

ONEAPEX LIMITED
(Formerly known as Chew's Group Limited)
(Company Registration Number: 201020806C)
(Incorporated in the Republic of Singapore)
(the "**Company**")

MINUTES OF ANNUAL GENERAL MEETING

PLACE : Held by way of electronic means via "live" webcast and "live" audio feed

DATE : Thursday, 28th January 2021

TIME : 10.00 a.m.

PRESENT : Please see Attendance List attached hereto

CHAIRMAN : Mr Zachary Tan Lian Chye

A. WELCOME ADDRESS AND INTRODUCTION

Mr Zachary Tan Lian Chye ("**Mr Zachary Tan**"), the Non-Executive Non-Independent Chairman of the Board of Directors (the "**Board**"), chaired the Annual General Meeting (the "**AGM**" or "**Meeting**"). He informed that in adhering to the various advisories and guidance issued by the authorities amid the COVID-19 outbreak, the Meeting was conducted by electronic means pursuant to the First Schedule of the COVID-19 Order, and the Company has arranged for a "live" webcast and "audio only means" for shareholders of the Company ("**Shareholders**") to observe the proceedings of the Meeting. Shareholders who pre-registered with the Company are able to watch the proceedings of the Meeting through a "live" webcast or listen to the proceedings of the Meeting through a "live" audio feed.

The Chairman of the Meeting explained that Shareholders are not allowed to raise any questions during the Meeting. The Company has instead invited Shareholders to submit their questions in advance of the Meeting, but did not receive any questions from Shareholders. Shareholders may also send further questions to the Investor Relations Team after the Meeting and the Company will provide responses to the substantial and relevant comments or queries relating to the agenda of the Meeting. To date, no further questions have been received from Shareholders.

The Chairman of the Meeting introduced Mr Tan Pei Hong, Alex, Executive Director and Chief Executive Officer and Mr Ron Loi, Chief Financial Officer and Company Secretary, who were present at the Meeting in person. The Chairman of the Meeting then introduced the following attendees attending the Meeting via video conferencing, namely:

Directors and Management

1. Mr Chiu Joon Sun (Executive Director);
2. Mr Patrick Chee (Lead Independent Director);
3. Mr Wan Tai Foong (Independent Director)
4. Mr Eric Low (Independent Director)

Professionals

5. Mr Adrian Koh, Messrs Ernst & Young LLP (Company's Auditors);
6. Representatives of Novus Corporate Finance Pte. Ltd. (Company's Sponsor);
7. Representative of Tricor Barbinder Share Registration Services (Company's Share Registrar and Polling Agent);
8. Representative of Entrust Advisory Pte. Ltd. (Scrutineer appointed for the Meeting).

B. QUORUM

After having ascertained that a quorum was present, the Chairman of the Meeting called the Meeting to order at 10.00 a.m. and proceeded with the formal business of the Meeting.

C. NOTICE OF AGM

The Notice of AGM dated 6 January 2021 convening the Meeting was taken as read. The Chairman informed Shareholders that, in his capacity as Chairman of the Meeting, he had been appointed as a proxy by several Shareholders, who have directed him to vote on their behalf. He has therefore voted in accordance with their instructions. The Chairman of the Meeting further informed that voting on all resolutions set out in the Notice of AGM would be conducted by way of poll. The Chairman informed Shareholders that Entrust Advisory Pte. Ltd. and Tricor Barbinder Share Registration Services have been appointed as Scrutineer and Polling Agent respectively for the Meeting.

The Chairman of the Meeting further informed Shareholders that the validity of the proxies submitted by the Shareholders as at the cut-off date on 25 January 2021 at 10.00 a.m. have been reviewed and all valid votes have been counted and verified by the Polling Agent and the Scrutineer.

D. ORDINARY BUSINESS

1. RESOLUTION 1 – DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2020

The Chairman of the Meeting informed the Shareholders that the first agenda of the AGM was to receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 September 2020 ("FY2020") together with the Directors' Statement and the Auditors' Report.

Resolution 1 as set out in the Notice of Meeting was duly proposed by the Chairman of the Meeting, being the proxy of several Shareholders, and was seconded by Mr Wilmar Ang Siang, a Shareholder who agreed to have his name to be recorded.

The Chairman of the Meeting announced the poll results as follows:

	No. of Shares	As a percentage of total number of votes for and against the Resolution (%)
No. of votes in favour of the Resolution	67,296,774	100.00%
No. of votes against the Resolution	-	-
No. of votes abstained from voting on the Resolution	-	-

Based on the results, the Chairman of the Meeting declared Resolution 1 carried.

