

# ENGRO CORPORATION LIMITED

(Company Registration No.: 197302229H)  
(Incorporated in the Republic of Singapore)

## MINUTES OF ANNUAL GENERAL MEETING

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<b>PLACE</b>	: Held by way of Live Webcast
<b>DATE</b>	: Thursday, 29 April 2021
<b>TIME</b>	: 10.00 a.m.
<b>PRESENT</b>	: As per Webcast Attendees Report
<b>ATTENDANCE</b>	: As per Webcast Attendees Report (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to the provisions of the Personal Data Protection Act 2012, the names of the shareholders present at the meeting will not be published in these minutes.)
<b>CHAIRMAN</b>	: Mr. Tan Cheng Gay presided as Chairman of the meeting.

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### CHAIRMAN

The meeting was chaired by Mr Tan Cheng Gay, Chairman of the Board of Directors (the “**Board**”).

### QUORUM

As a quorum of two members was electronically present, the Chairman declared the meeting open at 10.05 a.m.

In accordance with the COVID-19 Alternative Arrangements for Meetings Order, a member is electronically present at this Meeting if the member attends this Meeting via a “live” webcast or a “live” audio feed; is verified by the Share Registrar as attending this Meeting via a “live” webcast or a “live” audio feed; and is acknowledged by electronic means by the Chairman of this Meeting as present at this Meeting.

### OPENING ADDRESS

The Chairman welcomed Shareholders to the Live Webcast AGM. The Chairman introduced the Directors and the Group Financial Controller who were participating virtually in the meeting and had reported their attendance electronically.

### NOTICE

The Notice convening the meeting was taken as read.

## QUESTIONS AND ANSWERS

The Company has received questions from some shareholders prior to the AGM. The Company has responded to their questions prior to this meeting via SGXNET announcement released on 28 April 2021.

## POLL VOTING

All resolutions at the Live Webcast AGM were voted by poll pursuant to the Company's Constitution and Listing Rule 730A(2) of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Company has appointed Boardroom Corporate & Advisory Services Pte. Ltd. as polling agent and Reliance 3P Advisory Pte. Ltd. as scrutineer for purposes of the poll voting.

## CHAIRMAN APPOINTED AS PROXY

The Chairman of the meeting had been appointed as proxy by all shareholders in accordance with the COVID-19 Alternative Arrangements for Meetings Order.

## BUSINESS OF AGM

The Chairman proceeded with the formal business of the Live Webcast AGM. All the resolutions and poll voting results were presented during the Live Webcast AGM.

## ORDINARY BUSINESS:

### RESOLUTION 1 – AUDITED FINANCIAL STATEMENTS AND REPORT OF AUDITORS

Resolution 1 as follows was taken as read:-

“That the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2020 together with the Auditors’ Report be received and adopted.”

The Shareholders have cast their votes and with the voting results as shown below, the Chairman declared that Ordinary Resolution 1 was carried by majority:-

Ordinary Resolution	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
1	63,759,650	63,759,650	100.00%	0	0.00%

**RESOLUTION 2 – FINAL TAX-EXEMPT (1-TIER) DIVIDEND AND A SPECIAL TAX-EXEMPT (1-TIER) DIVIDEND**

The Directors had recommended the payment of a final tax-exempt (1-tier) dividend of 2.5 cents per ordinary share and a special tax-exempt (1-tier) dividend of 0.5 cents per ordinary share for the financial year ended 31 December 2020. If approved, the dividend would be paid on 10 June 2021.

Resolution 2 as follows was taken as read:-

“That the payment of a final tax-exempt (1-tier) dividend of 2.5 cents per ordinary share and a special tax-exempt (1-tier) dividend of 0.5 cents per ordinary share for the financial year ended 31 December 2020 be approved.”

The Shareholders have cast their votes and with the voting results as shown below, the Chairman declared that Ordinary Resolution 2 was carried by majority:-

Ordinary Resolution	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
2	63,759,650	63,759,650	100.00%	0	0.00%

**RESOLUTION 3 – RE-ELECTION OF MR. STEVEN ONG KAY ENG AS DIRECTOR**

It was noted that the Directors who were to retire pursuant to Regulation 87 of the Company's Constitution were Mr. Steven Ong Kay Eng and Mr. Ronnie Teo Heng Hock.

Mr. Steven Ong Kay Eng who was retiring under Regulation 87 of the Company's Constitution and being eligible for re-election, had consented to continue in office.

Resolution 3 as follows was taken as read:-

“That Mr. Steven Ong Kay Eng retiring under Regulation 87 of the Company's Constitution be and is hereby re-elected as a Director of the Company.”

The Shareholders have cast their votes and with the voting results as shown below, the Chairman declared that Ordinary Resolution 3 was carried by majority:-

Ordinary Resolution	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
3	63,759,650	63,759,650	100.00%	0	0.00%

**RESOLUTION 4 – RE-ELECTION OF MR. RONNIE TEO HENG HOCK AS DIRECTOR**

Mr Ronnie Teo Heng Hock who was retiring under Regulation 87 of the Company’s Constitution and being eligible for re-election, had consented to continue in office.

Resolution 4 as follows was taken as read:-

“That Mr Ronnie Teo Heng Hock retiring under Regulation 87 of the Company’s Constitution be and is hereby re-elected as a Director of the Company.”

