UNION GAS HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201626970Z)

MINUTES OF EXTRAORDINARY GENERAL MEETING

PLACE	:	Electronic Means via Live Webcast
DATE	:	Tuesday, 13 July 2021
TIME	:	9.05 a.m.
PRESENT	:	Mr. Teo Kiang Ang (Non-Executive Chairman) Mr. Teo Hark Piang (Executive Director and Chief Executive Officer ("**CEO**"))
PRESENT VIA WEBCAST	:	Board of Directors Mr. Loo Hock Leong (Lead Independent Director) Mr. Lim Chwee Kim (Independent Director) Mr. Heng Chye Kiou (Independent Director) Shareholders As registered electronically under the procedures as set out in the Company's instructions to shareholders attached to the Notice of EGM and proxy form Chief Financial Officer, Chief Accounting Officer, Sponsor, Company Secretary, Polling Agent and Scrutineer Attended via electronic means
CHAIRMAN OF THE MEETING	:	Mr. Teo Hark Piang, in place of Mr. Teo Kiang Ang
SHAREHOLDERS AND PROXIES 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Data Protection Act 2012, the names of the shareholders and proxies present at the Extraordinary General Meeting will not be published in this minutes

QUORUM & INTRODUCTION

Mr. Teo Kiang Ang welcomed all shareholders and invitees to the Extraordinary General Meeting of the Company.

Mr. Teo Hark Piang presided as Chairman of the Meeting in place of Mr. Teo Kiang Ang.

As a quorum was present, the Chairman of the Meeting, Mr. Teo Hark Piang (the "**Chairman**"), declared the Extraordinary General Meeting (the "**Meeting**") open at 9.05 a.m.

The Chairman introduced the Board of Directors, Chief Financial Officer, Sponsor, Company Secretary, Polling Agent and Scrutineer who attended the Meeting by electronic means.

NOTICE OF MEETING

The Notice of Meeting having been circulated within the prescribed period was taken as read.

PROCEDURES OF MEETING

The Chairman informed that in view of the COVID-19 Alternative Arrangement for Meetings, all resolutions tabled at the Meeting had been voted prior to the meeting by proxy to the Chairman of the Meeting and all resolutions were deemed proposed and seconded.

The Meeting was informed that Boardroom & Corporate Advisory Services Pte. Ltd. has been appointed as Polling Agent and DrewCorp Services Private Limited has been appointed as Scrutineer for the Meeting. The votes from the proxy forms received by the Company from shareholders have been counted by the Polling Agent and verified by the Scrutineer.

The Chairman also informed that there was would not be a live question and answer session and no relevant questions were received from shareholders prior to the Meeting.

ORDINARY BUSINESS:

1. **THE PROPOSED TRANSFER OF LISTING OF THE COMPANY FROM THE CATALIST TO THE MAINBOARD OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED – RESOLUTION 1 (SPECIAL RESOLUTION)**

   Resolution 1 was to approve the transfer of listing of the Company from the Catalist to the Mainboard of the Singapore Exchange Securities Trading Limited.

   The poll results announced were as follows:

	Number of Shares	**Percentage (%)**
For	117,150,380	100.00
Against	0	0.00
Total Number of Valid Shares Cast	117,150,380	100.00

   It was declared that Resolution 1 CARRIED. It was **RESOLVED**:

   THAT:

   (a) approval be and is hereby given for the Company to transfer its listing from the Catalist to the Mainboard of the SGX-ST (the "**Proposed Transfer**"); and

   (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things (including executing all such documents and ancillary agreements and to make all such amendments thereto as may be required in connection with the Proposed Transfer) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Transfer.

2. **THE PROPOSED ADOPTION OF THE NEW SHARE ISSUE MANDATE – RESOLUTION 2 (ORDINARY RESOLUTION)**

   Resolution 2 was to approve the proposed adoption of the new Share Issue Mandate.

