

ASIA ENTERPRISES HOLDING LIMITED
(Company Registration No: 200501021H)
(Incorporated in Singapore)
(the “Company”)

MINUTES OF ANNUAL GENERAL MEETING

PLACE : The Chartroom, Level 2, Raffles Marina, 10 Tuas West Drive, Singapore 638404

DATE : Wednesday, 24 April 2024

TIME : 10.30 a.m.

PRESENT : Please see attendance list.

IN ATTENDANCE : Please see attendance list.

CHAIRMAN : Mr Lee Bon Leong

INTRODUCTION

Prior to the commencement of the Annual General Meeting (“**AGM**” or “**Meeting**”), the Managing Director of the Company, Ms Lee Yih Chyi (“**Ms Lee**”) gave a presentation on the performance of the Group for the financial year ended 31 December 2023 to those present at the Meeting.

At 10.38 a.m., the Chairman welcomed all shareholders present at the Meeting of the Company. The Chairman introduced the members of the Board to those present at the Meeting.

It was noted that the Chairman had requested the Company Secretary, Ms Siau Kuei Lian (the “**Company Secretary**”) to assist with the proceedings to take the members through the agenda of the Meeting.

QUORUM

As a quorum was present, on behalf of the Chairman, the Company Secretary called the AGM to order at 10.40 a.m.

NOTICE

The Company Secretary informed the Meeting that Notice of AGM had been sent to members. Pertinent information relating to the proposed Resolutions tabled for the AGM were set out in the Notice of AGM issued on 9 April 2024. As such, the Notice convening the Meeting was taken as read.

The Company Secretary informed the Meeting that there were no questions received from the shareholders in advance of the AGM.

The Company Secretary informed the Meeting that the Chairman had been appointed as a proxy by certain shareholders and would be voting on the motions tabled in accordance with the instruction of the shareholders.

In compliance with Rule 730A of the Listing Manual, the Company Secretary informed that all resolutions tabled at the Meeting would be voted by way of poll and Octant Consulting (S) Pte. Ltd. had been appointed as scrutineers for the conduct of the poll at the Meeting.

For ease of administration, arrangements were made for the poll to be conducted after all the resolutions tabled have been duly proposed and seconded.

CONDUCT OF POLL

The scrutineers gave a briefing on the polling procedures and the completion of the poll voting paper before the conduct of the poll.

ORDINARY BUSINESSES:

1. RESOLUTION 1 – AUDITED FINANCIAL STATEMENTS TOGETHER WITH DIRECTORS’ STATEMENT AND INDEPENDENT AUDITORS’ REPORT

The Meeting proceeded to receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2023 (“FY2023”) and the Auditors’ Report.

On behalf of the Board, the Company Secretary invited shareholders to raise questions on the Audited Financial Statements and the Directors’ Statement.

Throughout the questions and answers session, questions raised by the shareholders of the Company were addressed by the Board of Directors of the Company. There being no further questions, Ms Tan Siew Lan proposed the motion as detailed under item 1 in the Notice of AGM, seconded by Mr Lee Yih Lin and put to a poll.

The result of the poll (conducted after tabling of Resolution 8) was as follows:-

Total No. of Ordinary Shares Cast	No. of Ordinary Shares FOR	% FOR	No. of Ordinary Shares AGAINST	% AGAINST
179,933,379	178,715,567	99.32	1,217,812	0.68

Based on the above result, on behalf of the Chairman, the Company Secretary declared Resolution 1 carried.

IT WAS RESOLVED THAT the Directors’ Statement and Audited Financial Statements for FY2023 and the Auditors’ Report be and are hereby received and adopted.

2. RESOLUTION 2 - DECLARATION OF FIRST AND FINAL TAX-EXEMPT (ONE-TIER) DIVIDEND

It was noted that the Directors had recommended the payment of a first and final tax exempt (one-tier) dividend of 1.0 cent per ordinary share for the financial year ended 31 December 2023. The final dividend, if approved, would be paid on 6 June 2024 to entitled shareholders as at the Record Date of 5.00 pm on 20 May 2024.

