

# METAL COMPONENT ENGINEERING LIMITED

(Company Registration No. 198804700N)  
(Incorporated in the Republic of Singapore)

## MINUTES OF ANNUAL GENERAL MEETING

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<b>PLACE</b>	:	Held by electronic means
<b>DAY &amp; DATE</b>	:	Wednesday, 28 April 2021
<b>TIME</b>	:	3.00 p.m.
<b>PRESENT</b>	:	As per the attendance list maintained by the Company.
<b>IN ATTENDANCE</b>	:	As per the attendance list maintained by the Company.
<b>CHAIRMAN</b>	:	Mr. Chua Kheng Choon (Executive Chairman and Chief Executive Officer of the Company)

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### WELCOME ADDRESS

Mr. Chua Kheng Choon, the Chairman of the Meeting (“**Chairman**”) welcomed the shareholders of Metal Component Engineering Limited (the “**Company**”) (“**Shareholders**”) to the Annual General Meeting (“**AGM**” or the “**Meeting**”) of the Company, convened and held by way of electronic means in view of the current COVID-19 restriction orders in Singapore and the related safe distancing measures.

The Chairman introduced the Directors of the Company physically present with him at the Meeting. Mr Steven Koh (Lead Independent Director), Ms Leow Siew Yon, Cynthia (Independent Non-Executive Director) and Mr Kelvin Lee Ming Hui (Independent Non-Executive Director).

The Chairman informed the Meeting that Mr Lim Swee Kwang, currently based in Shanghai, sent his apologies for not being able to attend the AGM today. As announced on 9 April 2021, Mr Lim Swee Kwang will be stepping down as an Independent Non-Executive Director with effect from 30 April 2021. On behalf of the Board of Directors, the Chairman expressed the Board’s appreciation to Mr Lim Swee Kwang for his contributions and wished him well in his future endeavours.

The Chairman also introduced the Group’s management and other professional teams, attending the AGM via live webcast. They were Mr Philip Mak (Chief Financial Officer of the Company); Ms Alice Ng (the Sponsor from ZICO Capital Pte. Ltd.); Mr Gregory Ho (the External Auditors from Foo Kon Tan LLP); Ms Adeline Wang (the Scrutineers from Tricor Singapore Pte. Ltd.); and Mr James Cheong (the Polling Agent from M & C Services Private Limited).

### QUORUM

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

### NOTICE

The Chairman proposed that the Notice of the AGM, which had been published on SGXNET and the Company’s corporate website on 13 April 2021 for the requisite period prior to this AGM, be taken as read.

## QUESTIONS FROM SHAREHOLDERS

The Chairman informed the Meeting that Shareholders had been requested to submit their questions in relation to any resolution set out in the Notice of AGM prior to the Meeting. It was noted that the Company did not receive any questions from Shareholders on the proposed resolutions to be tabled at this Meeting.

## VOTING BY POLL

The Chairman informed the Shareholders that all resolutions tabled at this Meeting had been put to vote by proxy only. The results of the poll to be displayed on the screen for each resolution are the results from proxy votes, which had been verified by the appointed independent Scrutineer, Tricor Singapore Pte. Ltd.

The Chairman informed the Meeting that in his capacity as Chairman of the Meeting, he had been appointed as proxy by Shareholders and he would be voting in accordance with their instructions. The Chairman also informed the Meeting that he as Chairman of the Meeting will be proposing all the resolutions to be transacted at the AGM.

### 1. DIRECTORS' REPORT AND AUDITED FINANCIAL STATEMENTS

The Chairman proceeded with the first item on the agenda, which was to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2020 and the Auditors' Report thereon.

The Chairman proposed the motion for Ordinary Resolution 1 as follows:

"That the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditors' Report thereon be and are hereby received and adopted."

The results of the votes casted for Ordinary Resolution 1 were shown on the screen as follows:

Total number of shares represented by votes for and against the relevant resolution	For		Against		Abstain	
	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes
144,067,144	144,067,144	100.00	0	0.00	0	0.00

The Chairman declared Ordinary Resolution 1 carried.

### 2. RE-ELECTION OF MR CHUA KHENG CHOON

The Chairman informed the Meeting that as the second item on the agenda deals with his re-election as a Director of the Company, he proposed that Mr Steven Koh take over the chair for the conduct of the proceedings for this item of the agenda.