IT WAS RESOLVED THAT the Audited Financial Statements for the financial year ended 30 September 2020 together with the Directors' Statement and Auditors' Report thereon be and are hereby received and adopted.

2. RESOLUTION 2 – RE-ELECTION OF MR. WAN TAI FOONG AS A DIRECTOR OF THE COMPANY

The Chairman of the Meeting informed Shareholders that Resolution 2 dealt with the re-election of Mr. Wan Tai Foong, a Director retiring pursuant to Regulation 100 of the Company's Constitution. It was noted that Mr. Wan Tai Foong is the Chairman of the Audit Committee and a member of the Remuneration Committee, Nominating Committee and Risk Committee, and will continue in these capacities if he is re-elected as a Director of the Company.

Resolution 2 as set out in the Notice of Meeting was duly proposed by the Chairman of the Meeting, being the proxy of several Shareholders, and was seconded by Mr Wilmar Ang Siang, a Shareholder who agreed to have his name to be recorded.

The Chairman of the Meeting announced the poll results as follows:

	No. of Shares	As a percentage of total number of votes for and against the Resolution (%)
No. of votes in favour of the Resolution	67,296,774	100.00%
No. of votes against the Resolution	-	-
No. of votes abstained from voting on the Resolution	-	-

Based on the results, the Chairman of the Meeting declared Resolution 2 carried.

IT WAS RESOLVED THAT Mr. Wan Tai Foong, who retired pursuant to Regulation 100 of the Company's Constitution, being eligible and having offered himself for re-election, be and is hereby re-elected as Director of the Company.

3. RESOLUTION 3 – RE-ELECTION OF MR. LOW CHIN PARN ERIC AS A DIRECTOR OF THE COMPANY

The Chairman of the Meeting informed Shareholders that Resolution 3 dealt with the re-election of Mr. Low Chin Parn Eric, a Director retiring pursuant to Regulation 100 of the Company's Constitution. It was noted that Mr. Low Chin Parn Eric is the Chairman of the Nominating Committee and a member of the Audit Committee, Remuneration Committee and Risk Committee, and will continue in these capacities if he is re-elected as a Director of the Company.

Resolution 3 as set out in the Notice of Meeting was duly proposed by the Chairman of the Meeting, being the proxy of several Shareholders, and was seconded by Mr Wilmar Ang Siang, a Shareholder who agreed to have his name to be recorded.

The Chairman of the Meeting announced the poll results as follows:

	No. of Shares	As a percentage of total number of votes for and against the Resolution (%)
No. of votes in favour of the Resolution	67,296,774	100.00%
No. of votes against the Resolution	-	-
No. of votes abstained from voting on the Resolution	-	-

Based on the results, the Chairman of the Meeting declared Resolution 3 carried.

IT WAS RESOLVED THAT Mr. Low Chin Parn Eric, who retired pursuant to Regulation 100 of the Company's Constitution, being eligible and having offered himself for re-election, be and is hereby re-elected as Director of the Company.

4. RESOLUTION 4 – APPROVAL FOR PAYMENT OF DIRECTORS' FEES

OneApex Limited
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The Chairman of the Meeting informed the Shareholders that Resolution 4 dealt with the approval of Directors' fees of S\$153,000 for the financial year ending 30 September 2021, payable half yearly in arrears.

Resolution 4 as set out in the Notice of Meeting was duly proposed by the Chairman of the Meeting, being the proxy of several Shareholders, and was seconded by Mr Wilmar Ang Siang, a Shareholder who agreed to have his name to be recorded.

The Chairman of the Meeting announced the poll results as follows:

	No. of Shares	As a percentage of total number of votes for and against the Resolution (%)
No. of votes in favour of the Resolution	67,296,774	100.00%
No. of votes against the Resolution	-	-
No. of votes abstained from voting on the Resolution	-	-

Based on the results, the Chairman of the Meeting declared Resolution 4 carried.

IT WAS RESOLVED THAT the payment of Directors' fees of S\$153,000 for the financial year ending 30 September 2021, payable half yearly in arrears, be and is hereby approved.

5. RESOLUTION 5 – RE-APPOINTMENT OF MESSRS ERNST & YOUNG LLP AS AUDITORS OF THE COMPANY

The Chairman of the Meeting informed the Shareholders that Resolution 5 dealt with the re-appointment of Messrs Ernst & Young LLP as Auditors of the Company and the authorisation of the Directors to fix their remuneration.

