Ng  
*(Representative from Boardroom Corporate & Advisory Services Pte Ltd)*  
Ms Vivian Teo  
*(Representative from Boardroom Corporate & Advisory Services Pte Ltd)*

Scrutineer  
Mr Chong Chee Lun  
*(Reliance 3P Advisory Pte Ltd)*

**SHAREHOLDERS' PARTICIPATION** : 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to the provisions of the Personal Data Protection Act 2012, the names of the shareholders present at the meeting will not be published in these minutes.

**CHAIRMAN OF MEETING** : Mr Teo Kee Bock

#### **QUORUM**

As a quorum was present, the Executive Chairman of the Company, Mr Teo Kee Bock ("**Mr Teo**"), welcomed shareholders to the Annual General Meeting ("**AGM**" or "**Meeting**") of the Company and declared the AGM open at 3.00 p.m.. For ease of conduct of the Meeting, Mr Teo has requested Mr Tan Keh Eyo ("**Mr Tan**"), the Lead Independent Director of the Company, to assist in the conduct of the proceedings of the AGM of the Company, on his behalf.

#### **LIVE AUDIO-VISUAL WEBCAST AND LIVE AUDIO-ONLY STREAM**

Mr Tan indicated that as the AGM would be conducted by way of electronic means pursuant to the First Schedule of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Company had arranged for live audio-visual webcast and live audio-only stream for shareholders to contemporaneously observe the proceedings of this Meeting. Accordingly, Mr Tan thanked shareholders who had taken their time to watch or listen the live event of this Meeting.

Mr Tan reminded the shareholders that live audio-visual webcast and live audio-only stream were mainly for contemporaneous observation of the Meeting proceedings and sought shareholders' kind understanding that they were not allowed to raise any question during the Meeting.

#### **INTRODUCTION OF DIRECTORS, MANAGEMENT, COMPANY SECRETARY AND PROFESSIONALS**

Mr Tan introduced the Directors, Management, Company Secretary, External Auditors (Ernst & Young LLP), Sponsors (Asian Corporate Advisors Pte. Ltd.), Share Registrar and Polling Agent (Boardroom Corporate & Advisory Services Pte. Ltd.), Scrutineer (Reliance 3P Advisory Pte. Ltd.) and their representatives who were attending the AGM remotely via live audio-visual webcast and audio line.

#### **NOTICE**

Mr Tan informed the Meeting that:-

- (a) The Annual Report together with the Notice of AGM dated 4 June 2020 as well as the announcement in relation to the alternative arrangements for participation at the AGM ("**AGM Announcement**") and the Appendix in relation to the steps for pre-submission of questions, vote and participating at the AGM (the "**Appendix**") had been circulated by electronic means to shareholders within the statutory period. The Notice of the AGM together with the AGM Announcement, with the consent of the shareholders, was taken as read;
- (b) All pertinent information relating to the proposed Resolutions were set out in the Notice of AGM;

- (c) In the Appendix, the Company had informed shareholders to submit their proxy form to appoint the Chairman of the AGM to cast votes on their behalf. Hence, proxy forms lodged or emailed to the Company have been checked and found to be in order;
- (d) In Mr Teo's capacity as the Chairman of the AGM, he had been appointed as a proxy by numerous shareholders who had directed him to vote on their behalf. Therefore, he will vote in accordance with the wishes of shareholders who have appointed him as proxy;
- (e) In the Appendix, the Company had also invited shareholders to submit their questions in advance in relation to any resolutions set out in the Notice of AGM. The Company had received a few questions from shareholders and had addressed the questions via a SGXNet announcement released on 25 June 2020. Shareholders were informed to refer to such SGXNet announcement for reference;
- (f) In accordance with Rule 730A of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), companies listed on the SGX-ST shall conduct voting by poll for all general meetings. Accordingly, in Mr Teo's capacity as the Chairman of the Meeting, he had exercised his right under Article 71 of the Company's Constitution to demand a poll in respect of the Resolutions to be put to vote at this AGM; and
- (g) Reliance 3P Advisory Pte. Ltd. and Boardroom Corporate & Advisory Services Pte. Ltd. have been appointed as Scrutineer and Polling Agent respectively. The validity of the proxies submitted by the shareholders have been reviewed and all valid votes have been counted and verified.

## **ORDINARY BUSINESS:**

### **1. DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS – RESOLUTION 1**

The following Resolution 1 was duly proposed by the Chairman:-

"That the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2019, together with Independent Auditor's Report be received and adopted."

The Chairman put the motion to a vote and casted the votes in accordance with voting instructions received.

