

HATTEN LAND LIMITED
(the “Company”)
(Company Registration No. 199301388D)
(Incorporated in the Republic of Singapore)

Minutes of the Annual General Meeting of the Company held at Level 2, 53 Mohamed Sultan Road, Singapore 238993 on 29 December 2023 at 10.00 a.m.

PRESENT

Directors

Dato’ Colin Tan June Teng (Executive Chairman and Managing Director)
Dato’ Edwin Tan Ping Huang (Executive Director and Deputy Managing Director)
Dato’ Wong King Kheng (Lead Independent Director)
Mr. Loh Weng Whye (Independent Director)
Mr. Nicholas Khoo (Independent Director)

In attendance

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

Members

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

QUORUM

There being a quorum present, the Chairman declared the meeting open.

The Chairman and Mr Nicholas Khoo joined the meeting via video conference. The Chairman advised that as he was away from Singapore due to unforeseen circumstances, Dato’ Edwin Tan would assist to facilitate the conduct of the meeting. Dato’ Colin then handed the Chair for the meeting to Dato’ Edwin Tan.

NOTICE OF MEETING

The Notice convening the meeting, having been in the hands of members for the requisite period, was with the concurrence of the meeting, taken as read.

VOTING TO BE BY WAY OF A POLL

The Chairman advised all members present that pursuant to the requirements of the Listing Rules of the Singapore Exchange Trading Securities Limited (“**SGX-ST**”), all resolutions for this meeting would be put to the vote, by way of a poll.

The Chairman further advised, that with this in view, Messrs Entrust Advisory Pte Ltd and Tricor Singapore Pte Ltd were the appointed scrutineer and polling agent, respectively, for the Annual General Meeting (“**AGM**”).

The Chairman informed that in his capacity as Chairman of this AGM, he has been appointed by some shareholders as proxy and will be voting in accordance with their instructions.

1) AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2023

The Chairman addressed the first item on the Agenda, which was to receive and adopt the Statement of the Directors and the audited financial statements of the Company for the financial year ended 30 June 2023.

The following motion, having been duly proposed and seconded was put to the vote:-

It was RESOLVED that the Directors' Report and Audited Financial Statements for the financial year ended 30 June 2023 and the Auditor's Report contained therein be hereby received and adopted.

For Resolution 1, there were 1,046,362,300 votes for the motion, representing 97.71% of the votes cast and 24,491,641 votes against the motion, representing 2.29% of the votes cast.

The Chairman declared Resolution 1 carried.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS RETIRING PURSUANT TO ARTICLE 117 OF THE CONSTITUTION

The Chairman advised that the next two items on the Agenda was the re-election of Dato' Wong King Kheng and Mr Loh Weng Whye, both of whom were due to retire by rotation, pursuant to Article 117 of the Company's Constitution.

Dato' Wong King Kheng had advised that Board that he would not be seeking re-election as a Director of the Company in line with the corporate governance requirements, as he has already served for more than 9 years on the Board of this Company.

Mr Loh Weng Whye had also advised that Board that he would not be seeking re-election as a Director of the Company, for personal reasons.

The Chairman thanked Dato Wong and Mr Loh for taking the time to attend the Annual General Meeting, on behalf of the Board, placed on record their thanks and appreciation to Dato' Wong and Mr Loh, for their long service and for all their efforts and contributions during their time of service.

2) DIRECTORS' FEES

The next item on the Agenda related to approval for payment of Directors' Fees of S\$187,500/- for the financial year ended 30 June 2023.

The following motion having been duly proposed and seconded, was put to the vote:-

It was RESOLVED that the payment of Directors' Fees of S\$187,500/- for the financial year ended 30 June 2023 be and is hereby approved.

For Resolution 2, there were 1,046,363,300 votes for the motion, representing 97.71% of the votes cast and 24,490,641 votes against the motion, representing 2.29% of the votes cast.

The Chairman declared Resolution 2 carried.

