

# YHI INTERNATIONAL LIMITED

Company Registration No. 200007455H



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## MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 18 JUNE 2020

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The Board of Directors (the “**Board**”) of YHI International Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the Annual General Meeting of the Company held on Thursday, 18 June 2020, at 2.30 p.m. (“**AGM**”).

The Board would like to thank shareholders for their attendance at the AGM of the Company on 18 June 2020. Paragraph 11 of the joint statement dated 13 April 2020 released by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation requires the Company to release the minutes of the AGM within one month after the date of AGM. Accordingly, the minutes of the AGM is set out at **Annex A**.

By Order of the Board of  
**YHI International Limited**

Tay Tian Hoe Richard  
Executive Chairman and Group Managing Director

6 July 2020

## **YHI INTERNATIONAL LIMITED**

(Company Registration Number 200007455H)  
(Incorporated in Singapore)  
(the “Company”)

### **MINUTES OF ANNUAL GENERAL MEETING**

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Date	:	Thursday, 18 June 2020
Time	:	2.30 p.m.
Place	:	Electronic Means
Present	:	As per the Attendance List maintained by the Company
Chairman	:	Mr Tay Tiang Guan

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#### **CHAIRMAN OF THE MEETING**

Mr Tay Tiang Guan was elected Chairman for the purpose of this Meeting only.

The Chairman welcomed the shareholders to the Annual General Meeting of the Company and introduced the Board of Directors.

#### **BUSINESS UPDATE OF THE COMPANY IN LIGHT OF THE COVID-19 SITUATION**

The Chairman invited Mr Tay Tian Hoe Richard (“**Mr Richard Tay**”), the Executive Chairman and Group Managing Director, to say a few words and provide an update of the Company’s business.

Mr Richard Tay greeted the shareholders and thanked the shareholders for their attendance at the Annual General Meeting of the Company. Mr Richard Tay stated that the COVID-19 outbreak has affected the Company’s business operations but the Company has taken steps to deal with the situation. Mr Richard Tay updated that the Company’s operations in North-East Asia, namely Taiwan, Hong Kong and Mainland China has resumed in the second quarter this year. Since May 2020, the Company’s operations in South-East Asian and Oceania regions has also resumed. As of mid-June 2020 the Company’s operations has resumed in general and is expected to be restored in full in the third and fourth quarters this year.

Mr Richard Tay informed that the Company will work harder to mitigate the effects of the COVID-19 outbreak on the Company. Mr Richard Tay informed that during the quarantine, the Company has been holding meetings over electronic means to persistently monitor the situation and develop appropriate measures to ensure that the negative impact of the COVID-19 outbreak on the Company’s performance is minimized.

Mr Richard Tay updated that in view of the challenging economy outlook the Company will focus on strengthening its business operations and continue to work hard on its “3R” policy (namely “Reduce inventory, Reduce accounts receivable and Reduce operating costs”). Mr Richard Tay also updated that the Company will focus on expanding into the South-East Asian regions while maintaining the business in the North-East Asian and Oceania regions. The Company believes that despite the challenges ahead potential opportunities and silver-lining can still be identified through hard work and persistency.

At the close of his update, Mr Richard Tay stated that the Company will continue to seek greater returns for the shareholders and strengthen the shareholders’ confidence in the Company.

## **QUORUM**

As the quorum was present, the Chairman declared the Annual General Meeting open. The Chairman noted that proxies lodged have been checked and are found to be in order.

## **NOTICE**

The Chairman noted that the 2019 Annual Report together with the Notice of this Meeting had been circulated to the shareholders and suggested the Notice convening the Meeting to be taken as read.

## **VOTING**

It was noted that in accordance with Regulation 58(A) of the Company's Constitution, the proposed Resolutions put to vote at the Annual General Meeting were decided on a poll. Entrust Advisory Pte. Ltd. and Tricor Barbinder Share Registration Services were appointed as Scrutineer and Polling Agent respectively.

## **CONDUCT OF THE MEETING**

The Chairman stated that pursuant to the Covid-19 (Temporary Measures) Act 2020, as shareholders and members are unable to attend this Annual General Meeting physically, shareholders must vote by proxy only, and only the Chairman of the meeting may be appointed as proxy.

The Chairman stated that as this year's Annual General Meeting is conducted by virtual means, Resolutions 1 to 8 would be proposed by Mr Richard Tay as a shareholder of the Company and the Chairman would second Resolutions 1 to 8 as a shareholder of the Company.

The Chairman stated that voting instructions in relation to voting by proxy has been circulated together with the proxy form prior to this meeting and that the scrutineers have counted the votes submitted by proxy.

