

HAI LECK HOLDINGS LIMITED
(Company Registration No. 199804461D)
(Incorporated in the Republic of Singapore)
(the “Company”)

MINUTES OF ANNUAL GENERAL MEETING

PLACE : 47 Tuas View Circuit, Singapore 637357
DATE : Thursday, 26 October 2023
TIME : 10.00 a.m.
CHAIRMAN : Mr Cheng Buck Poh @ Chng Bok Poh
CHAIRMAN OF THE MEETING : Ms Christina Chow Poh Lin

QUORUM

There being a quorum present, Mr Cheng Buck Poh @ Chng Bok Poh (“**Mr Cheng**”), the Executive Chairman and Chief Executive Officer, declared the Annual General Meeting (the “**Meeting**” or “**AGM**”) to order at 10.00 a.m. and invited Ms Christina Chow Poh Lin (“**Ms Chow**”) to conduct the Meeting for and on his behalf.

INTRODUCTION

The Chairman of the Meeting introduced the members of the Board, the Company Secretary, External Auditors, Share Registrar and Scrutineer to the shareholders present at the Meeting.

NOTICE

All pertinent information relating to the proposed Resolutions were set out in the Notice of this Meeting dated 11 October 2023 together with the Annual Report for the financial year ended 30 June 2023 which had been circulated to the shareholders. The Notice convening the Meeting was taken as read.

Ms Chow thanked the shareholders who had submitted their votes to appoint herself as proxy to vote on their behalf. All the proxy forms submitted at least 72 hours before the Meeting had been checked, counted and verified by the polling agent and scrutineer and found to be in order. The resolutions are deemed to be duly proposed and seconded.

ORDINARY BUSINESS

1. ADOPTION OF DIRECTORS’ STATEMENT AND THE AUDITED FINANCIAL STATEMENTS - RESOLUTION 1

The Meeting proceeded to receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2023 together with the Auditors’ Report.

The motion had been duly voted by the members through the poll and the submission of the proxy forms to the Company.

The result of the poll was as follows:

	Number of Shares	Percentage (%)
For	196,886,790	99.99
Against	10,000	0.01
Total number of shares represented by votes for and against the resolution	196,896,790	100.00

Based on the above result, Ms Chow declared the motion carried and it was **RESOLVED**:

“That the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2023 together with the Auditors’ Report, be and are hereby received and adopted.”

2. DECLARATION OF FINAL DIVIDEND (ONE-TIER, TAX-EXEMPT) - RESOLUTION 2

The Board of Directors had recommended the payment of final dividend (one-tier, tax-exempt) of 2.00 Singapore cents per ordinary share for the financial year ended 30 June 2023. The dividend, if approved, would be paid to shareholders on 17 November 2023.

The motion had been duly voted by the members through the poll and the submission of the proxy forms to the Company.

The result of the poll was as follows:

	Number of Shares	Percentage (%)
For	196,886,790	99.99
Against	10,000	0.01
Total number of shares represented by votes for and against the resolution	196,896,790	100.00

Based on the above result, Ms Chow declared the motion carried and it was **RESOLVED**:

“That the payment of final dividend (one-tier, tax-exempt) of 2.00 Singapore cents per ordinary share for financial year ended 30 June 2023 be and is hereby approved.”

3. RE-ELECTION OF DIRECTOR - RESOLUTION 3

Mr Lim Hui Kwan (“**Mr Lim**”), who was retiring as Director of the Company under Regulation 93 of the Constitution of the Company, had signified his consent to continue in office.

The motion had been duly voted by the members through the poll and the submission of the proxy forms to the Company.

The result of the poll was as follows:

	Number of Shares	Percentage (%)
For	196,886,790	99.99
Against	10,000	0.01
Total number of shares represented by votes for and against the resolution	196,896,790	100.00

Based on the above result, Ms Chow declared the motion carried and it was **RESOLVED**:

“That Mr Lim, who retired from the office in accordance with Regulation 93 of the Constitution of the Company and being eligible, had offered himself for re-election, be re-elected as Director of the Company.”

Mr Lim will, upon re-election as Director, remain as Non-Executive and Independent Director of the Company, Chairman of the Remuneration Committee and a member of the Nominating Committee and Audit Committee, and would be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

4. RE-ELECTION OF DIRECTOR - RESOLUTION 4

Mr Reuben Tan Wei Jer (“**Mr Reuben Tan**”), who was retiring as Director of the Company under Regulation 92 of the Constitution of the Company, had signified his consent to continue in office.

The motion had been duly voted by the members through the poll and the submission of the proxy forms to the Company.