RE-APPOINTMENT OF AUDITORS

The Chairman advised the meeting that Messrs. Baker Tilly TFW LLP, the Auditors of the Company have advised the Board that they would not be seeking re-appointment as Auditors of the Company.

In line with the provisions of the Companies Act 1967, Management is actively in the process of identifying replacement Auditors. An Extraordinary General Meeting will be convened to approve the appointment of new auditors, once identified. All shareholders will receive notice of the EGM and will be given the opportunity to attend and vote.

3) AUTHORITY TO ALLOT AND ISSUE SHARES

The Chairman advised that the Special Business of the Agenda was to consider the motion as set out in the notice convening the meeting to grant authority to the Directors to allot and issue shares in the capital of the Company pursuant to the provisions of Section 161 of the Companies Act and the listing rules of the Singapore Exchange Securities Trading Limited.

The following motion having been duly proposed and seconded, was put to the vote:-

It was RESOLVED:

- (a) That, pursuant to Section 161 of the Companies Act 1967 (the “Act”), and Rule 806 of the Catalist Rules, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:-**
- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;**
 - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, “Instruments”) including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;**
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and**
- (b) (Notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,**

Provided always that

- (i) **the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) shall not exceed 100% of the Company's issued share capital, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 50% of the issued share capital of the Company, and for the purpose of this resolution, the issued share capital shall be the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this resolution is passed, after adjusting for:**
- (a) new shares arising from the conversion or exercise of convertible securities, or**
 - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules, and**
 - (c) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and**
- (ii) **such authority shall, unless revoked or varied by the Company at a general meeting, continue 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 the earlier.**

For Resolution 3, there were 1,046,362,300 votes for the motion, representing 97.71% of the votes cast and 24,491,641 votes against the motion, representing 2.29% of the votes cast.

The Chairman declared Resolution 3 carried.

4) SHARE BUYBACK MANDATE

The Chairman proceeded to the next item on the Agenda, which was the proposed renewal of the share buyback mandate.

The motion having been duly proposed and seconded, was put to the vote :-

It was RESOLVED:

(a) That for the purposes of the Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire fully-paid ordinary shares in the capital of the Company (“Shares”) not exceeding 10% of the issued shares of the Company (excluding treasury shares and subsidiary holdings), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined herein), whether by way of:

- (i) on-market purchase(s) (“Market Purchase”) transacted on the SGX-ST through the ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (ii) off-market purchase(s) (“Off-Market Purchase”) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act;

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Act and the Catalist Rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “Share Buyback Mandate”);

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors 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 date of the passing of this Resolution and expiring on the earlier of:-

- (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
- (ii) the date on which the share purchases are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Company in general meeting;

(c) in this Resolution:

“Maximum Price” in relation to a Share to be purchased, means an amount (excluding related expenses of the purchase) not exceeding :-

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price;

“Average Closing Price” means the average of the closing market prices of the Shares over the last five Market Days, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five (5) Market Day period;

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

“Market Day” means a day on which SGX-ST is open for trading of securities; 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 necessary or expedient to give effect to the transactions contemplated by this Resolution.”**

For Resolution 4, there were 1,046,363,300 votes for the motion, representing 97.71% of the votes cast and 24,490,641 votes against the motion, representing 2.29% of the votes cast.

The Chairman declared Resolution 4 carried.

5) RENEWAL OF THE INTERESTED PERSON TRANSACTION MANDATE

The next item on the Agenda was the renewal of the interested person transaction mandate.

The following motion having been proposed and seconded, was put to the vote:-.

