



Minutes of the 52nd Annual General Meeting

Minutes of the 52nd annual general meeting of the Company held in The Conference Room at 10 Arumugam Road, #10-00 LTC Building A, Singapore 409957 on Monday, 31 October 2022 at 11.00 a.m.

PRESENT

Directors

Sam Chong Keen (Independent Chairman)
Loh Kgai Mun (Executive Director)
Chai Woon Chew (Independent Director)
Tan Sri Cheng Heng Jem
Cheng Theng How
Lee Whay Keong

In Attendance

Gan Choon Ching (Group Accountant)
Gan Chi Siew (Company Secretary)
Wong Min Seong (Assistant General Manager, Compact Energy Sdn Bhd)
Lock Chee Wee (RSM Chio Lim LLP)
Chua Ying Hui (RSM Chio Lim LLP)
Elsie Saw (B.A.C.S. Private Limited)
Stephanie Lee (B.A.C.S. Private Limited)
Jayne Lee (WongPartnership LLP)
Christopher Khew (WongPartnership LLP)
Nicole Wong (Complete Corporate Services Pte Ltd)
Chee Kok Seng (Complete Corporate Services Pte Ltd)
Koh Lily (Complete Corporate Services Pte Ltd)
Karen Tan (Complete Corporate Services Pte Ltd)

Shareholders / Invitees

As per attendance list.

The Chairman extended a warm welcome to all shareholders and attendees to the 52nd annual general meeting of the Company (the “AGM”).

QUORUM

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

INTRODUCTION

The Chairman introduced the members of the Board and management who were present.

The notice of the AGM, which was published in The Business Times and SGXNet on 12 October 2022, was taken as read.

The Chairman informed the shareholders that all resolutions tabled at this AGM would be put to vote by way of a poll and the Company has appointed Complete Corporate Services Pte Ltd as the polling agent and B.A.C.S. Private Limited as scrutineer.

ORDINARY BUSINESS:

1. ADOPTION OF DIRECTORS' STATEMENT, AUDITED FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT

The resolution to receive and adopt the Company's directors' statement, audited financial statements for the financial year ended 30 June 2022 ("**FY2022**") and the independent auditor's report thereon (the "**Reports**") was proposed by Mr Yu Chun Ku and seconded by Mr Chua Ghim Hock.

The Chairman invited the Company's Executive Director, Mr Loh Kgai Mun, to present the results of the Group.

The Chairman invited shareholders to raise questions on the Company's FY2022 financial statements and Reports.

Mr Chua referred the Board to pages 57 of the 2022 annual report ("**AR**") on "segment results" and interested person transactions ("**IPT**") highlighting that the steel trading revenue was the same as the aggregate value of IPT with Amsteel Mills Sdn Bhd and whether these IPT were profitable. In response, Mr Loh confirmed that IPT were profitable and the segments under trading and investment holding, included listing expenses. The IPT were reviewed and approved by the Audit Committee, contracts entered into with interested persons were carried out at prevailing market prices on commercial terms at arm's length. The Chairman supplemented that all trading activities enjoyed positive gross profits.

On note 13, in response to Mr Chua's question on the future prospect of the investment in Mindax Limited ("**Mindax**") given that Mindax had been suspended on the Australian Stock Exchange, the Chairman said the Group has been monitoring the investment closely and would divest it at the appropriate time, as Mindax was a non-core activity of the Group. Mr Loh supplemented by providing a background of Mindax and mentioned that fresh funds had been injected into Mindax. Therefore, it could be premature for the Company to divest out of Mindax entirely.

Mr Chua referred the Board to note 17 on page 73 of the AR and queried on the increase in "cash subjected to foreign exchange control" year-on-year. Mr Loh explained that the increase was contributed by interest income and translation gains.

Addressing Mr Chua's query on whether there was any remittance from China during FY2022, Mr Loh replied that there was no repatriation from China in FY2022 owing to travel restrictions imposed by strict Covid-19 regulatory countermeasures.

Mr Chua raised his concern on the cash pile in China and opined that the Company should not keep so much cash for such a prolonged period. He queried on long-term plan for the utilisation of, and timeline to re-invest, the China funds. Mr Goh Han Peng queried on the Group's area of expansion, business opportunities and long-term direction. The Chairman highlighted that the Group had been exercising a prudent approach in deploying the China funds and had been active in its quest for suitable investment projects in China.