As the votes have been counted and verified, the poll result for Resolution 1 is as follows:-

	<b>Number of Shares</b>	<b>%</b>
Votes "For"	33,258,250	100.00
Votes "Against"	0	0.00
<b>Total number of valid votes cast</b>	<b>33,258,250</b>	<b>100.00</b>

Accordingly, Mr Tan declared that Resolution 1 was duly carried unanimously, on a poll vote.

**2. FIRST AND FINAL ONE-TIER TAX-EXEMPT DIVIDEND – RESOLUTION 2**

The Board had recommended a first and final one-tier tax-exempt dividend of 0.3 Singapore cents per share for the financial year ended 31 December 2019 to be declared and paid to the shareholders.

The following Resolution 2 was duly proposed by the Chairman:-

“That the declaration and payment of a first and final one-tier tax-exempt dividend of 0.3 Singapore cents per share for the financial year ended 31 December 2019 be approved.”

The Chairman put the motion to a vote and casted the votes in accordance with voting instructions received.

As the votes have been counted and verified, the poll result for Resolution 2 is as follows:-

	<b>Number of Shares</b>	<b>%</b>
Votes “For”	33,258,250	100.00
Votes “Against”	0	0.00
<b>Total number of valid votes cast</b>	<b>33,258,250</b>	<b>100.00</b>

Accordingly, Mr Tan declared that Resolution 2 was duly carried unanimously, on a poll vote.

**3. RE-ELECTION OF MR TEO KEE BOCK AS DIRECTOR – RESOLUTION 3**

Resolution 3 dealt with the re-election of Mr Teo as a Director of the Company, who was retiring under Article 106 of the Company’s Constitution, and had signified his consent to continue in office.

The Meeting was informed that Mr Teo, upon re-election as a Director of the Company, will remain as Executive Director and Chairman of the Board of the Company.

The following Resolution 3 was duly proposed by the Chairman:-

“That Mr Teo Kee Bock, be re-elected as a Director of the Company under Article 106 of the Constitution of the Company.”

The Chairman put the motion to a vote and casted the votes in accordance with voting instructions received.

As the votes have been counted and verified, the poll result for Resolution 3 is as follows:-

	<b>Number of Shares</b>	<b>%</b>
Votes “For”	33,258,250	100.00
Votes “Against”	0	0.00
<b>Total number of valid votes cast</b>	<b>33,258,250</b>	<b>100.00</b>

Accordingly, Mr Tan declared that Resolution 3 was duly carried unanimously, on a poll vote.

**4. RE-ELECTION OF MR TEO KEE CHONG AS DIRECTOR – RESOLUTION 4**

Resolution 4 dealt with the re-election of Mr Teo Kee Chong as a Director of the Company, who was retiring under Article 106 of the Company's Constitution, and had signified his consent to continue in office.

The Meeting was informed that Mr Teo Kee Chong, upon re-election as a Director of the Company, will remain as Executive Director and Managing Director of the Company.

The following Resolution 4 was duly proposed by the Chairman:-

"That Mr Teo Kee Chong, be re-elected as a Director of the Company under Article 106 of the Constitution of the Company."

The Chairman put the motion to a vote and casted the votes in accordance with voting instructions received.

As the votes have been counted and verified, the poll result for Resolution 4 is as follows:-

	<b>Number of Shares</b>	<b>%</b>
Votes "For"	33,258,250	100.00
Votes "Against"	0	0.00
<b>Total number of valid votes cast</b>	<b>33,258,250</b>	<b>100.00</b>

Accordingly, Mr Tan declared that Resolution 4 was duly carried unanimously, on a poll vote.

**5. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 – RESOLUTION 5**

The Board had recommended the payment of Directors' fees of S\$106,247 for the financial year ended 31 December 2019.

The following Resolution 5 was duly proposed by the Chairman:-

"That the payment of Directors' fees of S\$106,247 for the financial year ended 31 December 2019 be approved."

The Chairman put the motion to a vote and casted the votes in accordance with voting instructions received.

As the votes have been counted and verified, the poll result for Resolution 5 is as follows:-

	<b>Number of Shares</b>	<b>%</b>
Votes "For"	33,258,250	100.00
Votes "Against"	0	0.00
<b>Total number of valid votes cast</b>	<b>33,258,250</b>	<b>100.00</b>

Accordingly, Mr Tan declared that Resolution 5 was duly carried unanimously, on a poll vote.

**6. RE-APPOINTMENT OF AUDITORS – RESOLUTION 6**

The Meeting was informed that Resolution 6 was to approve the re-appointment of Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. The Meeting was further informed that Messrs Ernst & Young LLP had expressed its willingness to continue in office.

