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

MINUTES OF ANNUAL GENERAL MEETING

PLACE	:	In Singapore via electronic means
DATE	:	Thursday, 28 July 2022
TIME	:	11:00 a.m.
PRESENT	:	Please see attendance list.
IN ATTENDANCE	:	Please see attendance list.
CHAIRMAN OF THE MEETING (the "Chairman")	:	Mr Chew Choy Seng

INTRODUCTION

Mr Chew Choy Seng, the Independent Director of the Company, had been elected to chair the annual general meeting of the Company (the "**Meeting**").

The Chairman welcomed all Shareholders to the Meeting and informed the Shareholders that the Meeting was conducted via electronic means pursuant to the Covid-19 Order, to minimise physical interactions and Covid-19 transmission risks.

The Chairman proceeded to introduce the members of the Board personally and electronically present at the Meeting. The attendance by the Company Secretary, Polling Agent, Share Registrar, Scrutineers and Auditors, together with their representatives at the Meeting was duly noted.

QUORUM

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

NOTICE

All pertinent information relating to the proposed resolutions were set out in the Notice of the Meeting dated 13 July 2022 together with the Company's Annual Report for the financial year ended 31 March 2022, Appendix to Shareholders in relation to the proposed renewal of Share Buyback Mandate and Important notice to Shareholders regarding the Meeting which had been made available on the SGXNet and the Company's corporate website and had been circulated to the Shareholders within the statutory period. With the consent of the Meeting, the notice convening the Meeting was taken as read.

QUESTIONS AND ANSWERS

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.

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 proxy forms lodged had 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 as polling agent and Reliance 3P Advisory Pte Ltd had been appointed as the scrutineers for the voting and had tabulated all submitted votes.

PEFORMANCE BRIEFING

Before proceed with the business of Meeting, the Chairman, gave a briefing on the performance of the Group for the financial year ended 31 March 2022.

ORDINARY BUSINESSES:

1. **RESOLUTION 1 – AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022**

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 2022, 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 2022, 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 (%)**
157,738,741	157,738,741	100.00	0	0.00

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

2. **RESOLUTION 2 – RE-ELECTION OF DIRECTOR: MR LOW WENG FATT**

Mr Low Weng Fatt ("**Mr Low**") who was retiring as a Director of the Company pursuant to Rule 720(5) of the Listing Manual of the SGX-ST, had consented to continue in the office. The Meeting noted that Mr Low, upon re-election as a Director of the Company would remain as the Managing Director and Chief Executive Officer of the Company.

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 Low Weng Fatt 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 (%)**
157,738,741	157,738,741	100.00	0	0.00

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

3. **RESOLUTION 3 – 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 remain as the Chairman of the Remuneration Committee, a member of the Audit Committee and Nominating Committee respectively and 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 3 on the agenda was to put the following motion to the vote:

Resolution 3
"**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 (%)**
157,738,741	153,900,741	97.57	3,838,000	2.43

Based on the above result, the Chairman declared Resolution 3 carried.

Mr Chew will serve the Board as an Independent Director of the Company beyond nine years from the date of his first appointment on or after 5 August 2022, pursuant to Rule 210(5)(d)(iii) of the Listing Manual which took effect from 1 January 2022. Mr Chew will not be considered an Independent Director on or after 5 August 2022, unless his appointment as an Independent Director is approved via two-tier voting process as required for his continued appointment as an Independent Director. The Nominating Committee and the Board had performed rigorous review on Mr Chew's independence and recommended him to seek for shareholders' approval via two-tier voting for his continued appointment as an Independent Director on Resolution 9 and 10.

4. **RESOLUTION 4 – RE-ELECTION OF DIRECTOR: MR CHEW CHOY SENG**

As Resolution 4 was regarding to the re-election of Mr Chew Choy Seng ("**Mr Chew C.S.**"), Mr Chew C.S. handover the conduct of meeting to Mr Lim Yew Si ("**Mr Lim**").

