

## **OILTEK INTERNATIONAL LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 202109778W)  
(the “**Company**”)

### **MINUTES OF ANNUAL GENERAL MEETING**

**PLACE** : Carlton Hall, Level 2, York Hotel Singapore, 21 Mount Elizabeth, Singapore 228516

**DATE** : 24 April 2023

**TIME** : 2.00 p.m.

**PRESENT** : **Board of Directors**  
Mr. Hew Koon Chan  
Mr. Yong Khai Weng  
Mr. Koh Keng Siang  
Mr. Bernard Wong Ee Yu  
Mr. Lai Wai Kit Andrew  
Ms. Tan Yee Peng  
Ms. Tay Tze Wen (Alternate Director to Mr. Koh Keng Siang)

**Management**

Mr. Goh Chee Yong

**Company Secretary**

Ms. Tan Swee Gek

**Shareholders**

As set out in the attendance record maintained by the Company.

**In Attendance By Invitation**

As set out in the attendance record maintained by the Company.

**NOTICE OF MEETING** : The notice convening this annual general meeting (the “**AGM**”) was taken as read.

**CHAIRMAN** : Mr. Hew Koon Chan

#### **(1) INTRODUCTION**

Mr. Hew Koon Chan, the Chairman, welcomed the shareholders to the physical meeting at 2.00 p.m.

The Chairman introduced the members of the Board, the Financial Controller, the Audit Partner, the Sponsor and the Company Secretary.

The Chairman noted that, as set out in the announcement dated 19 April 2023, no substantial and relevant questions in relation to the Resolutions tabled at the Meeting were received by the cut-off date of 14 April 2023.

## **(2) BRIEFING ON THE AGM PROCEEDINGS**

The Chairman informed that, in line with the Listing Manual Section B: Rules of Catalist which required all resolutions at general meetings to be voted by poll and to enhance transparency so as to accord due respect to the full voting rights of shareholders, all Resolutions tabled at the Meeting would be voted on by way of a poll.

The Chairman noted that as Chairman of the AGM, he had been appointed as proxy by some shareholders to vote for, against and to abstain from voting on certain resolutions to be proposed at the meeting. Accordingly, the Chairman noted that he shall be voting according to the directions stated in the proxy forms submitted by these shareholders not less than 72 hours before the commencement of the AGM.

The Chairman noted that proxies lodged had been checked by Finova BPO Pte. Ltd. ("**Finova**"), the Scrutineer for the poll, and that the proxies were in order.

It was noted by the Chairman that poll voting slips were given at registration to each shareholder and each proxy. The poll voting slips will be collected after all the resolutions have been voted on and results of the poll will be announced as soon as they were determined.

A representative from Finova gave a briefing on the process of voting using the system. Shareholders were reminded to tick the 'For', 'Against' or 'Abstain' box for each resolution as each resolution was put to vote and sign on the slip before handing them over to the representatives who will collect them for counting.

## **(3) QUORUM**

Having confirmed with the Company Secretary that there was a quorum for the meeting, the Chairman called the meeting to order.

## **(4) RESOLUTIONS**

The notice, having been circulated to shareholders by publication on SGXNET and the Company's website and having been issued to the shareholders for the statutory period, was taken as read. All resolutions will be voted on by poll.

### **ORDINARY BUSINESS:**

#### **1. ADOPTION OF DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

Resolution 1 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 2022 together with the Auditors' Report of the Company.

The Chairman invited members to raise any questions they may have on this agenda item. Shareholders raising questions were requested to give their names when raising their questions.

Shareholder A raised a question in relation to the segment information. He sought an explanation for the decline in margin for Edible & Non-Edible Oil Refinery segment by 7.0 percentage points from 16.9% in the financial year ended 31 December 2021 ("**FY2021**") to 9.9% in the financial year ended 31 December 2022 ("**FY2022**").

Mr. Goh Chee Yong (“**Mr. Goh**”) replied that the margin varies for different geographical markets and is also affected by the different products and services provided. As such, there is no fixed margin for each project. Mr. Goh noted that the Edible & Non-Edible Oil segment covers a wide range of products and services and segment margin would depend on the combination of products and services and the different geographical markets.

Shareholder A sought clarification on whether the margin had declined because recent contracts won were mainly in Indonesia and Malaysia and the segment margins for Indonesia is slightly lower than in other countries. Mr. Yong Khai Weng (“**Mr. Yong**”) replied that generally the projects in Indonesia have slightly lower margins as compared to those in Africa and Americas. Mr. Yong noted that due to the pandemic, the Company had secured more projects in closer geographical areas.