## **ORDINARY BUSINESS**

### **1. DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS - RESOLUTION 1**

The Meeting proceeded to receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors' Report thereon.

As there were no questions from shareholders relating to the Directors' Statement or Audited Financial Statements for the year ended 31 December 2019, Mr Richard Tay proposed the motion which was seconded by the Chairman.

The motion was put to vote by way of a poll.

There were 136,889,760 votes (100%) for the motion and 0 votes (0%) cast against the motion. Accordingly, the Chairman declared that Ordinary Resolution 1 was carried by a majority vote. It was resolved that:

"That the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors' Report thereon be and are hereby received."

## **2. FIRST AND FINAL TAX-EXEMPT DIVIDEND - RESOLUTION 2**

The Directors have recommended the payment of a first and final tax exempt dividend of 2.22 Singapore cents per ordinary share for the financial year ended 31 December 2019. The dividend, if approved, will be paid on 10 July 2020.

Mr Richard Tay proposed the motion which was seconded by the Chairman.

The motion was put to vote by way of a poll.

There were 136,889,760 votes (100%) for the motion and 0 votes (0%) cast against the motion. Accordingly, the Chairman declared that Ordinary Resolution 2 was resolved by a majority vote. It was resolved that:

“That a first and final tax exempt dividend of 2.22 Singapore cents per ordinary share be declared for the financial year ended 31 December 2019.”

## **3. RE-ELECTION OF DIRECTORS - RESOLUTIONS 3 AND 4**

The Directors who retired pursuant to Regulation 89 of the Company's Constitution were Mr Henry Tan Song Kok, (“**Mr Henry Tan**”) and Mr Phua Tin How (“**Mr Phua**”) shall retire by rotation at this meeting and are being eligible for the re-election. Both Mr Henry Tan and Mr Phua have expressed our willingness to stand for the re-election.

### **3.1 RE-ELECTION OF MR HENRY TAN SONG KOK - RESOLUTION 3**

The meeting noted that Mr Henry Tan will, upon re-election as a Director of the Company, remain as a Lead Independent Director, Chairman of the Audit Committee, member of the Nominating and Remuneration Committees and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited

Mr Richard Tay proposed the motion for the re-election of Mr Henry Tan as a Lead Independent Director of the Company. The Chairman seconded the motion. The motion was put to vote by way of a poll.

There were 129,764,760 votes (94.8%) for the motion and 7,125,000 votes (5.2%) cast against the motion. Accordingly, the Chairman declared that Ordinary Resolution 3 was resolved by a majority vote. It was resolved that:

“That Mr Henry Tan Song Kok, who is retiring pursuant to Regulation 89 of the Company's Constitution, be and is hereby re-elected as a Director of the Company.”

### **3.2 RE-ELECTION OF MR PHUA TIN HOW - RESOLUTION 4**

The meeting noted that Mr Phua Tin How will, upon re-election as a Director of the Company, remain as a member of the Audit and Remuneration Committees and Chairman of the Nominating Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited

Mr Richard Tay proposed the motion for the re-election of Mr Phua Tin How as an Independent Director of the Company. The Chairman seconded the motion. The motion was put to vote by way of a poll.

There were 129,764,760 votes (94.8%) for the motion and 7,125,000 votes (5.2%) cast against the motion. Accordingly, the Chairman declared that Ordinary Resolution 4 was resolved by a majority vote. It was resolved that:

“That Mr Phua Tin How, who is retiring pursuant to Regulation 89 of the Company's Constitution, be and is hereby re-elected as a Director of the Company.”

**4. DIRECTORS' FEES - RESOLUTION 5**

The Directors had, subject to shareholders' approval, recommended the payment of a sum of S\$145,000 as Directors' fees for the financial year ended 31 December 2019.

Mr Richard Tay proposed the motion which was seconded by the Chairman. The motion was put to vote by way of a poll.

There were 136,889,760 votes (100%) for the motion and 0 votes (0%) cast against the motion. Accordingly, the Chairman declared that Ordinary Resolution 5 was resolved by a majority vote. It was resolved that:

“That the payment of Directors' fees of S\$145,000 for the financial year ended 31 December 2019 be and is hereby approved.”

**5. RE-APPOINTMENT OF AUDITORS - RESOLUTION 6**

PricewaterhouseCoopers LLP, Certified Public Accountants had expressed their willingness to continue in office.

Mr Richard Tay proposed the motion which was seconded by the Chairman. The motion was put to vote by way of a poll.