Mr Steven Koh informed the Meeting that the second item on the agenda deals with the re-election of Mr. Chua Kheng Choon who retires by rotation pursuant to Regulation 92 of the Company's Constitution. Being eligible, he has offered himself for re-election.

It was noted that Mr Chua Kheng Choon shall, upon re-election as a Director of the Company, remain as the Executive Chairman and Chief Executive Officer of the Company.

Mr Steven Koh proposed the motion for Ordinary Resolution 2 as follows:

"That Mr Chua Kheng Choon who retires as a Director of the Company pursuant to Regulation 92 of the Company's Constitution, be hereby re-elected as a Director of the Company."

The results of the votes casted for Ordinary Resolution 2 were shown on the screen as follows:

Total number of shares represented by votes for and against the relevant resolution	For		Against		Abstain	
	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes
144,067,144	144,067,144	100.00	0	0.00	0	0.00

Mr Steven Koh declared Ordinary Resolution 2 carried.

Mr Steven Koh then handed the chair of the Meeting back to Mr Chua Kheng Choon to preside over the rest of the Meeting.

### **3. RE-ELECTION OF MS LEOW SIEW YON, CYNTHIA**

The Chairman informed the Meeting that the third item on the agenda deals with the re-election of Ms Leow Siew Yon, Cynthia who retires by rotation pursuant to Regulation 97 of the Company's Constitution. Being eligible, Ms Leow Siew Yon, Cynthia had offered herself for re-election.

It was noted that Ms Leow Siew Yon, Cynthia shall, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee. Ms Leow shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

The Chairman proposed the motion for Ordinary Resolution 3 as follows:

"That Ms Leow Siew Yon, Cynthia who retires as a Director of the Company pursuant to Regulation 97 of the Company's Constitution, be hereby re-elected as a Director of the Company."

The results of the votes casted for Ordinary Resolution 3 were shown on the screen as follows:

Total number of shares represented by votes for and against the relevant resolution	For		Against		Abstain	
	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes
144,067,144	144,067,144	100.00	0	0.00	0	0.00

The Chairman declared Ordinary Resolution 3 carried.

#### 4. RE-ELECTION OF MR KELVIN LEE MING HUI

The Chairman informed the Meeting that the fourth item on the agenda deals with the re-election of Mr Kelvin Lee Ming Hui who retires by rotation pursuant to Regulation 97 of the Company's Constitution. Being eligible, Mr Kelvin Lee Ming Hui had offered himself for re-election.

It was noted that Mr Kelvin Lee Ming Hui shall, upon re-election as a Director of the Company, remain as a member of the Audit Committee, the Remuneration Committee and the Nominating Committee. Mr Lee shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

The Chairman proposed the motion for Ordinary Resolution 4 as follows:

"That Mr Kelvin Lee Ming Hui who retires as a Director of the Company pursuant to Regulation 97 of the Company's Constitution, be hereby re-elected as a Director of the Company."

The results of the votes casted for Ordinary Resolution 4 were shown on the screen as follows:

Total number of shares represented by votes for and against the relevant resolution	For		Against		Abstain	
	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes
144,067,144	144,067,144	100.00	0	0.00	0	0.00

The Chairman declared Ordinary Resolution 4 carried.

#### 5. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021

The Chairman went on to the next item on the agenda which was to approve the payment of Directors' fees of S\$115,000/- for the financial year ending 31 December 2021, to be paid quarterly in arrears at the end of each calendar quarter.

The Chairman proposed the motion for Ordinary Resolution 5 as follows:

“That the payment of Directors’ fees of S\$115,000 for the financial year ending 31 December 2021 be hereby approved.”

The results of the votes casted for Ordinary Resolution 5 were shown on the screen as follows:

Total number of shares represented by votes for and against the relevant resolution	For		Against		Abstain	
	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes
144,067,144	144,067,144	100.00	0	0.00	0	0.00

The Chairman declared Ordinary Resolution 5 carried.

**6. RE-APPOINTMENT OF AUDITORS AND TO AUTHORISE DIRECTORS TO FIX THEIR REMUNERATION**

The Chairman informed the Meeting that the next item on the agenda was the re-appointment of Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. Foo Kon Tan LLP has expressed their willingness to continue in office.

The Chairman proposed the motion for Ordinary Resolution 6 as follows:

“That Foo Kon Tan LLP be hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors.”