The following Resolution 6 was duly proposed by the Chairman:-

“That Messrs Ernst & Young LLP be re-appointed as the Auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and that the Directors be authorised to fix their remuneration.”

The Chairman put the motion to a vote and casted the votes in accordance with voting instructions received.

As the votes have been counted and verified, the poll result for Resolution 6 is as follows:-

	<b>Number of Shares</b>	<b>%</b>
Votes “For”	33,258,250	100.00
Votes “Against”	0	0.00
<b>Total number of valid votes cast</b>	<b>33,258,250</b>	<b>100.00</b>

Accordingly, Mr Tan declared that Resolution 6 was duly carried unanimously, on a poll vote.

**7. ANY OTHER BUSINESS**

As no notice of any other ordinary business had been received by the Secretary, Mr Tan proceeded to deal with the special business of the Meeting.

**SPECIAL BUSINESS:**

**8. AUTHORITY TO ALLOT AND ISSUE SHARES – RESOLUTION 7**

Resolution 7 was to consider and approve the following general mandate to authorise the Directors to allot and issue shares pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Catalist Rules of the SGX-ST.

The following Resolution 7 was duly proposed by the Chairman:-

“That pursuant to Section 161 of the Companies Act, Cap. 50 (the “**Companies Act**”) and Rule 806 of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or

- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require 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 Shares,

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 the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with subparagraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital 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 the Instruments or any convertible securities;
  - (b) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with (a) and (b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, and otherwise, the Constitution of the Company for the time being; and

- (4) unless revoked or varied by the Company in a general meeting, such authority 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 earlier.”

The Chairman put the motion to a vote and casted the votes in accordance with voting instructions received.

As the votes have been counted and verified, the poll result for Resolution 7 is as follows:-

	<b>Number of Shares</b>	<b>%</b>
Votes “For”	33,258,250	100.00
Votes “Against”	0	0.00
<b>Total number of valid votes cast</b>	<b>33,258,250</b>	<b>100.00</b>

Accordingly, Mr Tan declared that Resolution 7 was duly carried unanimously, on a poll vote.

9. **RENEWAL OF SHAREHOLDERS’ MANDATE FOR INTERESTED PERSON TRANSACTIONS – RESOLUTION 8**

Resolution 8 was to renew the shareholders’ mandate to allow the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the type of Interested Person Transactions (“**IPTs**”) as set out in the Appendix to the Annual Report with any interested persons, for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST and to authorise the Directors of the Company to do all acts necessary to give effect to the shareholders’ mandate as they may think fit.

The shareholders’ mandate for IPTs, if renewed, will continue in force until the next annual general meeting of the Company.

Details of the shareholders’ mandate for IPTs and the Audit Committee’s opinion were contained in the Appendix to the Annual Report dated 15 April 2020 which had been circulated to shareholders together with the Annual Report.

The following Resolution 8 was duly proposed by the Chairman:-

“That for the purposes of Chapter 9 of the SGX-ST Catalist Rules:

- (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out in the Appendix to the Annual Report to Shareholders dated 15 April 2020 (the “**Appendix**”) with any party who is of the class of Interested Persons described in the Appendix, provided that such transactions are carried out on normal commercial terms and in accordance with the review procedures of the Company for such Interested Person Transactions as set out in the Appendix (the “**Shareholders’ Mandate**”);
- (b) the Shareholders’ Mandate shall, unless revoked or varied by the Company in a general meeting, 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 earlier; and



- (c) authority be given to the Directors of the Company 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."

The Chairman put the motion to a vote and casted the votes in accordance with voting instructions received.

As the votes have been counted and verified, the poll result for Resolution 8 is as follows:-

	<b>Number of Shares</b>	<b>%</b>
Votes "For"	29,800	100.00
Votes "Against"	0	0.00
<b>Total number of valid votes cast</b>	<b>29,800</b>	<b>100.00</b>

Accordingly, Mr Tan declared that Resolution 8 was duly carried unanimously, on a poll vote.

## **CONCLUSION**

On behalf of the Chairman, Mr Tan declared the AGM of the Company closed at 3.20 p.m. and thanked shareholders for their attendance.

Mr Tan also informed shareholders that the Company will post the minutes of this Meeting proceedings together with the responses to substantial and relevant comments or queries from shareholders relating to the agenda of this Meeting on SGXNet and the Company's corporate website.

**CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD**

**TEO KEE BOCK**  
**CHAIRMAN**