There were 136,889,760 votes (100%) for the motion and 0 votes (0%) cast against the motion. Accordingly, the Chairman declared that Ordinary Resolution 6 was resolved by a majority vote. It was resolved that:

“That PricewaterhouseCoopers LLP, Certified Public Accountants be re-appointed as Auditors of the Company and that the Directors be authorised to fix its remuneration.”

**SPECIAL BUSINESS**

**6. AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY (“SHARES”) - SHARE ISSUE MANDATE - RESOLUTION 7**

Resolution 7 is to authorise the Directors to allot and issue shares pursuant to Section 161 of the Companies Act, Chapter 50.

Mr Richard Tay proposed the motion which was seconded by the Chairman. The motion was put to vote by way of a poll.

There were 129,764,760 votes (94.8%) for the motion and 7,125,000 votes (5.2%) cast against the motion. Accordingly, the Chairman declared that Ordinary Resolution 7 was resolved by a majority vote. It was resolved that:

“That, pursuant to Section 161 of the Companies Act, Chapter 50 (the “**Act**”) and Rule 806 of the Listing Manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:

- (A) (i) allot and issue shares in the capital of the Company (the “**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 the 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 shall 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:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and convertible securities to be issued pursuant to this Resolution shall not exceed fifty per cent. (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 convertible securities to be issued other than on a pro-rata basis to the shareholders of the Company shall not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as at the time of passing of this Resolution);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and convertible securities that may be issued under sub-paragraph (1) above on a pro-rata basis, the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company shall be based on 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, 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 the rules of the Listing Manual of the SGX-ST; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Any adjustments made in accordance with sub-paragraphs (2)(a) and (2)(b) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST as amended from time to time (unless such compliance has been waived by the SGX-ST) and the Constitution; and
- (4) unless revoked or varied by the Company in a general meeting, such authority 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 is required by law to be held, whichever is the earlier.”

## **7. RENEWAL OF THE SHARE BUY-BACK MANDATE - RESOLUTION 8**

Resolution 8 is to approval the proposed Renewal of the Share Buy-Back Mandate.

Mr Richard Tay proposed the motion which was seconded by the Chairman. The motion was put to vote by way of a poll.

There were 136,889,760 votes (100%) for the motion and 0 votes (0%) cast against the motion. Accordingly, the Chairman declared that Ordinary Resolution 8 was resolved by a majority vote. It was resolved that:

“That:

- (1) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Percentage (as defined below), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as defined below), whether by way of:

- (a) on-market purchases on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted (“**Other Exchange**”) (“**On-Market Purchases**”); and/or
- (b) off-market purchases (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) 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 (“**Off-Market Purchases**”),

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buy-Back Mandate**”);

- (2) the authority conferred on the Directors of the Company pursuant to the Share Buy-back Mandate 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 Ordinary Resolution and expiring on the earliest of:

- (a) the date on which the next annual general meeting of the Company is held;
- (b) the date by which the next annual general meeting of the Company is required by law to be held;
- (c) the date when such mandate is revoked or varied by the Shareholders of the Company in general meeting; or
- (d) the date on which the purchases or acquisitions of issued Shares pursuant to the Share Buy-back Mandate are carried out to the full extent mandated.

- (3) in this Ordinary Resolution:

“**Maximum Percentage**” means that number of issued Shares representing not more than 10.0% of the total number of issued Shares as at date of the passing of this Ordinary Resolution (excluding any treasury shares and subsidiary holdings as at that date);

“**Maximum Price**” in relation to a Share to be purchased or otherwise acquired, means the purchase price as determined by the Directors (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) and not exceeding:

- (a) in the case of an On-Market Purchase, 105.0% of the Average Closing Price of the Shares. For this purpose, the Average Closing Price is:

- (i) the average of the closing market prices of the Shares over the last five (5) market days (on which transactions in the Shares were recorded) immediately before the date of the Share Purchase by the Company; and
    - (ii) deemed to be adjusted for any corporate action that occurs during the relevant five (5) market day period and the day on which the Share Purchase is made; and
  - (b) in the case of an Off-Market Purchase, 105.0% of the highest price at which a Share is transacted on the SGX-ST on the market day (when transactions in the Shares are recorded) immediately preceding the date on which the Company announces an Off-Market Purchase offer stating the purchase price and the relevant terms of the equal access scheme.
- (4) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

## **CONCLUSION**

There being no other business, the Chairman declared the Meeting closed. The Chairman thanked all shareholders for their patience and understanding and for their active participation at the Meeting despite the Meeting being held virtually.

Certified as a True Record of Minutes



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**Tay Tiang Guan**  
Chairman of Meeting