Mr Teo Kah Kheng proposed the motion as detailed under item 2 in the Notice of AGM, seconded by Ms Chin Wan Ling and put to a poll.

The result of the poll (conducted after tabling of Resolution 8) was as follows:-

Total No. of Ordinary Shares Cast	No. of Ordinary Shares FOR	% FOR	No. of Ordinary Shares AGAINST	% AGAINST
179,933,379	178,715,567	99.32	1,217,812	0.68

Based on the above result, on behalf of the Chairman, the Company Secretary declared Resolution 2 carried.

IT WAS RESOLVED THAT the payment of a first and final tax-exempt (one-tier) dividend of 1.0 cent per ordinary share for the financial year ended 31 December 2023 be and is hereby approved.

3. RETIREMENT OF DIRECTORS – LEE BON LEONG AND TAN KEH YAN, PETER

Before proceeding to the next agenda of the Meeting, the Company Secretary informed those present at the Meeting on the retirement of Lee Bon Leong and Tan Keh Yan, Peter.

The Board expressed its gratitude and appreciation for Lee Bon Leong and Tan Keh Yan, Peter's invaluable contributions to the Board during their tenure as the Directors of the Company.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR: LEE YIH HWAN

Lee Yih Hwan ("**Mr Lee**"), who was retiring as a Director of the Company pursuant to Regulation 104 of the Constitution of the Company, had consented to continue in office. Upon being duly re-elected, Mr Lee will remain as the Non-Executive Director of the Company.

Ms Tan Siew Lan proposed the motion as detailed under item 5 in the Notice of AGM, seconded by Mr Teo Kah Kheng and put to a poll.

The result of the poll (conducted after tabling of Resolution 8) was as follows:-

Total No. of Ordinary Shares Cast	No. of Ordinary Shares FOR	% FOR	No. of Ordinary Shares AGAINST	% AGAINST
179,753,379	178,535,567	99.32	1,217,812	0.68

Based on the above result, on behalf of the Chairman, the Company Secretary declared Resolution 3 carried.

IT WAS RESOLVED THAT Mr Lee be and is hereby re-elected as a Director of the Company.

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR: CHOO BOON TIONG

Choo Boon Tiong (“**Mr Choo**”), who was retiring as a Director of the Company pursuant to Regulation 108 of the Constitution of the Company, had consented to continue in office. Upon being duly re-elected, Mr Choo will remain as the Independent Director of the Company. Mr Choo is considered independent for the purpose of Rule 704(8) of the SGX-ST Listing Manual.

Ms Chin Wan Ling proposed the motion as detailed under item 6 in the Notice of AGM, seconded by Mr Lee Yih Lin and put to a poll.

The result of the poll (conducted after tabling of Resolution 8) was as follows:-

Total No. of Ordinary Shares Cast	No. of Ordinary Shares FOR	% FOR	No. of Ordinary Shares AGAINST	% AGAINST
179,933,379	178,715,567	99.32	1,217,812	0.68

Based on the above result, on behalf of the Chairman, the Company Secretary declared Resolution 4 carried.

IT WAS RESOLVED THAT Mr Choo be and is hereby re-elected as a Director of the Company.

6. RESOLUTION 5 – RE-ELECTION OF DIRECTOR: NEO GIM KIONG

Neo Gim Kiong (“**Mr Neo**”), who was retiring as a Director of the Company pursuant to Regulation 108 of the Constitution of the Company, had consented to continue in office. Upon being duly re-elected, Mr Neo will remain as the Independent Director of the Company. Mr Neo is considered independent for the purpose of Rule 704(8) of the SGX-ST Listing Manual.

Mr Teo Kah Kheng proposed the motion as detailed under item 7 in the Notice of AGM, seconded by Ms Tan Siew Lan and put to a poll.