It was RESOLVED:-

- (a) That approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules for the Group to enter into any of the transactions falling within the types of Interested Person Transactions (“IPTs”) (particulars of which are set out in the Appendix) with the interested persons in accordance with the guidelines of the Company for IPTs as set out in the Appendix, and subject to the review procedures for such IPTs as set out in the Appendix (the “IPT Mandate”);**
- (b) That such approval shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company;**
- (c) That the Audit and Risk Committee of the Company be and is hereby authorized to take such action as it deems proper in respect of the review procedures for the IPTs and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules of the SGX-ST which may be prescribed by the SGX-ST from time to time; and**

- (d) **That the Directors of the Company and each of them be and are hereby authorised to do all such acts and things (including without limitation executing all such documents as may be required) as they may consider expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorized by the IPT Mandate and/or this Resolution.**

For Resolution 5, there were 42,626,592 votes for the motion, representing 63.51% of the votes cast and 24,490,641 votes against the motion, representing 36.49% of the votes cast.

The Chairman declared Resolution 5 carried.

6) AUTHORITY TO GRANT OPTIONS AND ISSUE SHARES UNDER THE HATTER LAND LIMITED EMPLOYEE'S SHARE OPTION SCHEME ("HATTEN ESOS")

The Chairman proceeded to the next item on the Agenda.

The following motion having been proposed and seconded, was put to the vote:-

It was RESOLVED:-

That pursuant to Section 161 of the Act, authority be and is hereby given to the Directors of the Company to:

- (a) **offer and grant options ("Options") from time to time in accordance with the provisions of the Hatten ESOS; and**
- (b) **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 granted under the Hatten ESOS**

provided always that aggregate number of Shares to be issued and issuable pursuant to the exercise of options under the Hatten ESOS, Hatten PSP and any other share based incentive schemes of the Company, shall not exceed fifteen percent (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), on the day immediately preceding the date on which an offer to grant an Option is made and that the grant of Options can be made at any time and from time to time.

For Resolution 6, there were 1,046,362,300 votes for the motion, representing 97.71% of the votes cast and 24,491,641 votes against the motion, representing 2.29% of the votes cast.

The Chairman declared Resolution 6 carried.

7) AUTHORITY TO GRANT AWARDS AND ISSUE SHARES UNDER THE HATTEN LAND LIMITED PERFORMANCE SHARE PLAN ("HATTEN PSP")

The Chairman proceeded to the next item on the Agenda.

The following motion having been proposed and seconded, was put to the vote:-

RESOLVED:-

That pursuant to Section 161 of the Act, authority be and is hereby given to the Directors of the Company to:

- (a) offer and grant awards (“Awards”) from time to time in accordance with the provisions of the Hatten PSP; and**
- (b) allot and issue from time to time such number of Shares as may be required to be issued pursuant to the vesting of Awards granted under the Hatten PSP.**

provided always that aggregate number of Shares to be issued and issuable pursuant to the exercise of options under the Hatten ESOS, Hatten PSP and any other share based incentive schemes of the Company, shall not exceed fifteen percent (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), on the day immediately preceding the date on which an Award is granted.

For Resolution 7, there were 1,046,362,300 votes for the motion, representing 97.71% of the votes cast and 24,491,641 votes against the motion, representing 2.29% of the votes cast.

The Chairman declared Resolution 7 carried.

Dato’ Edwin Tan then handed the Chair back to the Chairman of the Board, Dato’ Colin Tan.

There being no other business, the meeting concluded at 10.50 am with a vote of thanks to the Chairman.

Confirmed as a correct record of the proceedings

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DATO’ COLIN TAN JUNE TENG
CHAIRMAN

QUESTIONS FROM SHAREHOLDERS OF THE COMPANY DURING THE ANNUAL GENERAL MEETING ON 29 DECEMBER 2023

Question 1

Would Management consider giving a presentation before the start of future Annual General Meetings to enable the shareholders of the Company to better understand the Group's business activities. Please also advise the status of the Group's current projects.

Answer 1

Dato' Colin Tan advised that the Group was still pursuing to complete the same projects, which had been delayed due to the Covid-19 pandemic, and further strengthening the value of the Group's assets in hand. At the same time, Management was also selling off unsold units of its property developments in order to generate more working capital. The Scheme of Arrangement with Gold Mart was still pending completion.

Management was at the same time working on the mall under new concepts, however challenges have arisen due to the dynamic business climate in Malaysia as well as other challenges involved.