CHASEN HOLDINGS LIMITED
(Company Registration No. 199906814G)
(Incorporated in Singapore)
(the "Company")

MINUTES OF ANNUAL GENERAL MEETING

PLACE	:	In Singapore via electronic means
DATE	:	Friday, 25 September 2020
TIME	:	11.00 a.m.
PRESENT	:	Please see attendance list.
IN ATTENDANCE	:	Please see attendance list.
CHAIRMAN OF THE MEETING (the "Chairman")	:	Mr Ng Jwee Phuan @ Frederick (Eric)

INTRODUCTION

The Chairman welcomed all Shareholders to the annual general meeting of the Company (the "**Meeting**"), and informed the Shareholders that the Meeting was conducted via electronic means, in view of the current COVID-19 measures that have been put in place.

The Chairman proceeded to introduce the members of the Board personally and electronically present at the Meeting.

The Chairman had been informed by the management team that the Company had not received any questions from shareholders as of the cut-off date and time.

QUORUM

As a quorum was present, the Chairman called the Meeting to order at 11.00 a.m.

NOTICE

All relevant information relating to the proposed resolutions were set out in the Notice of the Meeting dated 3 September 2020 together with the Annual Report which had been made available on the SGXNet. With the consent of the Meeting, the notice convening the Meeting was taken as read.

CONDUCT OF POLL

In compliance with Rule 730A(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020 issued by the Ministry of Law on 13 April 2020, and the various Guidance on the Conduct of General Meetings during Elevated Safe Distancing Period by the SGX-ST, all resolutions at the Meeting, were voted by way of poll and all the resolutions were deemed to have been duly proposed and seconded.

Voting at the Meeting was by proxy only and by appointing the Chairman as proxy to vote on behalf of Shareholders.

All the proxy forms lodged have been checked, counted and verified by the polling agent and scrutineers and found to be in order.

Boardroom Corporate & Advisory Pte. Ltd. had been appointed polling agent and Reliance 3P Advisory Pte Ltd appointed as the scrutineers for the voting and had tabulated all submitted votes.

ORDINARY BUSINESSES:

1. **RESOLUTION 1 – AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020**

The first item on the Agenda was to receive and adopt the Directors' Statement and Audited Financial Statements of the Company and the Group for the financial year ended 31 March 2020, together with the Auditors' Report thereon.

The Chairman informed the Meeting that Resolution 1 on the agenda was to put the following motion to the vote:

Resolution 1
"**RESOLVED** that the Directors' Statement and Audited Financial Statements of the Company and the Group for the financial year ended 31 March 2020, together with the Auditors' Report thereon, be received and adopted."

The result of the poll was as follows: -

	FOR		AGAINST	
Total number of shares represented by votes for and against the ordinary resolution	**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 (%)**
146,399,541	145,059,541	99.08	1,340,000	0.92

Based on the above result, the Chairman declared Resolution 1 carried.

2. **RESOLUTION 2 – RE-ELECTION OF DIRECTOR: MR CHEW MUN YEW**

Mr Chew Mun Yew ("**Mr Chew**") who was due for retiring as a Director of the Company pursuant to Regulation 110 of the Constitution of the Company, had consented to continue in the office. The Meeting noted that Mr Chew, upon re-election as a Director of the Company would be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

The Chairman informed the Meeting that Resolution 2 on the agenda was to put the following motion to the vote:

Resolution 2
"**RESOLVED** that Mr Chew Mun Yew be and is hereby re-elected as a Director of the Company."

The result of the poll was as follows: -

	FOR		AGAINST	
Total number of shares represented by votes for and against the ordinary resolution	**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 (%)**
160,625,606	141,490,451	88.09	19,135,155	11.91

Based on the above result, the Chairman declared Resolution 2 carried.

3. **RESOLUTION 3 – RE-ELECTION OF DIRECTOR: MR NG JWEE PHUAN @ FREDERICK (ERIC)**

Mr Ng Jwee Phuan @ Frederick (Eric) ("**Mr Eric Ng**") who was due for retiring as a Director of the Company pursuant to Regulation 110 of the Constitution of the Company, had consented to continue in the office. The Meeting noted that Mr Eric Ng, upon re-election as a Director of the Company would be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST, subject to Resolutions 4 and 5 being duly approved at the Meeting.

