

FUJI OFFSET PLATES MANUFACTURING LTD

(Company Registration No.: 198204769G)

(Incorporated in Singapore)

MINUTES OF ANNUAL GENERAL MEETING

PLACE	: Conference Room, 2 Jalan Rajah, #06-28, Golden Wall Flatted Factory, Singapore 329134
DATE	: Friday, 28 April 2023
TIME	: 3.30 p.m.
PRESENT	: As set out in the attendance records maintained by the Company.
IN ATTENDANCE	: As set out in the attendance records maintained by the Company.
CHAIRMAN OF MEETING	: Mr Teo Kee Bock

Tan Keh Eyo ("Mr Tan"), Lead Independent Director of the Company, who was requested by Mr Teo Kee Bock, Executive Chairman of the Company, to assist in the conduct of the proceedings of the Annual General Meeting ("**AGM**" or "**Meeting**") of the Company on his behalf, welcomed shareholders to the AGM of the Company.

QUORUM

As a quorum was present, Mr. Tan called the meeting to order at 3.30 p.m.

INTRODUCTION

Mr. Tan took the opportunity to introduce the Directors present.

NOTICE OF MEETING

The Notice dated 12 April 2023, having been previously published on the SGXNet, was taken as read.

VOTING BY WAY OF POLL

Before the Mr. Tan proceeded with the business of the meeting, he informed the Shareholders that all motions would be put to vote by way of poll and the conduct of poll would be carried out after all motions have been proposed and seconded. The results for each motion would be announced before the conclusion of the meeting.

To facilitate the voting process, Mr. Tan informed the shareholders that CNP Business Advisory Pte. Ltd. was appointed as the scrutineer (the "**Scrutineer**") for the conduct of the poll, and Boardroom Corporate & Advisory Services Pte. Ltd was appointed as the Polling Agent.

QUESTIONS FROM MEMBERS

Mr. Tan informed the Meeting that the Company did not receive any questions from shareholders prior to the Meeting.

ORDINARY BUSINESS:

1. DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022 – RESOLUTION 1

The first item on the Agenda was to receive and consider the Directors' Statement and Audited Financial Statements for the year ended 31 December 2022 and the Auditors' Report.

The following motion was duly proposed by Mr Tan Keh Eyo and seconded by Mr Steven Teo Kee Chong:-

"That the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Auditors' Report thereon be received and adopted."

Mr. Tan invited questions from shareholders on the Audited Financial Statements for the financial year ended 31 December 2022 or the Directors' Statement. He also requested the shareholders to limit their questions to a reasonable number and length of questions and to matters that were relevant to the agenda for the AGM.

As there were no questions raised by the shareholders, Mr. Tan proceeded to the next resolution.

2. FIRST AND FINAL ONE-TIER TAX-EXEMPT DIVIDEND – RESOLUTION 2

Resolution 2 was to approve the payment of a first and final one-tier tax-exempt dividend.

The following Resolution 2 was proposed by Mr Tan Keh Eyo and seconded by Mr Steven Teo Kee Chong:-

"That a first and final one-tier tax-exempt dividend of 0.5 Singapore cents per share for the financial year ended 31 December 2022 be approved for payment."

3. RE-ELECTION OF MR TEO KEE BOCK AS DIRECTOR – RESOLUTION 3

Resolution 3 dealt with the re-election of Mr Teo Kee Bock ("**Mr Teo**") as a Director of the Company.

The Meeting was informed that Mr Teo, who was retiring pursuant to Article 106 of the Company's Constitution, had signified his consent to continue in office.

It was noted that upon re-election as a Director of the Company, Mr Teo would remain as the Executive Director and Chairman of the Board of the Company.

The following Resolution 3 was proposed by Mr. Tan and seconded by Mr Stanley Teo Wei Xian:-

"That Mr Teo Kee Bock be re-elected as a Director of the Company."

4. RE-ELECTION OF MR LOW BENG TIN AS DIRECTOR – RESOLUTION 4

Resolution 4 dealt with the re-election of Mr Low Beng Tin ("**Mr Low**") as a Director of the Company.

The Meeting was informed that Mr Low, who was retiring pursuant to Article 106 of the Company's Constitution, had signified his consent to continue in office.

The following Resolution 4 was proposed by Mr. Tan and seconded by Mr Steven Teo Kee Chong:-

"That Mr Low Beng Tin be re-elected as a Director of the Company."

5. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 – RESOLUTION 5

The Board had recommended the payment of Directors' fees of S\$100,000 for the financial year ended 31 December 2022.

The following Resolution 5 was proposed by Mr. Tan and seconded by Mr Stanley Teo Wei Xian:-

"That the Directors' fees of S\$100,000 for the financial year ended 31 December 2022, be approved for payment."

6. RE-APPOINTMENT OF AUDITORS – RESOLUTION 6

The retiring auditors, Messrs. CLA Global TS Public Accounting Corporation, had expressed their willingness to continue in office.

The following Resolution 6 was proposed by Mr. Tan and seconded by Mr Stanley Teo Wei Xian:-

"That Messrs. CLA Global TS Public Accounting Corporation be re-appointed as the Auditors of the Company until the conclusion of the next AGM and that the Directors be authorised to fix their remuneration."

7. ANY OTHER BUSINESS

As no notice of any other ordinary business had been received, Mr. Tan proceeded to deal with the special business of the Meeting.