The results of the votes casted for Ordinary Resolution 6 were shown on the screen as follows:

Total number of shares represented by votes for and against the relevant resolution	For		Against		Abstain	
	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes
144,067,144	144,067,144	100.00	0	0.00	0	0.00

The Chairman declared Ordinary Resolution 6 carried.

**ANY OTHER BUSINESS**

As no notice of any other ordinary business had been received by the Secretary, the Chairman proceeded to deal with the special business outlined in the Notice of the AGM.

**7. AUTHORITY TO ALLOT AND ISSUE SHARES**

The Chairman informed the Meeting that they had come to the special business of this

meeting. Ordinary Resolution 7 is to authorise the Directors to allot and issue shares pursuant to Section 161 of the Companies Act, Chapter 50, and Rule 806 of the Catalist Rules.

The Chairman proposed the motion for Ordinary Resolution 7 as follows:

“That pursuant to Section 161 of the Companies Act, Chapter 50 (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**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 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 was 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 Ordinary Resolution) and Instruments to be issued pursuant to this Ordinary Resolution shall not exceed 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 to be issued (including Shares to be issued pursuant to the Instruments) other than on a pro-rata basis to existing shareholders of the Company shall not exceed 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);

- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares shall 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 outstanding at the time of passing of this Ordinary Resolution;

- (b) (where applicable) new Shares arising from the exercise of share options or vesting of share awards, provided that such share awards or share options (as the case may be) were granted in compliance with Part VIII of the Catalist Rules; and

- (c) any subsequent bonus issue, consolidation or sub-division 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 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 SGX-ST), all applicable legal requirements under the Companies Act and the Constitution of the Company for the time being in force; and
- (4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Ordinary Resolution shall continue in force until (i) the conclusion of the next Annual General Meeting of the Company or (ii) the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.”

The results of the votes casted for Ordinary Resolution 7 were shown on the screen as follows:

Total number of shares represented by votes for and against the relevant resolution	For		Against		Abstain	
	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes
144,067,144	144,067,144	100.00	0	0.00	0	0.00

The Chairman declared Ordinary Resolution 7 carried.

**8. AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE MCE SHARE OPTION SCHEME 2003**

The Chairman went on to the next item of the Agenda, which was to authorise the Directors to allot and issue shares under the MCE Share Option Scheme 2003.

The Chairman proposed the motion for Ordinary Resolution 8 as follows:

“That the Directors of the Company be authorised and empowered to allot and issue Shares in the capital of the Company to all the holders of options granted by the Company prior to the subsistence of this authority under the MCE Share Option Scheme 2003 (“**2003 Scheme**”) upon the exercise of such options and in accordance with the terms and conditions of the 2003 Scheme.”

The results of the votes casted for Ordinary Resolution 8 were shown on the screen as follows:

Total number of shares represented by votes for and against the relevant resolution	For		Against		Abstain	
	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes
144,067,144	144,067,144	100.00	0	0.00	0	0.00

The Chairman declared Ordinary Resolution 8 carried.

**9. AUTHORITY TO OFFER AND GRANT SHARE OPTIONS, AND TO ALLOT AND ISSUE SHARES UNDER THE MCE SHARE OPTION SCHEME 2014 (“2014 SCHEME”)**

The Chairman informed the Meeting that the last item of the Agenda was to authorise the Directors to allot and issue shares under the MCE Share Option Scheme 2014.

The Chairman proposed the motion for Ordinary Resolution 9 as follows:

“That pursuant Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to grant share options in accordance with the provisions of the 2014 Scheme and to allot and issue from time to time, such number of Shares as may be required to be issued pursuant to the exercise of the share options under the 2014 Scheme, provided that the aggregate number of new Shares which may be issued pursuant to the 2014 Scheme shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) 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 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 results of the votes casted for Ordinary Resolution 9 were shown on the screen as follows:

Total number of shares represented by votes for and against the relevant resolution	For		Against		Abstain	
	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes	No. of Shares	% of Total Votes
144,067,144	144,067,144	100.00	0	0.00	0	0.00

The Chairman declared Ordinary Resolution 9 carried.

**CONCLUSION**

There being no other business to transact, the Chairman declared the Annual General Meeting of the Company closed and thanked all Shareholders for their attendance and support.

Confirmed as True Record of Proceedings

Chua Kheng Choon  
Chairman