BH GLOBAL CORPORATION LTD
(Company Registration No: 200404900H)

MINUTES OF ANNUAL GENERAL MEETING

PLACE	:	The Boardroom, 8 Penjuru Lane, Singapore 609189
DATE	:	Thursday, 24 April 2025
TIME	:	10.00 a.m.
PRESENT	:	**Directors** 1. Mr Vincent Lim Hui Eng – Executive Director, Executive Chairman and Chief Executive Officer 2. Mr Patrick Lim Hui Peng – Executive Director and Chief Operating Officer 3. Mr Henry Tan Song Kok – Lead Independent Director 4. Ms Juliana Lee Kim Lian – Independent Director 5. Mr Kenneth Koh Leong Wie – Independent Director **Group Chief Financial Officer ("Group CFO")** Mr Keegan Chua Tze Wee ("Mr Keegan Chua")
SHAREHOLDERS AND ATTENDANCE	:	As per Attendance List

Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the names of the shareholders and proxies present at the meeting would not be published in this Minutes.

CHAIRMAN

Mr Vincent Lim Hui Eng, the Chairman of the Meeting and Board of Directors welcomed the shareholders for their attendance. The Chairman introduced the Directors and the Group CFO, as well as the representatives of External Auditors, Secretary, Share Registrar, Polling Agent, and Independent Scrutineers.

QUORUM

As a quorum was present, the Chairman declared the Meeting open at 10.00 a.m.

NOTICE

The Notice convening the Meeting, having been circulated to shareholders for the requisite period was, with the permission of the Meeting, taken as read.

POLL VOTING

It was noted that all the proposed resolutions at this Meeting were conducted by way of a manual poll. Messrs Tricor Singapore Pte. Ltd. had been appointed as Poll Counting Agent and Entrust Advisory Pte. Ltd. had been appointed as the Independent Scrutineers to count and verify the votes taken at the Meeting.

In order to facilitate the conduct of the Meeting, the poll was conducted after all the proposed resolutions at this Meeting had been proposed and seconded.

It was noted that the Management had not received questions in advance from shareholders relating to the resolutions tabled at this Meeting.

The Chairman presented a brief overview of the performance of the Group's operations and market outlook, followed by the Group CFO, Mr Keegan Chua presented the financial highlights of the Group.

After the above presentation, the Chairman proceeded with the agenda of the Meeting.

The motions were duly proposed by the Chairman and seconded by the respective shareholders.

The Chairman invited questions from shareholders on the respective proposed resolutions. There were no questions received from shareholders in respect of the resolutions tabled at the Meeting.

The Meeting stood adjourned at 11.10 a.m. and voting on all the resolutions by poll was conducted.

The Meeting was resumed at 11.20 a.m. and the Scrutineers presented the duly verified results of the poll to the Chairman as follows:

RESULTS OF THE POLL

ORDINARY RESOLUTIONS:

		No. of Shares	Percentage
RESOLUTION 1	FOR	273,912,826	100%
	AGAINST	0	0%
	TOTAL NO. OF VALID VOTES	273,912,826	100%

		No. of Shares	Percentage
RESOLUTION 2	FOR	273,912,826	100%
	AGAINST	0	0%
	TOTAL NO. OF VALID VOTES	273,912,826	100%

		No. of Shares	Percentage
RESOLUTION 3	FOR	273,912,826	100%
	AGAINST	0	0%
	TOTAL NO. OF VALID VOTES	273,912,826	100%

		No. of Shares	Percentage
RESOLUTION 4	FOR	273,912,826	100%
	AGAINST	0	0%
	TOTAL NO. OF VALID VOTES	273,912,826	100%

		No. of Shares	Percentage
RESOLUTION 5	FOR	273,912,826	100%
	AGAINST	0	0%
	TOTAL NO. OF VALID VOTES	273,912,826	100%