On Mr Chua's, Mr Goh's and Mr Yew Soon Tieh's request on dividend payout, the Chairman responded that having considered the Group's financials and potential utilisation of the fund, the Board was not recommending any final dividend for FY2022. The Chairman assured that the Board took note of shareholders' request and would continue to review the dividend payout. The

Board would consider a dividend payment to shareholders at the appropriate time.

With no further questions on the financial statements and Reports, the motion was put to vote.

The poll voting results for Resolution 1 were as follows:

	No. of Shares	Percentage
For	55,979,255	99.99%
Against	4,000	0.01%
Total No. of Valid Votes	55,983,255	100.00%

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

IT WAS RESOLVED that the directors' statement, audited financial statements for the year ended 30 June 2022 and the independent auditor's report thereon be received and adopted.

2. RE-ELECTION OF TAN SRI CHENG HENG JEM AS DIRECTOR

Mr Chin Tung Fook proposed the resolution for the re-election of Tan Sri Cheng Heng Jem as a director of the Company, who retired pursuant to article 98 of the constitution of the Company. The motion was seconded by Ms Lew Wan Yok.

With no question raised, Resolution 2 was put to vote.

The poll voting results for Resolution 2 were as follows:

	No. of Shares	Percentage
For	55,930,455	99.99%
Against	4,000	0.01%
Total No. of Valid Votes	55,934,455	100.00%

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

IT WAS RESOLVED that Tan Sri Cheng Heng Jem, a director retiring by rotation, be re-elected as a director of the Company.

3. RE-ELECTION OF MR CHAI WOON CHEW AS DIRECTOR

Mr Yu proposed the resolution for the re-election of Mr Chai Woon Chew as a director of the Company, who retired pursuant to article 104 of the constitution of the Company. The motion was seconded by Ms Mah How Gek.

With no question raised, Resolution 3 was put to vote.

The poll voting results for Resolution 3 were as follows:

	No. of Shares	Percentage
For	55,952,255	99.99%
Against	4,000	0.01%
Total No. of Valid Votes	55,956,255	100.00%

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

IT WAS RESOLVED that Mr Chai Woon Chew, a director appointed by the Board after the last annual general meeting of the Company, be re-elected as a director of the Company.

4. APPROVAL OF DIRECTORS' FEES FOR FY2022

Mr Chua proposed the resolution to approve the payment of directors' fees of S\$116,000 for FY2022. The motion was seconded by Mr Yu.

With no question raised, Resolution 4 was put to vote.

The poll voting results for Resolution 4 were as follows:

	No. of Shares	Percentage
For	55,951,855	99.99%
Against	4,000	0.01%
Total No. of Valid Votes	55,955,855	100.00%

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

IT WAS RESOLVED that the payment of S\$116,000 as directors' fees for the financial year ended 30 June 2022 be approved.

5. RE-APPOINTMENT OF RSM CHIO LIM LLP AS AUDITORS AND TO AUTHORISE DIRECTORS TO FIX THEIR REMUNERATION

The Company's auditors, RSM Chio Lim LLP, had expressed their willingness to accept re-appointment. The Chairman called upon shareholders to propose and second the re-appointment of RSM Chio Lim LLP as auditors of the Company to hold such office until the conclusion of the next annual general meeting, and that directors be authorised to fix the auditors' remuneration.

The motion was proposed by Ms Mah and seconded by Mr Chua.

With no question raised, Resolution 5 was put to vote.

The poll voting results for Resolution 5 were as follows:

	No. of Shares	Percentage
For	55,951,855	100.00%
Against	0	0.00%
Total No. of Valid Votes	55,951,855	100.00%

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

IT WAS RESOLVED that RSM Chio Lim LLP be re-appointed as auditors of the Company, to hold office until the conclusion of the next annual general meeting, at a fee to be determined by the directors.

AS SPECIAL BUSINESS:

6. GENERAL MANDATE FOR DIRECTORS TO ISSUE SHARES AND INSTRUMENTS

Mr Yu proposed the resolution to authorise the directors to issue new shares and instruments in the Company. The motion was seconded by Ms Lew.

