

WORLD PRECISION MACHINERY LIMITED
(Incorporated in Singapore)
(Co. Reg. No.200409453N)

MINUTES OF ANNUAL GENERAL MEETING

PLACE	:	Via "Live" webcast
DATE	:	Friday, 26 June 2020
TIME	:	2.00 p.m.
PRESENT	:	Per the attendance list maintained by the Company.
IN ATTENDANCE	:	Per the attendance list maintained by the Company.
CHAIRMAN	:	Mr Shao Jianjun (" Chairman of the Meeting ")

INTRODUCTION AND QUORUM

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 (as amended from time to time) (the "**Alternative Arrangements Order**"), it was noted that the Annual General Meeting ("**AGM**" or "**Meeting**") is conducted via live webcast and shareholders of the Company were not allowed to attend the Meeting in person but were allowed to view the proceedings through a live webcast.

Pursuant to the Alternative Arrangements Order, the share registrar of the Company, B.A.C.S. Private Limited, had verified that at least 2 shareholders of the Company had attended the Meeting via live webcast. As a quorum of at least 2 shareholders were electronically present at the Meeting, the Chairman of the Meeting declared the Meeting open at 2.00 p.m. and introduced the Directors present.

NOTICE OF MEETING

The Chairman of the Meeting highlighted that no printed copies of the Notice of AGM, the circular to shareholders accompanying the Notice of Annual General Meeting dated 11 June 2020 in relation to the proposed renewal of the Interested Person Transactions Mandate (the "**Circular**") and the proxy form were despatched to shareholders in accordance with the provisions under the Alternative Arrangements Order. However, an electronic copy of each of the Notice of AGM, the Circular and the annual report for the financial year ended 31 December 2019 had been made available on the Company's corporate website and SGXNET.

The Notice of the AGM was taken as read.

VOTING BY WAY OF POLL

As the live webcast would not provide for online voting, it was noted that a shareholder who had wish to exercise his/her/its voting rights at the Meeting should have appointed the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the Meeting at least 48 hours before this Meeting. In appointing the Chairman of the Meeting as proxy, such shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment would be treated as invalid.

Shareholders who had held their shares through relevant intermediaries (including CPFIS Members or SRS investors) and who had wished to exercise their votes by appointing the Chairman of the Meeting as proxy should have approached their respective relevant intermediaries (including their respective CPF Agent Banks or SRS Approved Banks) to submit their voting instructions at least seven working days prior to the date of the Meeting.

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 and against certain motions for the Meeting. All resolutions at the Meeting would be voted by way of poll which also complies with the requirement of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) that all listed companies would have to conduct voting by poll for all general meetings.

It was noted that B.A.C.S. Private Limited and Finova BPO Pte. Ltd. had been appointed as Polling Agent and Scrutineer respectively. 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.

QUESTIONS & ANSWERS

The Company had received a question “How is the Company affected by the US-China trade war and what strategies would the Company be implementing to reduce its impact and increase the Company's profitability?” submitted by a shareholder no later than 10.00 a.m. on 23 June 2020.

In response to the shareholder's question, the Chairman highlighted that only a very small percentage of the Group's products are exported to the United States. That said, the continuous escalation of the tension between China and the United States and the pandemic situation have substantially impacted China's domestic and foreign trade environment. Business enterprises have been affected, and many such affected enterprises are the Group's customers. This in turn, has indirectly affected the Group's business. To solve the problem fundamentally, at present and going forward, the Group will (i) continuously improve its products competitive advantage through innovation and development of better technology to increase its market share, and (ii) continuously improve its overall management, including cost management, by identifying inefficiencies, boosting productivity and controlling costs via automation and proactive inventory management.

ORDINARY BUSINESS:

DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS – RESOLUTION 1

The meeting proceeded to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019 together with the Auditors' Report thereon.

Following the proposal of the motion for Resolution 1 by the Chairman of the Meeting, the following results of the poll verified by the Scrutineer were shown on the screen:

	Votes	%
No. of shares for:	351,199,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman of the Meeting declared the motion carried and it was **RESOLVED**:

“That the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2019 together with the Auditors' Report be received and adopted.”

FINAL DIVIDEND – RESOLUTION 2

The Board had recommended payment of a final tax-exempt (one-tier) dividend of RMB0.05 per share for the financial year ended 31 December 2019. If approved, the dividend would be paid on 22 July 2020.

Following the proposal of the motion for Resolution 2 by the Chairman of the Meeting, the following results of the poll verified by the Scrutineer were shown on the screen:

	Votes	%
No. of shares for:	351,199,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman of the Meeting declared the motion carried and it was RESOLVED:

“That the payment of a final tax-exempt (one-tier) dividend of RMB0.05 per share for the financial year ended 31 December 2019 be approved.”

RE-ELECTION OF MR WANG WEIYAO AS DIRECTOR – RESOLUTION 3

Mr Wang Weiyao, who was retiring under Article 89 of the Company’s Constitution, had consented to continue in office.