Resolution 5 as set out in the Notice of Meeting was duly proposed by the Chairman of the Meeting, being the proxy of several Shareholders, and was seconded by Mr Wilmar Ang Siang, a Shareholder who agreed to have his name to be recorded.

The Chairman of the Meeting announced the poll results as follows:

	No. of Shares	As a percentage of total number of votes for and against the Resolution (%)
No. of votes in favour of the Resolution	67,296,774	100.00%
No. of votes against the Resolution	-	-
No. of votes abstained from voting on the Resolution	-	-

Based on the results, the Chairman of the Meeting declared Resolution 5 carried.

IT WAS RESOLVED THAT Messrs Ernst & Young LLP be and are hereby re-appointed as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting, and the Directors be and are hereby authorised to fix their remuneration.

E. SPECIAL BUSINESS

6. RESOLUTION 6 – AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY

The Chairman of the Meeting informed Shareholders that Resolution 6 dealt with the authority to be given to the Directors to allot and issue shares in the capital of the Company and that the full text of the resolution had been set out in the Notice of Meeting.

Resolution 6 as set out in the Notice of Meeting was duly proposed by the Chairman of the Meeting, being the proxy of several Shareholders, and was seconded by Mr Wilmar Ang Siang, a Shareholder who agreed to have his name to be recorded.

The Chairman of the Meeting announced the poll results as follows:

	No. of Shares	As a percentage of total number of votes for and against the Resolution (%)
No. of votes in favour of the Resolution	67,296,774	100.00%
No. of votes against the Resolution	-	-
No. of votes abstained from voting on the Resolution	-	-

Based on the results, the Chairman of the Meeting declared Resolution 6 carried.

IT WAS RESOLVED THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalyst (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), authority be and is hereby given to the Directors to:

- (a) (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) 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 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 the Instruments made or granted by the Directors while this Resolution was in force,

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 one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below) or such other limit as may be prescribed by the Catalyst Rules as at the date this Resolution is passed, of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (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) or any such other limit as may be prescribed by the Catalyst Rules as at the date this Resolution is passed;

- (2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, 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 are outstanding and subsisting at the time this Resolution is passed, provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; 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 Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, 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 or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

7. RESOLUTION 7 – PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

The Chairman of the Meeting informed Shareholders that Resolution 7 dealt with the proposed renewal of the share buy-back mandate and that the full text of the resolution had been set out in the Notice of Meeting.

Resolution 7 as set out in the Notice of Meeting was duly proposed by the Chairman of the Meeting, being the proxy of several Shareholders, and was seconded by Mr Wilmar Ang Siang, a Shareholder who agreed to have his name to be recorded.

The Chairman of the Meeting announced the poll results as follows:

	No. of Shares	As a percentage of total number of votes for and against the Resolution (%)
No. of votes in favour of the Resolution	67,296,774	100.00%
No. of votes against the Resolution	-	-
No. of votes abstained from voting on the Resolution	-	-

Based on the results, the Chairman of the Meeting declared Resolution 7 carried.

IT WAS RESOLVED THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price(s) as

may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) on-market purchase(s) (each a **"Market Purchase"**) transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (ii) off-market purchase(s) (each an **"Off-Market Purchase"**) effected otherwise than on the SGXST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Catalist Rules and the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act, the Constitution of the Company and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the **"Share Buy-Back Mandate"**);

- (b) unless revoked or varied by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the Relevant Period (as hereinafter defined) and expiring on the earliest of:
 - (i) the date on which the next annual general meeting of the Company is held or is required by law to be held; or
 - (ii) the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate; or
 - (iii) the date on which the authority contained in the Share Buy-Back Mandate is revoked or varied by the Company in a general meeting;
- (c) for purposes of this Resolution:

"Maximum Limit" means ten per cent. (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution 7, unless the Company has effected a reduction of the share capital of the Company (other than a reduction by virtue of a share buy-back) in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereinafter defined) in which event the issued Shares shall be taken to be the total number of the issued Shares as altered by such capital reduction (the total number of Shares shall exclude any Shares that may be held as treasury shares by the Company and subsidiary holdings from time to time);

"Maximum Price", in relation to a share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Market Purchase was made by the Company and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period and the day on which the Market Purchase was made; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, fifteen per cent. (15%) above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which

the Company makes an announcement of an offer under the Off-Market Purchase scheme 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 deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period and the day on which the announcement was made;