		No. of Shares	Percentage

RESOLUTION 6	FOR	273,912,826	100%
	AGAINST	0	0%
	TOTAL NO. OF VALID VOTES	273,912,826	100%

		No. of Shares	Percentage
RESOLUTION 7	FOR	273,912,826	100%
	AGAINST	0	0%
	TOTAL NO. OF VALID VOTES	273,912,826	100%

		No. of Shares	Percentage
RESOLUTION 8	FOR	273,912,826	100%
	AGAINST	0	0%
	TOTAL NO. OF VALID VOTES	273,912,826	100%

		No. of Shares	Percentage
RESOLUTION 9	FOR	273,912,826	100%
	AGAINST	0	0%
	TOTAL NO. OF VALID VOTES	273,912,826	100%

ORDINARY BUSINESS:

ORDINARY RESOLUTION 1:

AUDITED FINANCIAL STATEMENTS AND STATEMENT OF THE DIRECTORS AND THE AUDITORS' REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

The following Ordinary Resolution 1 was proposed and seconded:-

"RESOLVED that the Audited Financial Statements and the Statement of the Directors and the Auditors' Report thereon for the financial year ended 31 December 2024 be and are hereby received and adopted."

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

ORDINARY RESOLUTION 2:

DECLARATION OF A FINAL DIVIDEND OF 0.5 SINGAPORE CENT PER ORDINARY SHARE (ONE-TIER TAX EXEMPT) FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

The following Ordinary Resolution 2 was proposed and seconded:-

"RESOLVED that approval be and is hereby given for the declaration of a final dividend of 0.5 Singapore cent per ordinary share (one-tier tax exempt) for the financial year ended 31 December 2024."

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

ORDINARY RESOLUTION 3:

DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

The following Ordinary Resolution 3 was proposed and seconded:-

"RESOLVED that approval be and is hereby given for the payment of S$265,000 to the Directors as Directors' Fees for the financial year ended 31 December 2024."

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

ORDINARY RESOLUTION 4:

RE-ELECTION OF MR PATRICK LIM HUI PENG AS DIRECTOR OF THE COMPANY

It was noted that Mr Patrick Lim Hui Peng retired pursuant to Regulation 104 of the Company's Constitution. He, being eligible, had offered himself for re-election as Director of the Company.

The following Ordinary Resolution 4 was proposed and seconded:-

"RESOLVED that Mr Patrick Lim Hui Peng be re-elected as Director of the Company."

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

ORDINARY RESOLUTION 5:

RE-APPOINTMENT OF AUDITORS

It was noted that the existing Auditors, Messrs Baker Tilly TFW LLP had expressed their willingness to continue in office.

The following Ordinary Resolution 5 was proposed and seconded:-

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

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

SPECIAL BUSINESS:

ORDINARY RESOLUTION 6:

SHARE ISSUE MANDATE

The Chairman informed that Ordinary Resolution 6 on the Agenda relates to seeking from shareholders' a general mandate for the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Ordinary Resolution 6 as set out under item 6 of the Notice was proposed and seconded.

Based on the results of the poll, the Chairman declared the following Ordinary Resolution 6 carried unanimously:-

"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, authority be given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or 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 to such persons as the Directors may, in their absolute discretion, deem fit provided that:

(a) ***the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total 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, of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the share capital of the Company;***

(b) ***(subject to such manner of calculation 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 (a) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution, after adjusting for:***

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

(ii) ***new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and***

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

adjustments in accordance with sub-paragraphs (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 and, in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument;

(c) and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until:

(i) the conclusion of the Company's 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; or

(ii) in the case of Shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of such convertible securities."

ORDINARY RESOLUTION 7:

AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE BH GLOBAL CORPORATION PERFORMANCE SHARE PLAN 2020

The Chairman informed the Meeting that Ordinary Resolution 7 on the Agenda relates to the authorization of the Directors to allot and issue shares pursuant to the vesting of awards under the BH Global Corporation Performance Share Plan 2020 and pursuant to Section 161 of the Companies Act 1967.

Ordinary Resolution 7 as set out under item 7 of the Notice was proposed and seconded.