The Shareholders have cast their votes and with the voting results as shown below, the Chairman declared that Ordinary Resolution 4 was carried by majority:-

Ordinary Resolution	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
4	63,759,650	63,759,650	100.00%	0	0.00%

**RESOLUTION 5 – RE-APPOINTMENT OF AUDITORS**

The retiring auditors, Messrs KPMG LLP, had expressed their willingness to continue in office.

Resolution 5 as follows was taken as read:-

“That Messrs KPMG LLP be re-appointed Auditors of the Company until the next Annual General Meeting at a remuneration to be fixed by the Directors.”

The Shareholders have cast their votes and with the voting results as shown below, the Chairman declared that Ordinary Resolution 5 was carried by majority:-

Ordinary Resolution	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
5	63,759,650	63,759,650	100.00%	0	0.00%

**SPECIAL BUSINESS**

**RESOLUTION 6 – DIRECTORS’ FEES FOR FINANCIAL YEAR ENDED 31 DECEMBER 2020**

The Board had recommended the payment of Directors’ fees of S\$270,000 for the financial year ended 31 December 2020.

The meeting was informed that all Directors who are entitled to the Directors’ fees have

accordingly abstained from voting on Resolution 6.

Resolution 6 as follows was taken as read:-

“That the payment of Directors’ fees of S\$270,000 for the financial year ended 31 December 2020 be approved.”

The Shareholders have cast their votes and with the voting results as shown below, the Chairman announced that Ordinary Resolution 6 was carried by majority

Ordinary Resolution	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
6	63,393,650	63,393,650	100.00%	0	0.00%

## RESOLUTION 7 – AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE SHARE ISSUE MANDATE

Resolution 7 as follows was taken as read:-

“That pursuant to Section 161 of the Companies Act, Chapter 50 and the Listing Rules of the SGX-ST, authority be and is hereby given to the Directors to:-

- (A) (i) issue shares in the 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) 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 while this Resolution was in force,

provided that:

- (a) 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 centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (b) 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 centum (20%) of the total number of issued shares (excluding treasury shares

and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (b) below);

- (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 at the time this Resolution is passed, after adjusting for:-
- (i) new shares arising from the conversion or exercise of any convertible securities which were issued and are outstanding or subsisting at the time this Resolution is passed;
  - (ii) new shares arising from exercising share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the provisions of the Listing Manual of the SGX-ST; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares;

and, in sub-paragraph (a) above and this sub-paragraph (b), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

- (c) 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
- (d) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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 the 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.”

The Shareholders have cast their votes and with the voting results as shown below, the Chairman declared that Ordinary Resolution 7 was carried by majority:-

Ordinary Resolution	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
7	63,759,650	63,759,650	100.00%	0	0.00%

**RESOLUTION 8: AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE ENGRO CORPORATION 2011 EMPLOYEES’ SHARE OPTION SCHEME (THE “ESOS 2011”)**

Resolution 8 as follows was taken as read:-

“That authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the ESOS 2011, whether granted during subsistence of this authority or otherwise, provided always that the aggregate number of new shares to be allotted and issued pursuant to the ESOS 2011 and other share based schemes of the Company (which shall include the EnGro Performance Share Award Scheme) shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.”

The Shareholders have cast their votes and with the voting results as shown below, the Chairman declared that Ordinary Resolution 8 was carried by majority:-

Ordinary Resolution	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
8	63,759,650	63,759,650	100.00%	0	0.00%

## RESOLUTION 9: PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

Resolution 9 as follows was taken as read:-

“That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "**Act**"), the exercise by the directors of all the powers of the Company to purchase or otherwise acquire from time to time issued ordinary shares in the capital of 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 from time to time up to the Maximum Price (as hereinafter defined), whether by way of:-
- (i) on-market purchases (each a "**Market Purchase**") effected on the SGX-ST through one or more duly licensed dealers appointed by the Company for the purpose; and/or
  - (ii) off-market purchases (each an "**Off-Market Purchase**") effected in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act, and otherwise in accordance with all other laws and 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 pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution, and expiring on the earlier of:-

- (i) the date on which the next annual general meeting of the Company is held; or
- (ii) the date by which the next annual general meeting of the Company is required by law to be held; or
- (iii) the date on which the purchases of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Resolution:-

**"Prescribed Limit"** means 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution; and

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

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price,

where:-

**"Average Closing Price"** means the average of the closing market prices of a Share over the last 5 Market Days ("**Market Day**" being a day on which the SGX-ST is open for securities trading), on which transactions in the Shares were recorded, before the day on which the Market Purchase was made or, as the case may be, before the date of making an announcement by the Company of an offer for an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5 Market Days and the day on which the Market Purchase was made; and

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things as they and/or he may consider necessary, desirable, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution."

The Shareholders have cast their votes and with the voting results as shown below, the Chairman declared that Ordinary Resolution 9 was carried by majority:-

Ordinary Resolution	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
9	63,759,650	63,759,650	100.00%	0	0.00%



Based on the results, the Chairman declared that all the resolutions tabled at the Annual General Meeting were carried.

## **CONCLUSION**

There being no other business to transact, the Chairman declared the Annual General Meeting of the Company closed at 10.16 a.m. and thanked the shareholders for watching the Live Webcast AGM. He advised shareholders to stay safe and keep well.

For and on behalf of  
EnGro Corporation Limited  
10 May 2021