The result of the poll (conducted after tabling of Resolution 8) was as follows:-

Total No. of Ordinary Shares Cast	No. of Ordinary Shares FOR	% FOR	No. of Ordinary Shares AGAINST	% AGAINST
179,933,379	178,715,567	99.32	1,217,812	0.68

Based on the above result, on behalf of the Chairman, the Company Secretary declared Resolution 5 carried.

IT WAS RESOLVED THAT Mr Neo be and is hereby re-elected as a Director of the Company.

7. RESOLUTION 6 - DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The Board of Directors had recommended the payment of Directors' fees of S\$186,000 for the financial year ended 31 December 2023.

Ms Chin Wan Ling proposed the motion as detailed under item 8 in the Notice of AGM, seconded by Ms Tan Siew Lan and put to a poll.

The result of the poll (conducted after tabling of Resolution 8) was as follows:-

Total No. of Ordinary Shares Cast	No. of Ordinary Shares FOR	% FOR	No. of Ordinary Shares AGAINST	% AGAINST
179,933,379	178,715,567	99.32	1,217,812	0.68

Based on the above result, on behalf of the Chairman, the Company Secretary declared Resolution 6 carried.

IT WAS RESOLVED THAT the payment of Directors' fees of S\$186,000 for the financial year ended 31 December 2023 be and is hereby approved.

8. RESOLUTION 7 - RE-APPOINTMENT OF AUDITORS

The retiring auditors, RSM SG Assurance LLP, had expressed their willingness to continue in office.

Mr Lee Yih Lin proposed the motion as detailed under item 9 in the Notice of AGM, seconded by Mr Teo Kah Kheng and put to a poll.

The result of the poll (conducted after tabling of Resolution 8) was as follows:-

Total No. of Ordinary Shares Cast	No. of Ordinary Shares FOR	% FOR	No. of Ordinary Shares AGAINST	% AGAINST
179,933,379	178,715,567	99.32	1,217,812	0.68

Based on the above result, on behalf of the Chairman, the Company Secretary declared Resolution 7 carried.

IT WAS RESOLVED THAT RSM SG Assurance LLP be and are hereby re-appointed as Auditors of the Company until the next AGM and the Directors be authorised to fix their remuneration.

ANY OTHER BUSINESS:

As there was no other ordinary business, the Meeting proceeded to deal with the special business outlined in the Notice convening the AGM.

SPECIAL BUSINESS:

9. RESOLUTION 8 - AUTHORITY TO ISSUE SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO SECTION 161 OF THE COMPANIES ACT 1967 AND RULE 806 OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

On behalf of the Chairman, the Company Secretary informed the Meeting that Resolution 8, if passed, would empower the Directors of the Company from the date of this AGM until the date of the next AGM to issue shares and convertible securities not exceeding the quantum set out in this resolution.

Mr Lee Yih Lin proposed the motion as detailed under item 11 in the Notice of AGM, seconded by Ms Chin Wan Ling and put to a poll.

The result of the poll (conducted after tabling of Resolution 8) was as follows:-

Total No. of Ordinary Shares Cast	No. of Ordinary Shares FOR	% FOR	No. of Ordinary Shares AGAINST	% AGAINST
179,933,379	166,990,867	92.81	12,942,512	7.19

Based on the above result, on behalf of the Chairman, the Company Secretary declared Resolution 8 carried.

IT WAS RESOLVED THAT pursuant to Section 161 of the Companies Act, 1967 and Rule 806 of the SGX-ST Listing Manual, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company ("**shares**") whether by way of rights issue, bonus issue 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 Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

(the "**Share Issue Mandate**")

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) and Instruments to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) 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 and Instruments that may be issued under sub-paragraph (1) above, the total number of issued shares and Instruments shall be based on the 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, after adjusting for:
- (a) new shares arising from the conversion or exercise of convertible securities;
- (b) 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 SGX-ST Listing Rules; and
- (c) any subsequent bonus issue, consolidation or subdivision of shares;

adjustment in accordance with (2)(a) and (2)(b) 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 passing of this Resolution.