SPECIAL BUSINESS:

8. AUTHORITY TO ISSUE SHARES – RESOLUTION 7

The Meeting was informed that Resolution 7 is to authorise the Directors to issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rules of the SGX-ST.

The proposed Resolution, if passed, would empower the Directors from the date of this Meeting until the date of the next AGM to issue shares and convertible securities of the Company. The maximum number of shares which the Company may issue under this Resolution shall not exceed the quantum set out in the Resolution.

The following Resolution 7 was proposed by Mr. Tan and seconded by Mr Steven Teo Kee Chong:-

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

- (a) (i) allot and issue shares in 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 of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Ordinary 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 Ordinary Resolution is in force,

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) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of the 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 fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below) or any such other limit as may be prescribed by the Catalist Rules as at the date this Ordinary 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 sub-paragraph (1) above, the percentage of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings, if any) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time of the passing of this Ordinary 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 and subsisting at the time this Resolution is passed, provided that the 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;

Adjustments in accordance with sub-paragraphs (a) and (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 Ordinary Resolution;

- (3) in exercising the authority conferred by this Ordinary 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 of the Company for the time being; and
- (4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Ordinary Resolution shall continue to be in force 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."

10. RENEWAL OF SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS – RESOLUTION 8

The Meeting was informed that Resolution 8 is to renew the shareholders' mandate to allow the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the type of Interested Person Transactions ("IPTs") as set out in the Appendix to the Annual Report with any interested persons, for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST and to authorise the Directors of the Company to do all acts necessary to give effect to the shareholders' mandate as they may think fit.

The shareholders' mandate for IPTs, if renewed, will continue in force until the next AGM of the Company.

Details of the shareholders' mandate for IPTs and the Audit Committee's opinion were contained in the Appendix to the Annual Report dated 12 April 2023 which had been circulated to shareholders together with the Notice of the Meeting.

The following Resolution 8 was proposed by Mr. Tan and seconded by Mr Stanley Teo Wei Xian:-

"That for the purposes of Chapter 9 of the Catalist Rules:

- (a) approval be given for the renewal of the mandate 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 person transactions as set out in the Appendix to the Annual Report to Shareholders dated 12 April 2023 (the "Appendix") with any party who is of the class of interested persons described in the Appendix, provided that such transactions are carried out 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 of the Company for such Interested Person Transactions as set out in the Appendix (the "Shareholders' Mandate");
- (b) the Shareholders' Mandate 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 or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier;
- (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;
- (c) authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate as they may think fit."

Mr. Tan invited questions from shareholders on the renewal of Shareholders' Mandate for IPTs.

Mr. Tan pointed out that Mr Adrian Teo Kee Tiong, together with his immediate family members, Mr David Teo Kee Bock, Mr Steven Teo Kee Chong and Mdm Ang Kim Ton were regarded as interested persons in relation to the shareholders' mandate for IPTs. Therefore, Mr Adrian Teo Kee Tiong, Mr David Teo Kee Bock, Mr Steven Teo Kee Chong, Mdm Ang Kim Ton and their respective associates would abstain from voting on this Resolution.

Mr Adrian Teo Kee Tiong, Mr David Teo Kee Bock, Mr Steven Teo Kee Chong and Mdm Ang Kim Ton further undertake not to accept appointments as proxies to vote on this Resolution unless specific instructions were given as to the manner in which the votes were to be cast.

As there were no questions raised by the shareholders, Mr. Tan proceeded to the poll proceedings.

VOTING BY POLL

As all the resolutions had been duly proposed and seconded, Mr. Tan proceeded to cast the votes. The results of the votes for the 8 resolutions were announced:

Resolution 1 – Directors’ Statement and Audited Financial Statements for the year ended 31 December 2022:

For	Against
100%	0%

Based on the poll results, Mr. Tan declared the motion carried.

Resolution 2 – Payment of proposed first and final one-tier tax-exempt dividend of 0.5 Singapore cents per share for the financial year ended 31 December 2022:

For	Against
100%	0%

Based on the poll results, Mr. Tan declared the motion carried.

Resolution 3 – Re-election of Mr Teo Kee Bock as a Director:

For	Against
100%	0%

Based on the poll results, Mr. Tan declared the motion carried.

Resolution 4 – Re-election of Mr Low Beng Tin as a Director:

For	Against
100%	0%

Based on the poll results, Mr. Tan declared the motion carried.

Resolution 5 – Approval of Directors’ fees amounting to S\$100,000 for the financial year ended 31 December 2022:

For	Against
100%	0%

Based on the poll results, Mr. Tan declared the motion carried.

Resolution 6 – Re-appointment of Messrs CLA Global TS Public Accounting Corporation as Auditors and to authorize the Directors of the Company to fix their remuneration:

For	Against
100%	0%

Based on the poll results, Mr. Tan declared the motion carried.

Resolution 7 – Authority to allot and issue shares:

For	Against
100%	0%

Based on the poll results, Mr. Tan declared the motion carried.

Resolution 8 – Renewal of Shareholders' Mandate for Interested Person Transactions:

For	Against
100%	0%

Based on the poll results, Mr. Tan declared the motion carried.

The Chairman also informed that the results of the poll would be posted on the SGXNet after trading hours of today.

CONCLUSION

There being no other business to transact, Mr. Tan declared the AGM of the Company closed at 3.55 p.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

TEO KEE BOCK
CHAIRMAN