Based on the results of the poll, the Chairman declared the following Ordinary Resolution 7 carried unanimously:-

"RESOLVED that pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new Shares in the share capital of the Company as may be required to be issued pursuant to the vesting of awards under the BH Global Corporation Performance Share Plan 2020 (the "PSP 2020"), provided always that the aggregate number of additional new Shares to be allotted and issued pursuant to the PSP 2020 and other share scheme(s) to be implemented by the Company (if any) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, 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 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."

ORDINARY RESOLUTION 8:

AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE BH GLOBAL CORPORATION EMPLOYEE SHARE OPTION SCHEME 2020

The Chairman informed that Ordinary Resolution 8 on the Agenda relates to the authorization of the Directors to allot and issue shares pursuant to the exercise of options granted under the BH Global Corporation Employee Share Option Scheme 2020 and pursuant to Section 161 of the Companies Act 1967.

Ordinary Resolution 8 as set out under item 8 of the Notice was proposed and seconded.

Based on the results of the poll, the Chairman declared the following Ordinary Resolution 8 carried unanimously:-

"RESOLVED that pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new Shares in the share capital of the Company as may be required to be issued pursuant to the exercise of options granted in accordance with the provisions of the BH Global Corporation Employee Share Option Scheme 2020 (the "ESOS 2020"), provided always that the aggregate number of the ESOS 2020 Shares shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, 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 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."

ORDINARY RESOLUTION 9

RENEWAL OF THE SHARE PURCHASE MANDATE

The Chairman informed that Ordinary Resolution 9 on the Agenda relates to seeking shareholders' approval for the Renewal of the Share Purchase Mandate.

Ordinary Resolution 9 as set out under item 9 of the Notice was proposed and seconded.

Based on the results of the poll, the Chairman declared the following Ordinary Resolution 9 carried unanimously:-

"RESOLVED that:

(a) for the purposes of Sections 76C and 76E of the Companies Act, and such other laws and regulations as may for the time being be applicable, approval be and is hereby given for the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary shares in the Company (the "Shares") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

(i) market purchases (each a "Market Purchase") on the SGX-ST; and/or

(ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company 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, regulations and 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 Purchase 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 Purchase Mandate in paragraph (a) of this resolution may be exercised by the Directors of the Company 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;

(ii) the date by which the next annual general meeting of the Company is required by law to be held;

(iii) the date on which purchases or acquisitions of Shares are carried out to the full extent mandated pursuant to the Share Purchase Mandate; or

(iv) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by the Company in general meeting,

(Collectively, the "Relevant Period");

(c) in this resolution:

"Prescribed Limit" means, subject to the Companies Act, ten per cent. (10%) of the total number of issued Shares of the Company 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, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares of the Company as altered after such capital reduction. Any Shares which are held as Treasury Shares will be disregarded for the purposes of computing the (10%) limit; and

"Maximum Price", in relation to a Share to be purchased or acquired pursuant to the Share Purchase Mandate, means an amount (excluding brokerage, commission, stamp duties, clearance fees, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price (as defined hereinafter); and

(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent. (120%) of the Average Closing Price (as defined hereinafter),

where:

> ***"Average Closing Price" means the average of the closing market prices of the Shares over the last five (5) Market Days on the SGX-ST, on which transactions in the Shares were recorded, before the day of the Market Purchase by the Company or, as the case may be, 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 five-day period and the day on which the purchases are made;***
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> ***"day of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from its Shareholders, stating therein 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***
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> ***"Market Day" means a day on which the SGX-ST is open for trading in securities;***

(d) the Directors of the Company be and are hereby authorised to deal with the Shares purchased or acquired by the Company pursuant to the Share Purchase Mandate in any manner as they think fit, which is permissible under the Companies Act; and

(e) 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"

CONCLUSION

There being no other business, the Chairman declared the Annual General Meeting of the Company closed at 11.30 a.m. and thanked everyone for their attendance and support.

Confirmed as True Record of Proceedings held

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Mr Vincent Lim Hui Eng
Chairman of the Meeting