   The poll results announced were as follows:

	Number of Shares	**Percentage (%)**
For	117,150,380	100.00
Against	0	0.00
Total Number of Valid Shares Cast	117,150,380	100.00

It was declared that Resolution 2 CARRIED. It was **RESOLVED**:

THAT contingent upon the passing of Resolution 1 as Special Resolution:

(a) Resolution 7 (Authority to Allot and Issue Shares) under the heading "**Special Business**" referred to in the notice of annual general meeting dated 7 April 2021, which was approved by Shareholders at the annual general meeting of the Company held on 29 April 2021, be revoked in its entirety with effect from the date of transfer of the listing of the Company from Catalist to the Mainboard of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") (the "**Proposed Transfer Date**"); and

(b) pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Act**") and Rule 806 of the Listing Manual of the SGX-ST ("**Listing Manual**"), the Directors of the Company be authorised and empowered to

(i) allot and issue shares in the capital of 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 may in their absolute discretion deem fit pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual; and

(iii) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time of such issuance of Shares,

provided that:

(1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution), shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings)(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 existing shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (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 sub-paragraph (1) above, the percentage of total issued Shares shall be based on the total issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for: (i) new Shares arising from the conversion or exercise of any convertible securities; (ii) new Shares arising from exercising of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Mainboard Rules; and (iii) any subsequent bonus issue, consolidation or sub-division of Shares. Adjustments in accordance to subparagraph 2(i) and 2(ii) 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 the resolution approving the mandate;

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

(4) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be 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.

3. **THE PROPOSED AMENDMENTS TO THE EXISTING UNION GAS EMPLOYEE SHARE OPTION SCHEME**
– RESOLUTION 3 (ORDINARY RESOLUTION)

Resolution 3 was to approve the proposed amendments to the existing Union Gas Employee Share Option Scheme.

The poll results announced were as follows:

	Number of Shares	**Percentage (%)**
For	12,613,700	100.00
Against	0	0.00
Total Number of Valid Shares Cast	12,613,700	100.00

It was declared that Resolution 3 CARRIED. It was **RESOLVED**:

THAT contingent upon the passing of Resolution 1 as Special Resolution:

(a) the Proposed Amendments to the Existing Union Gas ESOS Rules ("**Union Gas ESOS Rules**") as set out in Appendix A to the Circular be and are hereby adopted and approved;

(b) the Directors be and are hereby authorised to offer and grant options in accordance with the provisions of the modified Union Gas ESOS Rules and allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the modified Union Gas ESOS Rules; and

(c) 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 necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

4. **THE PROPOSED AMENDMENTS TO THE EXISTING UNION GAS PERFORMANCE SHARE PLAN**
– RESOLUTION 4 (ORDINARY RESOLUTION)

Resolution 4 was to approve the proposed amendments to the existing Union Gas Performance Share Plan.

The poll results announced were as follows:

	Number of Shares	**Percentage (%)**
For	12,613,700	100.00
Against	0	0.00
Total Number of Valid Shares Cast	12,613,700	100.00

It was declared that Resolution 4 CARRIED. It was **RESOLVED**:

THAT contingent upon the passing of Resolution 1 as Special Resolution:

(a) the Proposed Amendments to the Existing Union Gas PSP Rules ("**Union Gas PSP Rules**") as set out in Appendix B to the Circular be and are hereby adopted and approved;

(b) the Directors be and are hereby authorised to offer and grant options in accordance with the provisions of the modified Union Gas PSP Rules and allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the modified Union Gas PSP Rules; and

(c) 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 necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

CONCLUSION

There being no other business to transact, the Chairman declared the Extraordinary General Meeting of the Company closed at 9.11 a.m. and thanked everyone for their attendance. The minutes of the Extraordinary General Meeting would be published on the SGXNet and the Company's corporate website.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

TEO HARK PIANG
CHAIRMAN OF MEETING (IN PLACE OF TEO KIANG ANG)