

FORISE INTERNATIONAL LIMITED
(Company No. 200804077W)
(Incorporated in Republic of Singapore)

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD AT
4 SHENTON WAY, #17-01 SGX CENTRE 2, SINGAPORE 068807 ON 25 APRIL 2025 AT 11.00 A.M.**

PRESENT : Mr. Tan Wai Hong (Executive Director)
Mr. Lee Ah Too (Lead Independent Director)
Mr. Heng Chee Song Peter (Independent Director)

IN ATTENDANCE : As set out in the attendance records maintained by the Company

CHAIRMAN : Mr. Heng Chee Song Peter took the Chair of the Annual General Meeting

A. QUORUM

As the number of members present was sufficient to form a quorum, the Chairman called the Annual General Meeting (“**AGM**”) to order at 11.00 a.m.

The Chairman welcomed all shareholders attending the AGM and introduced the Board of Directors that were present at the meeting.

B. NOTICE OF CONVENING THE MEETING

The Notice convening the Annual General Meeting (“**AGM**”) was taken as read.

C. BY POLL

The Chairman explained that voting on all resolutions to be tabled at the AGM today would be conducted on a poll basis. Shareholders could either have appointed a proxy to vote on their behalf, or vote at the AGM personally. The Chairman informed the Shareholders that he had also been appointed as proxy by some Shareholders and he would vote in accordance with their instructions. For those voting at the AGM personally, the voting slips would be collected and the votes counted after all resolutions are dealt with at the AGM.

In.Corp Corporate Services Pte. Ltd. and Harry Elias Partnership LLP had been appointed to act as the Polling Agent and Scrutineer respectively for the AGM.

D. QUERIES RECEIVED

The Chairman noted that no questions had been received by the Company by 11.00 a.m. on 18 April 2025. He invited Shareholders to raise any questions on each Resolution after the resolution was read and tabled.

The Chairman then proceeded to the business of the AGM.

E. ORDINARY BUSINESS

RESOLUTION 1 – To receive and adopt the Audited Accounts for the financial year ended 31 December 2024 together with the Directors’ Statement and Independent Auditors’ Report thereon.

The Shareholders received and considered the Audited Accounts for the financial year ended 31 December 2024 together with the Directors’ Statement and Independent Auditors’ Report thereon.

RESULTS OF THE POLL

Following the tabulation of votes, the results of the poll were read:

	No. of Shares	Percentage
No. of votes in favour of the Resolution	22,622,100	99.97%
No. of votes against the Resolution	7,600	0.03%
Total number of shares represented by votes for and against the Resolution	22,629,700	100.0%

Based on the results of the poll, the Chairman of the AGM declared the following Ordinary Resolution 1 carried by way of a poll.

IT WAS RESOLVED THAT the Audited Accounts for the financial year ended 31 December 2024 together with the Directors’ Statement and Independent Auditors’ Report thereon be received and adopted.

RESOLUTION 2 – To approve the payment of Directors’ fees of up to S\$99,000 for the financial year ending 31 December 2025, to be paid half-yearly in arrears.

The Directors had recommended the payment of a sum of up to S\$99,000 as Directors’ fees for the financial year ending 31 December 2025.

RESULTS OF THE POLL

Following the tabulation of votes, the results of the poll were read:

	No. of Shares	Percentage
No. of votes in favour of the Resolution	22,622,100	99.97%
No. of votes against the Resolution	7,600	0.03%
Total number of shares represented by votes for and against the Resolution	22,629,700	100.0%

Based on the results of the poll, the Chairman of the AGM declared the following Ordinary Resolution 2 carried by way of a poll.

IT WAS RESOLVED THAT the payment of Directors’ fees of up to S\$99,000 for the financial year ending 31 December 2025 to be paid half-yearly in arrears be approved.

RESOLUTION 3 – To re-elect Mr Tan Wai Hong, a Director retiring pursuant to Regulation 117 of the Company’s Constitution.

Mr Tan Wai Hong was retiring as a Director of the Company pursuant to Regulation 117 of the Company’s Constitution and had signified his consent to continue in office.

Mr Tan Wai Hong, who is indirectly interested in 4,686,000 ordinary shares in the Company, had abstained from voting on Resolution 3 pertaining to his own re-election as Director.

RESULTS OF THE POLL

Following the tabulation of votes, the results of the poll were read:

	No. of Shares	Percentage
No. of votes in favour of the Resolution	17,936,100	99.96%
No. of votes against the Resolution	7,600	0.04%
Total number of shares represented by votes for and against the Resolution	17,943,700	100.0%

Based on the results of the poll, the Chairman of the AGM declared the following Ordinary Resolution 3 carried by way of a poll.