“Market Day” means a day on which the SGX-ST is open for trading in securities; and

“Relevant Period” means the period commencing from the date of the passing of this Resolution 7 and expiring on the earliest of (i) the date the next annual general meeting of the Company is held or is required by law to be held, (ii) the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate or (iii) the date the said mandate is revoked or varied by the Company in a general meeting;

- (d) the number of Shares which may in aggregate be purchased or acquired by the Company during the Relevant Period shall be subject to the Maximum Limit;
- (e) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Buy-Back Mandate in any manner as they think fit, which is permitted under the Companies Act; and
- (f) 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 without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

8. RESOLUTION 8 – PROPOSED RENEWAL OF THE IPT GENERAL MANDATE

The Chairman of the Meeting informed Shareholders that Resolution 8 dealt with the proposed renewal of the IPT general mandate and that the full text of the resolution had been set out in the Notice of Meeting.

Resolution 8 as set out in the Notice of Meeting was duly proposed by the Chairman of the Meeting, being the proxy of several Shareholders, and was seconded by Mr Wilmar Ang Siang, a Shareholder who agreed to have his name to be recorded.

The Chairman of the Meeting announced the poll results as follows:

	No. of Shares	As a percentage of total number of votes for and against the Resolution (%)
No. of votes in favour of the Resolution	4,830,184	100.00%
No. of votes against the Resolution	-	-
No. of votes abstained from voting on the Resolution	-	-

Based on the results, the Chairman of the Meeting declared Resolution 8 carried.

IT WAS RESOLVED THAT:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST, for the Company, its subsidiaries and associated companies that are considered to

be “entities at risk” under Chapter 9 of the Catalist Rules, or any of them, to enter into any of the transactions falling within the types of interested party transactions described in paragraph 3.5 of the Appendix to Shareholders dated 6 January 2021 (“**Appendix**”), with any party who is of the class of interested persons described in paragraph 3.4 of the Appendix, provided that such transactions are made on normal commercial terms, will not be prejudicial to the interests of the Company and its minority shareholders, and in accordance with the guidelines and review procedures for such transactions as set out in the Appendix (the “**IPT General Mandate**”);

- (b) the IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company;
- (c) the Audit Committee of the Company be and are hereby authorised to take such action as they deem proper in respect of procedures and to implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors of the Company be and are hereby authorised 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 General Mandate and/or the transactions contemplated by this Resolution.

F. CONCLUSION

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

**CERTIFIED AS A TRUE AND CORRECT RECORD
OF THE PROCEEDINGS OF THE MEETING**

ZACHARY TAN LIAN CHYE
Chairman of the Meeting

ONEAPEX LIMITED
(Company Registration Number: 201020806C)
(Incorporated in the Republic of Singapore)
(the "**Company**")

ATTENDANCE LIST OF THE ANNUAL GENERAL MEETING

PLACE : Held by way of electronic means via "live" webcast and "live" audio feed

DATE : Thursday, 28th January 2021

TIME : 10.00 a.m.

DIRECTORS

In Attendance:

Zachary Tan Lian Chye	Non-Executive Non-Independent Chairman
Tan Pei Hong, Alex (Chen Peifeng)	Executive Director and Chief Executive Officer

Via "live" webcast or "live" audio feed

Chiu Joon Sun (Zhao Junsheng)	Executive Director
Wan Tai Foong	Independent Director
Low Chin Parn Eric	Independent Director
Chee Teck Kwong Patrick	Lead Independent Director

SHAREHOLDERS

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

ATTENDEES AND INVITEES

In Attendance:

Ron Loi	Chief Financial Officer and Company Secretary
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Via "live" webcast or "live" audio feed

Angeline Lee	KWCA Pte. Ltd. (<i>Company Secretary</i>)
Silvia Suwardi	KWCA Pte. Ltd. (<i>Company Secretary</i>)
Melvin Teo	Novus Corporate Finance Pte. Ltd. (<i>Sponsor</i>)
Amanda Low	Novus Corporate Finance Pte. Ltd. (<i>Sponsor</i>)
Adrian Koh	Ernst & Young LLP (<i>Auditor</i>)
Wong Li Yan	Ernst & Young LLP (<i>Auditor</i>)
Liu Wei Kang	Entrust Advisory Pte. Ltd. (<i>Scrutineer</i>)
Ng Sean	Tricor Barbinder Share Registration Services (<i>Share Registrar and Polling Agent</i>)