

FU YU CORPORATION LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 198004601C)
(the “**Company**” and together with its subsidiaries, the “**Group**”)

MINUTES OF ANNUAL GENERAL MEETING

Minutes of Annual General Meeting of the Company (the “**AGM**” or the “**Meeting**”) held at Bridge Room, Level 2, Raffles Marina, 10 Tuas West Drive, Singapore 638404 on Thursday, 25 April 2024 at 10.00 a.m.

Present: As Per Attendance List

CHAIRMAN OF MEETING

Mr Huang Junli, Christopher, the Independent Non-Executive Chairman of the Board of Directors of the Company (the “**Board**” or the “**Directors**”) and the Chairman of the Meeting (the “**Chairman**”), called the Meeting to order at 10.00 a.m., and welcomed the shareholders, representatives and/or proxies of shareholders to the Meeting.

Before the Meeting proceeded further, the Chairman invited Mr Seow Jun Hao David (“**Mr Seow**”), the Executive Director and Group Chief Executive Officer of the Company to give a short presentation on the Company’s performance for the financial year ended 31 December 2023 (“**FY2023**”) and the outlook ahead. The presentation slides which were shown during the Meeting have been made available on SGXNet after the Meeting.

After the presentation, Mr Seow handed over the proceedings of the Meeting back to the Chairman.

The Chairman informed the Meeting that in order for the proceedings to be carried out smoothly and to enhance the transparency of the voting results, as well as to accord due respect to the full voting rights of shareholders, the motions tabled at the Meeting would be voted on by way of a poll as required under Rule 730A(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The Chairman informed that the Company had received questions that are relevant to the AGM from some shareholders in advance of the AGM. The Company had addressed and replied most of the questions relating to the proposed resolutions to be tabled for approval at the AGM which was released to both our Company’s corporate website and SGXNet on 19 April 2024.

The Chairman continued with the business of the Meeting and proposed that the notice convening the Meeting (the “**Notice**”) be taken as read. As there were no objections, the Meeting proceeded to business.

ORDINARY BUSINESS

1. ADOPTION OF DIRECTORS' STATEMENT AND FINANCIAL STATEMENTS

The Chairman informed the Meeting that Resolution 1 dealt with the approval and adoption of the Audited Financial Statements of the Company for the financial year ended 31 December 2023 and the Directors' Statement and Auditors' Report thereon.

The Chairman invited questions from the shareholders.

Mr Gunther Witt ("**Mr Gunther**") had the following three questions for the Board:

- (i) Firstly, he requested the Board to share its thoughts on the supply chain business. He noted the impairment write-down of S\$2.7 million for the supply chain business and noted that the business contributed a profit of only S\$0.3 million to the Group in FY2023.
- (ii) Secondly, Mr Gunther referred the Board to page 86 of the Annual Report for FY2023. He queried how the incentives of higher-earning Directors of the Group are performance-related.
- (iii) Thirdly, Mr Gunther queried on the scope of the Group's tooling business and specifically on whether tooling is for the Group's own production or for a service provided to the Group's customers, and the amount of revenue the tooling business contributes.

The Board responded to Mr Gunther's questions accordingly:

- (i) Mr Seow addressed the first question and explained that the rationale for the acquisition of Fu Yu Supply Chain Solutions Pte Ltd ("**FYSCS**") is materials procurement. The Group aims to centralise procurement of its raw materials such as resin, one of the main raw materials in the Group's plastic production, and intends to form a business around this. Mr Seow highlighted that while this is still work in progress for the Group, with higher volumes of manufacturing and the Group expanding, raw materials management and procurement will become more important, which FYSCS will play a pivotal role in. The existing business of FYSCS also includes trading of commodities which Mr Seow notes is very dependent on market conditions and geopolitical tensions. Nonetheless, the Group's traders remain opportunistic. In the long-term as the manufacturing business grows, FYSCS will play a key role in management and procurement of raw materials such as resin. Mr Seow also elaborated that FYSCS was not impaired fully as management sees value in FYSCS and noted that it contributed a profit of S\$300,000 in FY2023.
- (ii) The Chairman addressed the second question and explained that there is a metric in approaching remuneration of all senior executives which is confidential, but it is calibrated towards the long-term growth of the Company. This metric developed by the Remuneration Committee of the Company recognises that the business will evolve as the Group is undergoing

transformation and aligns the long-term benefits of remuneration of senior executives together with the long-term growth of the Company.