With no question raised, Resolution 6 was put to vote.

The poll voting results for Resolution 6 were as follows:

	No. of Shares	Percentage
For	55,845,055	99.91%
Against	52,800	0.09%
Total No. of Valid Votes	55,897,855	100.00%

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

IT WAS RESOLVED:

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”), authority be and is hereby given to the directors of the Company to:

- (a) (i) issue shares in the capital of the Company (“**Shares**”) (whether by way of rights, bonus or otherwise); 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; and

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the directors while this Resolution is 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 Instruments made or granted pursuant to this Resolution) shall not exceed 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 shareholders of the Company shall not exceed 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 Singapore Exchange Securities Trading Limited (“**SGX-ST**”)) for the purpose of determining the aggregate number of Shares that may be

issued under sub-paragraph (1) above, the percentage of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time that this Resolution is passed, after adjusting for:

- (i) new Shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that this Resolution is passed; and
 - (ii) 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 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 for the time being; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date on which the next AGM of the Company is required by law to be held, whichever is the earlier.

7. RENEWAL OF INTERESTED PERSON TRANSACTIONS MANDATE

Mr Yu proposed the resolution for the renewal of interested person transactions mandate. The motion was seconded by Ms Lew.

With no question raised, Resolution 7 was put to vote.

The poll voting results for Resolution 7 were as follows:

	No. of Shares	Percentage
For	1,782,775	94.15%
Against	110,800	5.85%
Total No. of Valid Votes	1,893,575	100.00%

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

IT WAS RESOLVED:

That:

- (a) approval be and is hereby given, for the purpose of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9 or any of them, to enter into any of the transactions falling within the categories of interested person transactions set out in pages 86 and 87 of the Company’s 2022 Annual Report (the “**Annual Report**”), with any party who falls within the classes of interested persons described in page 86 of the Annual Report, provided that such transactions are made on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders, and are in accordance with the review procedures for Interested Person Transactions as set out in pages 87 to 92 of the Annual Report (the “**IPT Mandate**”);

- (b) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date on which the next AGM of the Company is required by law to be held, whichever is the earlier;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual of the SGX-ST which may be prescribed by the SGX-ST from time to time; and
- (d) the directors and each of them be and are hereby authorised to complete and do all such acts and things as they/he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the IPT Mandate and this Resolution.

8. RENEWAL OF SHARE BUYBACK MANDATE

Ms Mah proposed the resolution for the renewal of share buyback mandate. The motion was seconded by Ms Lew.

Addressing Mr Yew's query on whether the Company has exercised the share buyback, the Chairman advised that the Company has not exercised any share buyback before but should the opportunity arise, the Company would be able to perform share buyback if it had obtained approval from shareholders to do so.

With no further question raised, Resolution 8 was put to vote.

The poll voting results for Resolution 8 were as follows:

	No. of Shares	Percentage
For	55,979,255	100.00%
Against	0	0.00%
Total No. of Valid Votes	55,979,255	100.00%

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

IT WAS RESOLVED:

That:

- (a) for the purposes of the Companies Act, the authority conferred on the directors to exercise all the powers of the Company to purchase or otherwise acquire issued Shares not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market purchase(s) (each a "**Market Purchase**") on the SGX-ST; and/or

- (ii) off-market purchase(s) (each an “**Off-Market Purchase**”) 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 Companies Act,

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

- (b) unless varied or revoked by the Company in a 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 AGM is held or required by law to be held; and
- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

- (c) in this Resolution:

“**Maximum Limit**” means that number of Shares representing not more than 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the 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 (as defined below), in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any treasury shares and subsidiary holdings from time to time); and

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

where:

“**Relevant Period**” means the period commencing from the date on which this Resolution is passed 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;

“Average Closing Price” means the average of the closing market prices of the Shares traded on the SGX-ST over the last five Market Days (a **“Market Day”** being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company 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 during the relevant five Market Days and the day on which the Market Purchase is made or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase; and

“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, 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 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.

9. ANY OTHER BUSINESS

As no notice had been received for any other business that might be properly transacted at the AGM, the Chairman declared the AGM closed at 11.43 a.m. and thanked everyone for their attendance.

Confirmed:

Sam Chong Keen
Chairman