It was noted that Mr Wang Weiyao would, upon re-election as a Director of the Company, remain as a member of the Audit, Nominating and Remuneration Committees, and would be considered non-independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Following the proposal of the motion for Resolution 3 by the Chairman of the Meeting, the following results of the poll verified by the Scrutineer were shown on the screen:

	Votes	%
No. of shares for:	55,608,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman of the Meeting declared the motion carried and it was RESOLVED:

“That Mr Wang Weiyao be re-elected as a Director of the Company.”

RE-ELECTION OF MR PHANG KIN SENG (LAWRENCE) AS DIRECTOR – RESOLUTION 4

Mr Phang Kin Seng (Lawrence), who was retiring under Article 89 of the Company’s Constitution, had consented to continue in office.

Mr Phang Kin Seng (Lawrence) would, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees, and would be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX ST.

Following the proposal of the motion for Resolution 4 by the Chairman of the Meeting, the following results of the poll verified by the Scrutineer were shown on the screen:

	Votes	%
No. of shares for:	351,199,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman of the Meeting declared the motion carried and it was RESOLVED:

“That Mr Phang Kin Seng (Lawrence) be re-elected as a Director of the Company.”

DIRECTORS’ FEES – RESOLUTION 5

The Board had recommended the payment of Directors’ fees of S\$180,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears.

Following the proposal of the motion for Resolution 5 by the Chairman of the Meeting, the following results of the poll verified by the Scrutineer were shown on the screen:

	Votes	%
No. of shares for:	351,199,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman of the Meeting declared the motion carried and it was RESOLVED:

“That the Directors’ fees of S\$180,000/- for the financial year ending 31 December 2020 be approved and that such fee be paid quarterly in arrears.”

RE-APPOINTMENT OF AUDITORS – RESOLUTION 6

The meeting was informed that the retiring Auditors, Messrs KPMG LLP, Public Accountants and Chartered Accountants, had expressed their willingness to accept re-appointment.

Following the proposal of the motion for Resolution 6 by the Chairman of the Meeting, the following results of the poll verified by the Scrutineer were shown on the screen:

	Votes	%
No. of shares for:	351,199,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman of the Meeting declared the motion carried and it was RESOLVED:

“That Messrs KPMG LLP, Public Accountants and Chartered Accountants, be re-appointed as Auditors of the Company at a remuneration to be determined by the Directors.”

ANY OTHER ORDINARY BUSINESS

As no notice of any other ordinary business has been received by the Secretary, the meeting proceeded to deal with the special business of the meeting.

SPECIAL BUSINESS:

SHARE ISSUE MANDATE – RESOLUTION 7

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

The meeting noted the text of the resolution set out under item 7 in the Notice of AGM on pages 133 and 134 of the Annual Report.

Following the proposal of the motion for Resolution 7 by the Chairman of the Meeting, the following results of the poll verified by the Scrutineer were shown on the screen:

	Votes	%
No. of shares for:	351,199,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman of the Meeting declared the motion carried and it was RESOLVED:

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

- (a) (i) 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) options, 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 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 sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per centum (20%) 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);
- (2) (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be 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 any convertible securities;
- (b) new shares arising from exercising 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 of the Singapore Exchange Securities Trading Limited; and
- (c) any subsequent bonus issue, consolidation or subdivision of shares;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution of the Company; 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 PROPOSED RENEWAL OF THE INTERESTED PERSON TRANSACTIONS MANDATE – RESOLUTION 8

Resolution 8 was to renew shareholders’ mandate for interested person transactions (“IPT”). The rationale of the IPT mandate was set out under item 5 on page 10 of the Circular. The meeting noted the text of the resolution set out under item 8 in the Notice of AGM on pages 134 and 135 of the Annual Report.

For the reasons set out in item 5 of Appendix A of the Circular, the Independent Directors had recommended shareholders to vote in favour of Resolution 8 relating to the renewal of IPT Mandate. The Independent Directors, in rendering their recommendation, have not had regard to the specific investment objectives, financial situation, tax position and/or unique needs and constraints of any shareholder.

Mr Wang Weiyao, a controlling shareholder of the Company and an Interested Person, and his associates shall abstain from voting on Resolution 8 relating to the renewal of IPT Mandate, as follows:

- (i) Wang Weiyao – 200,000 shares
- (ii) World Sharehold Limited – 295,391,000 shares

Following the proposal of the motion for Resolution 8 by the Chairman of the Meeting, the following results of the poll verified by the Scrutineer were shown on the screen:

	Votes	%
No. of shares for:	55,608,000	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman of the Meeting declared the motion carried and it was RESOLVED:

“That for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**Chapter 9**”):

- a) approval be and is hereby given for the renewal of the mandate for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions described in Appendix A to the Company’s Circular to Shareholders accompanying the Notice of Annual General Meeting dated 11 June 2020 (the “**Circular**”), with any party who is of the class of interested persons described in Appendix A to the Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions (the “**IPT Mandate**”);
- b) the IPT 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 expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.”

CONCLUSION

There being no other business to transact, the Chairman declared the AGM of the Company closed at 2.35 p.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings held

Shao Jianjun
Chairman of the Meeting