- (iii) Mr Lim Geok Siong, Jason, the Chief Operating Officer of the Company, addressed the third question and explained that tooling is key to the Group's manufacturing business. The Group is moving into tooling of more high-precision and high-value parts. He elaborated that while the Group's tooling capabilities are part of the Group's in-house production, tooling is also a service provided to the Group's customers, which is known as export tooling. In relation to the amount of revenue the tooling business contributes, Ms Ong Lizhen, Daisy, the Chief Financial Officer of the Company, referred Mr Gunther to page 144 of the Annual Report and highlighted that the Group recorded a revenue of S\$7.7 million from tooling contracts out of S\$103.9 million from the manufacturing business, which represents approximately 7% to 8% of the Group's manufacturing revenue in FY2023.

Mr Ng Ee Yong ("**Mr Ng**") had the following two questions for the Board:

- (i) He referred the Board to the responses to questions from shareholders published on SGXNet on 19 April 2023 and highlighted that FYSCS supplied resin to one of the manufacturing entities and that this is less than 1% of the revenue of FYSCS in FY2023. He queried whether this percentage represents the original intention of the Group when FYSCS was acquired and whether FYSCS will contribute to the Group's revenue in any other way.
- (ii) He requested the Board to elaborate on how FYSCS will contribute to centralising procurement and help the Group's customers with supply chain management.

Mr Seow responded to Mr Ng's questions accordingly:

- (i) Mr Seow addressed the first question and explained that the supply of resin contributing less than 1% of the revenue is not the target and FYSCS will be targeting a higher percentage. Management does not have a specific target as of now as it is still work in progress.
- (ii) The core function of FYSCS is procurement and to also understand customers' entire supply chain. If customers have specific supply chain requirements such as inventory management or cash flow management, FYSCS offers services to assist in these areas. However, this is not currently being performed by FYSCS as it is still work in progress. Management has observed that over time, especially with the onset of COVID-19, logistics and supply chain management are becoming increasingly important. Prior to the current Directors being appointed, the Group had its own teams at different manufacturing sites in-charge of its own procurement which purchased resin individually from different suppliers. Procurement was therefore decentralised. The current Board recognises that centralising procurement will help the Group with costs saving although this has not been achieved as it will take time to take effect.

There being no further questions from the shareholders, the Chairman proposed

Resolution 1 and requested a shareholder to second the same. The resolution was duly proposed and seconded.

2. RE-ELECTION OF DIRECTOR

The Chairman proceeded to deal with Resolution 2 relating to the re-election of Mr Poh Kai Ren (“**Mr Poh**”), a Director retiring by rotation pursuant to Regulation 110 of the Company’s Constitution. He informed the Meeting that Mr Poh is an Independent Non-Executive Director of the Company, Chairman of the Audit Committee, and a member of the Remuneration Committee and the Nominating Committee. He would continue in these capacities upon his re-election as a Director.

The Chairman proposed Resolution 2 and requested a shareholder to second the same. The resolution was duly proposed and seconded.

3. DIRECTORS’ FEES

The Chairman then proceeded to deal with Resolution 3 relating to the approval of Directors’ fees of S\$233,000 for the financial year ending 31 December 2024, payable quarterly in arrears.

The Chairman proposed Resolution 3 and requested a shareholder to second the same. The resolution was duly proposed and seconded.

4. RE-APPOINTMENT OF BAKER TILLY TFW LLP AS AUDITORS

The Chairman proceeded to deal with Resolution 4 relating to the re-appointment of Messrs Baker Tilly TFW LLP as Auditors of the Company and the authorisation of the Directors to fix the Auditors’ remuneration.

The Chairman proposed Resolution 4 and requested a shareholder to second the same. The resolution was duly proposed and seconded.

SPECIAL BUSINESS

5. AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY

The Chairman proceeded to deal with Resolution 5 relating to the authority to be given to the Directors to issue shares in the capital of the Company and informed the Meeting that the full text of the resolution had been set out in the Notice.

The Chairman proposed Resolution 5 and requested a shareholder to second the same. The resolution was duly proposed and seconded.

6. AUTHORITY TO ISSUE SHARES UNDER FU YU RESTRICTED SHARE PLAN

The Chairman proceeded to deal with Resolution 6 relating to the authority to be given to the Directors to issue shares under the Fu Yu Restricted Share Plan and informed the Meeting that the full text of the resolution had been set out in the Notice.

The Chairman proposed Resolution 6 and requested a shareholder to second the same. The resolution was duly proposed and seconded.

7. RENEWAL OF THE SHARE PURCHASE MANDATE

The Chairman proceeded to deal with Resolution 7 relating to the approval of the share purchase mandate and informed the Meeting that the full text of the resolution had been set out in the Notice.

The Chairman proposed Resolution 7 and requested a shareholder to second the same. The resolution was duly proposed and seconded.

POLL

The Chairman directed the poll be taken on all resolutions tabled at the Meeting pursuant to the Constitution of the Company. He informed the Meeting that Messrs Reliance 3P Advisory Pte. Ltd. had been appointed as scrutineers for the conduct of the poll for the resolutions. It was noted that the poll voting slips had been distributed to the shareholders, proxies and/or representative of the shareholders during the registration.