Shareholder A also mentioned that the Company announced that its order book has reached an all-time high of approximately RM339.5 million. Shareholder A stated that he would like to know how much of the order book amount was from projects secured before the pandemic as he noted that those projects would likely be less advantageous given the current high inflation rate. Mr. Goh replied that the Company’s current order book was expected to be fulfilled over the next 18 to 24 months and that a substantial number of the projects in the order book were secured after the commencement of the pandemic.

Shareholder A proceeded to query about the Renewable Energy segment. He noted that the margin for the same declined from 6.1% in FY2021 to less than 1.0% in FY2022. Shareholder A sought to understand the reason for the deterioration. Mr. Goh replied that the margin reduced because the Company had fewer renewable energy projects in FY2022 resulting in a drop in the margin.

Shareholder A raised a question on the Products Sales and Trading segment. He noted that the margin has increased by 2.3 percentage points from 14.5% in FY2021 to 16.8% in FY2022, and wanted to know whether this was due to a change in product mix and if so, which products were contributing to the increase in margin. Mr. Goh confirmed that it is due to the product mix and that the demand for products is affected by the customers’ needs. Shareholder A sought Management’s view on whether such an increase was sustainable. Mr. Goh noted that the margins for the Product Sales and Trading segment has been consistent with prior years.

Shareholder A raised his next question with respect to other receivables from non-related parties, Shareholder A sought to understand why the same has almost doubled from approximately S\$1.1 million in FY2021 to approximately S\$2.1 million in FY2022 and what was the nature of these receivables. Mr. Goh explained that the other receivables mainly consisted of the downpayment paid to suppliers under the Product Sales and Trading segment. Accordingly, there was an increase in the other receivables mainly due to the increase in business activities under the Product Sales and Trading segment.

Shareholder A next sought clarification from the Management on the amount of capital expenditure (“**CAPEX**”) for the next 2 to 3 years, in terms of purchases of plant, property or equipment or setting up overseas operations. Mr. Yong replied that the Company’s operations does not require the incurrence of high CAPEX but mainly requires human capital.

As there were no further questions, the Chairman proposed the following resolution which was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Auditors’ Report of the Company be and are hereby approved and adopted.”

**2. DECLARATION OF A FINAL TAX-EXEMPT ONE-TIER DIVIDEND OF 1.20 SINGAPORE CENTS PER SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

Resolution 2 on the agenda was to declare a final tax-exempt one-tier dividend of 1.20 Singapore cents per ordinary share for the financial year ended 31 December 2022.

The Chairman invited members to raise any questions they may have on this agenda item. As there were no questions, the Chairman proposed the following resolution which was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that the declaration a final tax-exempt one-tier dividend of 1.20 Singapore cents per ordinary share for the financial year ended 31 December 2022 of the Company be and are hereby approved and adopted.”

**3. RE-ELECTION OF MR. LAI WAI KIT ANDREW AS A DIRECTOR**

Resolution 3 on the agenda was to re-elect Mr. Lai Wai Kit Andrew as a Director of the Company.

Mr. Lai Wai Kit Andrew who was re-elected as a Director of the Company, shall remain as an Independent Director of the Company, the Chairman of the Nominating Committee and a member of the Audit & Risk Committee and Remuneration Committee.

The Chairman invited members to raise any questions they may have on this agenda item. As there were no questions, the Chairman proposed for the following resolution which was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that Mr. Lai Wai Kit Andrew, who retires pursuant to Regulation 117 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

**4. RE-ELECTION OF MS. TAN YEE PENG AS A DIRECTOR**

Resolution 4 on the agenda was to re-elect Ms. Tan Yee Peng as a Director of the Company.

Ms. Tan Yee Peng who was re-elected as a Director of the Company, shall remain as an Independent Director of the Company, the Chairwoman of the Audit & Risk Committee and member of the Nominating Committee and the Remuneration Committee.

The Chairman invited members to raise any questions they may have on this agenda item. As there were no questions, the Chairman proposed the following

resolution which was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that Ms. Tan Yee Peng, who retires pursuant to Regulation 117 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

#### **5. APPROVAL OF DIRECTORS’ FEES**

Resolution 5 on the agenda was to approve the payment of Directors’ fees for the financial year ending 31 December 2023, payable quarterly in arrears. It was noted that the Directors have recommended a sum of S\$200,000 as Directors’ fees for the financial year ending 31 December 2023.

The Chairman invited members to raise any questions they may have on this agenda item. As there were no questions, the Chairman proposed the following resolution which was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that the payment of Directors’ fees of S\$200,000 for the financial year ending 31 December 2023, payable quarterly in arrears, be and is hereby approved.”