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- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the SGX-ST Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
 - (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) 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 or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

CONCLUSION

There being no other business to be transacted, on behalf of the Chairman, the Company Secretary declared the AGM closed at 12.05 p.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS HELD

LEE BON LEONG
CHAIRMAN

Questions and Answers Session

- Question 1 : Shareholder A enquired about the status of the solar panels' installation at the Group's warehouses. He suggested that the Group could consider funding the installation from internal resources, given its substantial cash reserves.
- Answer 1 : Ms Lee responded that the Management had engaged several vendors to submit proposals for the installation of solar panels. She emphasized that installing solar panels would be beneficial to the Group, given the ample space available on the warehouses and the relatively low electricity consumption. Ms Lee agreed that funding the installation internally is a good option, but she mentioned that it would still depend on the terms of the contract with the vendor.
- Question 2 : Shareholder A further sought clarification on whether the Group would consider undertaking an off-market equal access share buyback offer or buying back the Company's shares from market.
- Answer 2 : Ms Lee mentioned that undertaking a share buyback is challenging due to the low trading volume of the Company's shares. She added that the Management would seek legal advice and consider the recommendation for an off-market equal access share buyback offer.
- Question 3 : Shareholder A enquired whether the Management has engaged with Jurong Town Corporation ("JTC") to extend or renew the leases ending in 2032 and 2055 respectively.
- Answer 3 : Ms Lee replied that the Management plans to engage JTC on the extension or renewal of the leases as the end of the lease terms approaches.
- Question 4 : Shareholder A further asked about the Group's hedging policy to mitigate the risk associated with fluctuating international steel prices.
- Answer 4 : Ms Lee explained that inventory costs are valued using the weighted average method. She shared that the current financial tools available are not closely correlated to the Group's inventory and would require additional expertise to manage. She opined that the fluctuations of China's iron ore index are higher. Additionally, Ms Lee indicated that the Group's business operations serves as a natural hedging tool for end users.
- Question 5 : Having noted that revenue recognition is based on the billing address, Shareholder A enquired about the actual percentage of sales going to Indonesia.
- Answer 5 : Ms Lee responded that approximately 70% of the cargoes are shipped to Indonesia.

- Question 6 : Shareholder B enquired whether the Group plans to capture more market share in the marine segment, considering its vibrancy.
- Answer 6 : Ms Lee replied affirmatively.
- Question 7 : Shareholder B further asked about the actions taken by competitors over the past 3 years and the actions taken by the Group in response.
- Answer 7 : Ms Lee responded that the Management is actively working to enhance the Group's competitiveness. She highlighted that factors such as the volatility of international steel pricing, geopolitical tensions, fluctuations in the US dollar, and unfavourable interest rates have impacted the Group. She mentioned that the Management is diligently addressing these challenges by focusing on improving geographical reach and product mix.
- Question 8 : Shareholder C sought clarification on the types of ships that the Group's Indonesia shipyard customer build.
- Answer 8 : Ms Lee replied that the ships built by the Indonesia shipyards are varied. She added that some of the shipyards specialise in building vessels for the oil and gas industry.
- Question 9 : Having noted that the strong demand from shipyards last year, Shareholder C further enquired about which area in shipbuilding experienced the largest increase in demand.
- Answer 9 : Ms Lee mentioned that the majority of the demand comes from fleet replacement and repair and maintenance works.
- Question 10 : Given that the high revenue and profit in 2023 was mainly due to replacement demand, which might not be sustainable over a long period, Shareholder C further asked about the Group's strategy to maintain the high revenue.
- Answer 10 : Ms Lee mentioned that the Group's objective is to maintain reasonable profits rather than focusing solely on high revenue. She stated that the cyclical demand is always present, and the Management will strive to effectively manage these fluctuations.