The Chairman informed the Meeting that Resolution 3 on the agenda was to put the following motion to the vote:

Resolution 3
"**RESOLVED** that Mr Ng Jwee Phuan @ Frederick (Eric) be and is hereby re-elected as a Director of the Company."

The result of the poll was as follows: -

	FOR		AGAINST	
Total number of shares represented by votes for and against the ordinary resolution	**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 (%)**
160,879,106	53,144,833	33.03	107,734,273	66.97

Based on the above result, the Chairman declared Resolution 3 not carried.

At the conclusion of the Meeting, Mr Eric Ng should retire and cease as a Non-Executive Chairman and Independent Director of the Company, and all his various appointments on the Board Committees.

4. **RESOLUTION 4 – CONTINUED APPOINTMENT OF MR NG JWEE PHUAN @ FREDERICK (ERIC) AS AN INDEPENDENT DIRECTOR BY ALL SHAREHOLDERS**

Resolution 4 was to approve the continued appointment of Mr Eric Ng as an Independent Director by all Shareholders pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST. The approval should remain in force until the earlier of: (a) the retirement or resignation of the Director; or (b) the conclusion of the third annual general meeting from the aforesaid approval.

The Chairman informed the Meeting that Resolution 4 on the agenda was to put the following motion to the vote:

Resolution 4
"**RESOLVED** that Mr Ng Jwee Phuan @ Frederick (Eric) be and is hereby approved for his continued appointment as an Independent Director of the Company by all the Shareholders."

The result of the poll was as follows: -

	FOR		AGAINST	
Total number of shares represented by votes for and against the ordinary resolution	**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 (%)**
160,879,106	53,144,833	33.03	107,734,273	66.97

Based on the above result, the Chairman declared Resolution 4 not carried.

5. **RESOLUTION 5 – CONTINUED APPOINTMENT OF MR NG JWEE PHUAN @ FREDERICK (ERIC) AS AN INDEPENDENT DIRECTOR BY SHAREHOLDERS EXCEPT THE DIRECTORS, CHIEF EXECUTIVE OFFICERS AND THEIR ASSOCIATES**

As Resolution 5 was contingent upon the passing of Resolution 4, as Resolution 4 is not carried, Resolution 5 would not be applicable.

6. **RESOLUTION 6 – DIRECTORS' FEE**

The Board had recommended the payment of up to S$450,000 as Directors' Fees for the financial year ending 31 March 2021, with payment to be made quarterly in arrears.

The Chairman informed the Meeting that Resolution 6 on the agenda was to put the following motion to the vote:

Resolution 6
"**RESOLVED** that the payment of Directors' fees of up to S$450,000 for the financial year ending 31 March 2021, with payment to be made quarterly in arrears, be approved."

The result of the poll was as follows: -

	FOR		AGAINST	
Total number of shares represented by votes for and against the ordinary resolution	**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 (%)**
160,879,106	129,861,376	80.72	31,017,730	19.28

Based on the above result, the Chairman declared Resolution 6 carried.

7. **RESOLUTION 7 – RE-APPOINTMENT OF AUDITORS**

The Meeting was informed that Resolution 7 on the Agenda was to re-appoint the auditors of the Company for the ensuring year and to authorise the Directors to fix their remuneration. The retiring auditors, Messrs Mazars LLP, had expressed their willingness to accept the re-appointment.

The Chairman informed the Meeting that Resolution 7 on the Agenda was to put the following motion to the vote:

Resolution 7
"**RESOLVED** that Messrs Mazars LLP, Public Accountants and Chartered Accountants be and are hereby re-appointed as the Auditors of the Company for the ensuring financial year and that the Directors of the Company be authorised to fix their remuneration."

The result of the poll was as follows: -

	FOR		AGAINST	
Total number of shares represented by votes for and against the ordinary resolution	**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 (%)**
146,399,541	145,059,541	99.08	1,340,000	0.92

Based on the above result, the Chairman declared Resolution 7 carried.