Ms Pinky Yew Zhi Xin, a representative from the scrutineers' office briefed the Meeting on the procedures for completing the poll voting slips.

After all poll voting slips were submitted to the scrutineers, the Chairman informed the Meeting that there would be a short break while the scrutineers counted the votes.

The Meeting was adjourned at 10.43 a.m., for the counting of votes and reconvened at 11.05 a.m.

The Scrutineer's Certificate which sets out the results of the poll was presented to the Chairman. The Chairman invited Ms Janet Tan ("**Ms Tan**"), the Secretary of the Company to read the results of poll. Based on the results of the poll, Ms Tan declared that the Resolutions 1, 2, 3, 4, 5, 6 and 7 were carried.

It be noted that:

The following resolution was passed as Resolution 1:

"RESOLVED that the Audited Financial Statements for the financial year ended 31 December 2023 and the Directors' Statement and the Auditors' Report thereon be and are hereby approved and adopted."

The following resolution was passed as Resolution 2:

“RESOLVED that Mr Poh, a Director retiring by rotation pursuant to Regulation 110 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

The following resolution was passed as Resolution 3:

“RESOLVED that the Directors’ fees of S\$233,000 for the financial year ending 31 December 2024, payable quarterly in arrears, be and is hereby approved.”

The following resolution was passed as Resolution 4:

“RESOLVED that Messrs Baker Tilly TFW LLP be and are hereby re-appointed as Auditors of the Company and that the Directors of the Company be authorised to fix their remuneration.”

The following resolution was passed as Resolution 5:

“RESOLVED that pursuant to Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be given to the Directors to:

- (a) issue shares in the Company (the “**Shares**”) whether by way of rights, bonus or otherwise; or
- (b) make or grant offers, agreements or options (collectively, the “**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; and

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

(notwithstanding the authority conferred by this ordinary resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this ordinary 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 Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the Company’s 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 (including Shares to be issued in

pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent (20%) of the Company's 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 total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:

(i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;

(ii) new Shares arising from exercising share options or vesting of share awards, provided that the share options or share awards (as the case may be) were granted in compliance with the Listing Manual of the SGX-ST; and

(iii) any subsequent bonus issue, consolidation or subdivision of Shares;

provided further that adjustments in accordance with sub-paragraphs (2)(i) and (ii) 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 this Resolution, "subsidiary holdings" shall have the meaning ascribed to it in the Listing Manual of the SGX-ST;

(4) 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 for the time being of the Company; and

(5) (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 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 the earlier."

The following resolution was passed as Resolution 6:

"RESOLVED that pursuant to Section 161 of the Companies Act, the Directors of the Company be and are authorised to offer and grant awards in accordance with the provisions of the Fu Yu Restricted Share Plan (the "**Scheme**") and to allot and issue from time to time such number of fully-paid up Shares as may be required to be allotted

and issued pursuant to the vesting of the awards under the Scheme provided always that the aggregate number of Shares to be issued pursuant to the Scheme and any other share incentive schemes or share plans adopted by the Company for the time being in force, shall not exceed fifteen per cent (15%) of the total issued share capital of the Company from time to time and provided also that subject to such adjustments as may be made to the Scheme as a result of any variation in the capital structure of the Company and that such authority 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.”

The following resolution was passed as Resolution 7:

“RESOLVED that for the purposes of Sections 76C and 76E of the Companies Act, the Directors be and are hereby authorised to make purchases of Shares from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per cent (10%) of the total issued Shares (excluding treasury shares and subsidiary holdings) ascertained as at the time of passing of this ordinary resolution, at the price of up to but not exceeding the Maximum Price as set out in Appendix 1 to the Annual Report and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date that the next annual general meeting of the Company is held or is required by law to be held or the date when purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated, whichever is the earlier.

For the purposes of this ordinary resolution, “**Maximum Price**” means the maximum price at which the Shares can be purchased pursuant to the Share Purchase Mandate, which shall not exceed the sum constituting five per cent (5%) above the average closing price of the Shares over the period of five (5) Market Days (“**Market Day**”) being a day on which the SGX-ST is open for securities trading) in which transactions in the Shares on the SGX-ST were recorded, in the case of a market purchase, before the day on which such purchase is made, and in the case of an off-market purchase on an equal access scheme, immediately preceding the date of offer by the Company, as the case may be, and adjusted for any corporate action that occurs during the relevant five (5) day period and the day on which the purchases are made.”

CONCLUSION

There being no other business, the Chairman thanked all present at the Meeting and declared the Meeting closed at 11.15 a.m.

Signed as a true record of the proceedings

HUANG JUNLI, CHRISTOPHER
Chairman of the Meeting