The result of the poll was as follows:

	Number of Shares	Percentage (%)
For	196,886,790	99.99
Against	10,000	0.01
Total number of shares represented by votes for and against the resolution	196,896,790	100.00

Based on the above result, Ms Chow declared the motion carried and it was **RESOLVED**:

“That Mr Reuben Tan, who retired from the office in accordance with Regulation 92 of the Constitution of the Company and being eligible, had offered himself for re-election, be re-elected as Director of the Company.”

Mr Reuben Tan will, upon re-election as Director, remain as Non-Executive and Independent Director of the Company and a member of the Nominating Committee, Remuneration Committee and Audit Committee, and would be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

5. RETIREMENT OF DIRECTOR

Mr Tan Sim Cheng (“**Mr Tan**”) who was retiring as Director of the Company pursuant to Regulation 93 of the Constitution of the Company, had signified his intention to retire from the office.

On behalf of the Board, the Chairman took the opportunity to thank Mr Tan for his dedication and valuable contribution rendered to the Board over the years.

It was noted that Mr Tan retired as Director of the Company, relinquished his position as Non-Executive Deputy Chairman and Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee at the conclusion of the Meeting.

6. PAYMENT OF DIRECTORS' FEES - RESOLUTION 5

The Board had recommended the payment of Directors' fees of up to S\$145,000 for the financial year ending 30 June 2024, to be paid quarterly in arrears.

The motion had been duly voted by the members through the poll and the submission of the proxy forms to the Company.

The result of the poll was as follows:

	Number of Shares	Percentage (%)
For	196,886,680	99.99
Against	10,000	0.01
Total number of shares represented by votes for and against the resolution	196,896,680	100.00

Based on the above result, Ms Chow declared the motion carried and it was **RESOLVED**:

"That the payment of Directors' fees of up to S\$145,000 for the financial year ending 30 June 2024, to be paid quarterly in arrears be approved."

7. RE-APPOINTMENT OF AUDITORS - RESOLUTION 6

Resolution 6 was to re-appoint Messrs Baker Tilly TFW LLP as the Auditors of the Company for the ensuing year and to authorise the Directors of the Company to fix their remuneration. The retiring Auditors, Messrs Baker Tilly TFW LLP, had expressed their willingness to continue in office.

The motion had been duly voted by the members through the poll and the submission of the proxy forms to the Company.

The result of the poll was as follows:

	Number of Shares	Percentage (%)
For	196,826,680	99.99
Against	10,000	0.01
Total number of shares represented by votes for and against the resolution	196,836,680	100.00

Based on the above result, Ms Chow declared the motion carried and it was **RESOLVED**:

"That Messrs Baker Tilly TFW LLP, who have consented to act, be and are hereby appointed as the Auditors of the Company until the conclusion of the next AGM at a fee to be agreed between the Directors and Messrs Baker Tilly TFW LLP."

8. ANY OTHER BUSINESS

As no notice of any other ordinary business to be transacted at the Meeting had been received by the Company Secretary, the Meeting proceeded to deal with the special business outlined in the Notice convening the Meeting.

SPECIAL BUSINESS**9. AUTHORITY TO ISSUE NEW SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO SECTION 161 OF THE COMPANIES ACT 1967 AND RULE 806 OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED - RESOLUTION 7**

Resolution 7 was to authorise the Directors to issue and allot shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the SGX-ST.

The motion had been duly voted by the members through the poll and the submission of the proxy forms to the Company.

The result of the poll was as follows:

	Number of Shares	Percentage (%)
For	196,885,890	99.99
Against	10,900	0.01
Total number of shares represented by votes for and against the resolution	196,896,790	100.00

Based on the above result, Ms Chow declared the motion carried and it was **RESOLVED**:

“That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors of the Company be authorised and empowered to:

- (a) (i) *issue shares in the Company 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 pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force,*

(the “Share Issue Mandate”)

provided that:

- (1) *the aggregate number of shares (including shares to be issued pursuant to 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 calculation 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 total number of issued shares and Instruments 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 the Instruments or any convertible securities;*
- (b) new shares arising from exercising share options or vesting of share awards which are 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 SGX-ST; and*
- (c) any subsequent bonus issue, consolidation or subdivision of shares.*

Adjustment in accordance with sub-paragraphs (2)(a) or (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 passing of the Share Issue Mandate.

- (3) in exercising the Share Issue Mandate 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 Share Issue Mandate shall continue in force (i) until the conclusion of the next 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.”*

CONCLUSION

There being no other business to transact, the Chairman of the Meeting declared the Meeting closed at 10.15 a.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS OF THE MEETING

CHRISTINA CHOW POH LIN
CHAIRMAN OF THE MEETING