8. **ANY OTHER BUSINESS**

As no notice of any other ordinary business to be transacted at the Meeting had been received, the Meeting proceeded to deal with the special businesses on the agenda.

SPECIAL BUSINESSES:

9. **RESOLUTION 8 - AUTHORITY TO ALLOT AND ISSUE SHARES**

The Meeting was informed on the purpose and effect of Resolution 8, the full text of the resolution was set out under item 9 in the Notice of the Meeting dated 3 September 2020.

The Chairman informed the Meeting that Resolution 8 on the Agenda was to put the following motion to the vote:

The full text of Resolution 8 under item 9 is reproduced herewith:

Resolution 8
"**RESOLVED** that pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the SGX-ST, 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) 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;

(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; and

(c) complete and do all such acts and things, including without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Resolutions;

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) and Instruments to be issued pursuant to this Resolution shall not exceed 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 and Instruments to be issued other than on a *pro-rata* basis to existing shareholders of the Company shall not exceed 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 manner of calculations as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the number of issued Shares and Instruments shall be based on the 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 share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) above 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 this Resolution.

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

(4) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force (i) until the conclusion of the next Annual General Meeting ("**AGM**") of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments."

The result of the poll was as follows: -

	FOR		AGAINST	
Total number of shares represented by votes for and against the ordinary resolution	**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 (%)**
160,879,106	159,539,106	99.17	1,340,000	0.83

Based on the above result, the Chairman declared Resolution 8 carried.

10. **RESOLUTION 9 – ADOPTION OF SHARE BUYBACK MANDATE**

The Meeting was informed on the purpose in relation to the resolution and was referred to the details and rationale as set out in the Appendix to Shareholders. The full text of the resolution was set out under item 10 in the Notice of the Meeting dated 3 September 2020.

The Meeting was also informed that Mr Low Weng Fatt, Mr Siah Boon Hock, Mr Yap Koon Bee @ Louis Yap, Mr Yeo Seck Cheong and Mr Cheong Tuck Nang are presumed to be acting in concert with each other in relation to the Company for the purposes of the Take-Over Code and parties acting in concert with them shall abstain from voting on this resolution.

The Chairman informed the Meeting that Resolution 9 on the Agenda was to put the following motion to the vote:

The full text of Resolution 9 under item 10 is reproduced herewith:

Resolution 8
"**RESOLVED** that

(a) for the purposes of the Companies Act, Chapter 50, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the Shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

(i) on-market purchases, transacted on the SGX-ST or through one or more duly licensed stockbrokers appointed by the Company for the purpose (each a "**Market Purchase**"); and/or

(ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Rules (each an "**Off-Market Purchase**").

(the "**Share Buyback Mandate**")

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors 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 AGM is held or required by law to be held;

(ii) the date on which the share buybacks are carried out to the full extent mandated; or

(iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked;

(c) In this Resolution:

"**Prescribed Limit**" means 10% of the total number of ordinary shares in the Company (excluding treasury shares and subsidiary holdings) as at the date of 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 treasury shares and subsidiary holdings);

"**Relevant Period**" means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution;

"**Maximum Price**" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, 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;

(ii) in the case of an Off-Market Purchase : 120% of the Highest Last Dealt Price, where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last 5 market days, on which transactions in the Shares were recorded, before the day on which the Market purchase are made or 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 after the relevant 5-day period and the date of the Market Purchase, or the date of the making of the offer pursuant to the Off-Market Purchase, as the case may be;

"**Highest Last Dealt Price**" means the highest price transacted for a Share as recorded on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

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

(d) The Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution."

The result of the poll was as follows: -

	FOR		AGAINST	
Total number of shares represented by votes for and against the ordinary resolution	**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 (%)**
39,612,037	38,272,037	96.62	1,340,000	3.38

Based on the above result, the Chairman declared Resolution 9 carried.

CONCLUSION

As all the matters tabled for the Meeting have been duly completed and there was no other business to transact, the Chairman declared the Meeting closed at 11.15 a.m. and thanked everyone for their attendance at the Meeting.

CERTIFIED AS A TRUE RECORD OF MINUTES

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LOW WENG FATT
FOR AND ON BEHALF OF THE BOARD OF DIRECTORS