#### **6. RE-APPOINTMENT OF AUDITORS**

Resolution 6 on the agenda was to re-appoint Messrs PricewaterhouseCoopers LLP as the Auditors of the Company, to hold office until the conclusion of the next annual general meeting and to authorise the Directors of the Company to fix their remuneration.

The Chairman invited members to raise any questions they may have on this agenda item. As there were no questions, the Chairman proposed the following resolution which was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that Messrs PricewaterhouseCoopers LLP be re-appointed as the Auditors of the Company, to hold office until the conclusion of the next annual general meeting and to authorise the Directors of the Company to fix their remuneration.”

#### **SPECIAL BUSINESS:**

As there was no notice of other business received by the Company, the Chairman proceeded with the Special Business of the AGM.

#### **7. AUTHORITY TO ISSUE SHARES UNDER THE OILTEK EMPLOYEE SHARE OPTION SCHEME**

Resolution 7 on the agenda related to the authority to issue shares under the Oiltek Employee Share Option Scheme, the details of which were set out in the text of the Ordinary Resolution in item 8 of the Notice of AGM.

The Chairman invited members to raise any questions they may have on this agenda item. As there were no questions, the Chairman proposed the following resolution which was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“That pursuant to Section 161 of the Companies Act 1967 of Singapore, the Directors of the Company be authorised and empowered to grant options (the “**Options**”) in accordance with the provisions of the Oiltek Employee Share Option Scheme (“**ESOS**”) and to allot and issue from time to time such number of fully paid-up shares in the capital of the Company as may be required to be allotted and/or issued pursuant to the exercise of the Options (the “**Option Shares**”) provided that the total number of Option Shares which may be issued and/ or transferred pursuant to the exercise of the Options to be granted pursuant to the ESOS on any date when added to the number of Option Shares issued and/or transferred and issuable and/or transferable in respect of all Options granted under the ESOS shall not exceed 2.5% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at 3 March 2022, being a total of 3,575,000 Option Shares.”

#### **8. AUTHORITY TO ISSUE SHARES UNDER THE OILTEK PERFORMANCE SHARE PLAN**

Resolution 8 on the agenda related to the authority to issue shares under the Oiltek Performance Share Plan, the details of which were set out in the text of the Ordinary Resolution in item 9 of the Notice of AGM.

The Chairman invited members to raise any questions they may have on this agenda item. As there were no questions, the Chairman proposed the following resolution which was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“That pursuant to Section 161 of the Companies Act 1967 of Singapore, the Directors of the Company be authorised and empowered to grant awards (“**Awards**”) in accordance with the provisions of the Oiltek Performance Share Plan (“**PSP**”) and to allot and issue from time to time such number of fully paid-up shares in the capital of the Company as may be required to be allotted and/or issued pursuant to the vesting of the Awards (the “**Award Shares**”) provided that the total number of Award Shares which may be issued and/or transferred pursuant to Awards granted under the PSP on any date, when added to the number of Award Shares issued and/ or transferred or issuable and/or transferable in respect of all Awards granted under the PSP shall not exceed 2.5% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at 3 March 2022, being a total of 3,575,000 Award Shares.”

## (5) RESULTS

The results of the poll were announced as follows:

Resolution	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<b><u>Ordinary Resolution 1</u></b> Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2022	122,967,600	122,967,600	100	0	0
<b><u>Ordinary Resolution 2</u></b> Declaration of a final tax-exempt one-tier dividend of 1.20 Singapore cents per share for the financial year ended 31 December 2022	122,967,600	122,967,600	100	0	0
<b><u>Ordinary Resolution 3</u></b> Re-election of Mr. Lai Wai Kit Andrew as a Director of the Company	122,967,600	122,967,600	100	0	0
<b><u>Ordinary Resolution 4</u></b> Re-election of Ms. Tan Yee Peng as a Director of the Company	122,967,600	122,967,600	100	0	0
<b><u>Ordinary Resolution 5</u></b> Approval of Directors' fees of S\$200,000 for the financial year ending 31 December 2023, payable quarterly in arrears	122,967,600	122,967,600	100	0	0

Resolution	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<b><u>Ordinary Resolution 6</u></b> Re-appointment of M/s PricewaterhouseCoopers LLP as Auditors of the Company	122,967,600	122,967,600	100	0	0
<b><u>Ordinary Resolution 7</u></b> Authority to issue shares under the Oiltek Employee Share Option Scheme	122,967,600	122,967,600	100	0	0
<b><u>Ordinary Resolution 8</u></b> Authority to issue shares under the Oiltek Performance Share Plan	122,967,600	122,967,600	100	0	0

The Chairman declared each Resolution above carried and passed at the AGM.

## (6) CONCLUSION

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

**Mr. Hew Koon Chan**  
Chairman of the Annual General Meeting