IT WAS RESOLVED THAT Mr Tan Wai Hong be re-elected as a Director of the Company.

RESOLUTION 4 – To re-elect Mr Lee Ah Too, a Director retiring pursuant to Regulation 107 of the Company’s Constitution.

Mr Lee Ah Too was retiring as a Director of the Company pursuant to Regulation 107 of the Company’s Constitution and had signified his consent to continue in office.

RESULTS OF THE POLL

Following the tabulation of votes, the results of the poll were read:

	No. of Shares	Percentage
No. of votes in favour of the Resolution	22,622,100	99.97%
No. of votes against the Resolution	7,600	0.03%
Total number of shares represented by votes for and against the Resolution	22,629,700	100.0%

Based on the results of the poll, the Chairman of the AGM declared the following Ordinary Resolution 4 carried by way of a poll.

IT WAS RESOLVED THAT Mr Lee Ah Too be re-elected as a Director of the Company.

RESOLUTION 5 – To re-appoint CLA Global TS Public Accounting Corporation as the Independent Auditors of the Company and to authorise the Directors to fix their remuneration.

The Audit Committee had recommended to the Board of Directors that Messrs CLA Global TS Public Accounting Corporation be re-appointed as the Independent Auditors of the Company, and Messrs CLA Global TS Public Accounting Corporation had expressed their willingness to continue in office.

RESULTS OF THE POLL

Following the tabulation of votes, the results of the poll were read:

	No. of Shares	Percentage
No. of votes in favour of the Resolution	22,622,100	99.97%
No. of votes against the Resolution	7,600	0.03%
Total number of shares represented by votes for and against the Resolution	22,629,700	100.0%

Based on the results of the poll, the Chairman of the AGM declared the following Ordinary Resolution 5 carried by way of a poll:

IT WAS RESOLVED THAT Messrs CLA Global TS Public Accounting Corporation be re-appointed as the Independent Auditors of the Company and the Directors be authorised to fix their remuneration.

F. SPECIAL BUSINESS

RESOLUTION 6 – Authority to allot and issue shares

As there was no other ordinary business to be transacted in the AGM, the meeting proceeded to deal with the special business of the AGM:

That, pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (“**Listing Manual**”), authority be and is hereby given to the Directors of the Company 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 or exchangeable into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have been 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 to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted 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 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) 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 calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation and adjustments 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 (1) above, the percentage of issued Shares 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 this Resolution is passed, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
 - (b) new Shares arising from the exercise of share options or vesting of share awards, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares.Adjustments for (a) and (b) 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;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall 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.

RESULTS OF THE POLL

Following the tabulation of votes, the results of the poll were read:

	No. of Shares	Percentage
No. of votes in favour of the Resolution	22,622,100	99.97%
No. of votes against the Resolution	7,600	0.03%
Total number of shares represented by votes for and against the Resolution	22,629,700	100.0%

Based on the results of the poll, the Chairman of the AGM declared the following Ordinary Resolution 6 carried by way of a poll:

IT WAS RESOLVED THAT the Directors of the Company be authorised to allot and issue Shares and make or grant Instruments, pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual.

G. OTHER BUSINESS

Nil.

H. GENERAL QUERIES

The following questions were raised by a shareholder and answered by the Board of Directors and Management –

Question:

What is the future direction for this Company?

Answer:

As observed from client demand, particularly those seeking the Company's advisory services on manufacturing and production processes, the Company sees an opportunity for growth in the technology sector, especially in complementing its advisory business with automation and robotics.

In line with this general direction, the Company is in the process of acquiring 40% interest in Shinmax Products Sdn Bhd ("**Shinmax**"). Shinmax's manufacturing of component parts and existing business network, coupled with the Company's advisory expertise, could help the Company tap into this potential sector for growth.

Should the proposed acquisition be completed, the Company would effectively control a potential additional growth driver for the future of the Group.

Question:

Is the Shinmax acquisition an interested party transaction or a very substantial acquisition? Will the vendors become the new controlling shareholders of the Company?

Answer:

The acquisition is not an interested party transaction or a very substantial acquisition under Chapters 9 and 10 of the Listing Manual, nor is it anticipated that either vendor would become a controlling shareholder of the Company although new shares are expected to be issued to the vendors in partial satisfaction of the consideration for the acquisition. There is no intention for either vendor to have a board seat on the Company as well.

I. CONCLUSION

There being no further business to transact, the AGM ended at 11.27 a.m. with a vote of thanks to the Chairman.

Confirmed as true record of proceedings held

Mr Heng Chee Song Peter
Chairman of the Annual General Meeting