Mr Chew C.S. 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 C.S., upon re-election as a Director of the Company would remain as the Chairman of the Audit Committee, a member of the Nominating Committee and Remuneration Committee respectively and would be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

Mr Lim informed the Meeting that Resolution 4 on the agenda was to put the following motion to the vote:

Resolution 4
"**RESOLVED** that Mr Chew Choy Seng 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 (%)**
157,738,741	153,900,741	97.57	3,838,000	2.43

Based on the above result, the Chairman declared Resolution 4 carried.

Mr Lim returned the chairmanship to the Chairman after Resolution 4 was resolved.

5. **RESOLUTION 5 – DIRECTORS' FEE**

The Board had recommended the payment of up to S$400,000 as Directors' Fees for the financial year ending 31 March 2023, with payment to be made quarterly in arrears.

The Chairman informed the Meeting that Resolution 5 on the agenda was to put the following motion to the vote:

Resolution 5
"**RESOLVED** that the payment of Directors' fees of up to S$400,000 for the financial year ending 31 March 2023, 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 (%)**
157,738,741	157,738,741	100.00	0	0.00

Based on the above result, the Chairman declared Resolution 5 carried.

6. **RESOLUTION 6 – RE-APPOINTMENT OF AUDITORS**

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

Resolution 6
"**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 (%)**
157,738,741	157,738,741	100.00	0	0.00

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

7. **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:

8. **RESOLUTION 7 - AUTHORITY TO ALLOT AND ISSUE SHARES**

The Meeting was informed on the purpose and effect of Resolution 7, the full text of the resolution was set out under item 8 in the Notice of the Meeting dated 13 July 2022.

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

The full text of Resolution 7 under item 8 is reproduced herewith:

Resolution 7

"**RESOLVED** that pursuant to Section 161 of the Companies Act 1967 (the "**Companies Act**") 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; and

(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 Resolution;

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 SGXST) 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 (%)**
157,738,741	153,900,741	97.57	3,838,000	2.43

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

9. **RESOLUTION 8 – RENEWAL 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 9 in the Notice of the Meeting dated 13 July 2022.

The Meeting was also informed that Mr Low Weng Fatt, Mr Siah Boon Hock, Ms Yap Beng Geok Dorothy, 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 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

(a) for the purposes of the Companies Act, 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 Average Closing Price, where:

"**Average Closing Price**" refers to the average of the closing market prices of the Shares over the last 5 Market Days, on which transactions in the Share were recorded, before the day on which the Market Purchases 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 during 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;

"**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 (%)**
35,797,472	35,797,472	100.00	0	0.00

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

10. **RESOLUTION 9 – CONTINUED APPOINTMENT OF MR CHEW MUN YEW AS AN INDEPENDENT DIRECTOR BY ALL SHAREHOLDERS**

Contingent upon the passing of Resolution 3, Resolution 9 is to approve the continued appointment of Mr Chew 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 9 on the agenda was to put the following motion to the vote:

Resolution 9
"**RESOLVED** that Mr Chew Mun Yew 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 (%)**
157,738,741	153,900,741	97.57	3,838,000	2.43

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

11. **RESOLUTION 10 – CONTINUED APPOINTMENT OF MR CHEW MUN YEW AS AN INDEPENDENT DIRECTOR BY ALL SHAREHOLDERS EXCEPT THE DIRECTORS, CHIEF EXECUTIVE OFFICERS AND THEIR ASSOCIATES**

Contingent upon the passing of Resolution 9, Resolution 10 is to approve the continued appointment of Mr Chew as an Independent Director by all Shareholders, excluding the directors, chief executive officers and their associates 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 10 on the agenda was to put the following motion to the vote:

Resolution 10
"**RESOLVED** that Mr Chew Mun Yew be and is hereby approved for his continued appointment as an Independent Director of the Company by all the Shareholders, excluding the directors, chief executive officer and their associates."

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 (%)**
95,367,632	91,529,632	95.98	3,838,000	2.43

Based on the above result, the Chairman declared Resolution 10 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 11:30 a.m. and thanked everyone for their attendance at the Meeting.

CERTIFIED AS A TRUE RECORD OF MINUTES

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CHEW CHOY SENG
CHAIRMAN OF THE MEETING