

**TSH CORPORATION LIMITED**  
Company Registration No. 200003865N  
(Incorporated in Republic of Singapore)

**MINUTES OF THE ANNUAL GENERAL MEETING HELD ON FRIDAY, 26 JUNE 2020 AT 3.00 P.M.  
BY ELECTRONIC MEANS THROUGH LIVE WEBCAST OR AUDIO DIAL-IN ONLY.**

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**BY LIVE WEBCAST**

Directors	:	Dr Yu Lai Boon (Chairman of the Board and Independent Director)
	:	Mr Chua Khoo Hui (Chief Executive Officer and Executive Director)
	:	Mr Tan Dah Ching (Independent Director)
	:	Mr Teo Kok Woon (Non-Executive Non-Independent Director)
In Attendance	:	Mr Ng Kim Chew (Group Chief Financial Officer) ("Group CFO")
	:	Ms Chan Lai Yin (Company Secretary)
	:	Mr Terry Wee (Ernst & Young LLP)
	:	Mr David Yeong (SAC Capital Private Limited)
	:	Mr Anthony Tiuseco (Reliance 3P Advisory Pte Ltd)
	:	Mr Ho Chu Cheng (Boardroom Corporate & Advisory Services Pte. Ltd.)
Shareholders	:	As per attendance record maintained by the Company

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**WELCOME BY CHAIRMAN**

The Chairman, Dr Yu Lai Boon welcomed shareholders to TSH Corporation Limited's ("**TSH**", and together with its subsidiaries, the "**Group**") Annual General Meeting ("**AGM**") conducted by electronic means.

On behalf of the Board of Directors, the Chairman introduced the Directors, Group CFO, Company Secretary, Sponsor and Auditors of the Company who have attended the AGM by live webcast.

The Chairman thanked shareholders or members who had pre-registered for the live webcast or audio dial-in only for observation of the AGM proceedings and attended the AGM of the Company by electronic means. The Chairman acknowledged the shareholders or members were present at the AGM by electronic means.

The Chairman exercised his rights as Chairman of the Meeting and demanded for all resolutions tabled at the Meeting be voted by way of poll.

The Chairman informed the Meeting he had requested the Company Secretary, Ms Chan Lai Yin, to assist him with the proceedings of the AGM.

**QUORUM**

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

**CONDUCT OF AGM VIA ELECTRONIC MEANS**

As mentioned in the Company's announcement dated 11 June 2020 in relation to the additional measures for the conduct of AGM, shareholders could not vote through live webcast but they could exercise their voting rights by appointing the Chairman as proxy. The Chairman has voted in accordance with the respective instructions of shareholders to vote for or against or abstain from voting on the resolutions tabled at the AGM as shareholders have appointed the Chairman as proxy.

The Company Secretary informed that the Company has appointed Boardroom Corporate & Advisory Services Pte Ltd as Polling Agent and Reliance 3P Advisory Pte Ltd ("**Reliance**") as Scrutineer for the

poll at the AGM. The proxy forms received by the Company by 3.00 p.m. on 23 June 2020 have been checked and validated. Votes of valid proxy forms have been counted by the Poll Agent and verified by the Scrutineer.

The Company Secretary further informed that shareholders have been given the opportunity before the AGM to submit any questions related to the resolutions to be tabled for approval at the AGM, but no questions were submitted.

The Company Secretary notified that the Company has provided an update regarding impact of COVID-19 on the Company's website and SGXNet on 25 June 2020.

## **NOTICE**

With the consent of the Meeting, the Notice of AGM dated 11 June 2020 convening the Meeting was taken as read.

The Company Secretary informed that the Chairman has proposed all resolutions tabled at the AGM.

## **ORDINARY BUSINESSES**

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

The Company Secretary read the proposed resolution:

"That the audited financial statements of the Company for the financial year ended 31 December 2019 together with the Directors' Statement and the Auditor's Report thereon, be and are hereby received and adopted."

The result of the poll was as follows:-

	<b>FOR</b>	<b>Against</b>
Number of votes	10,904,219	0
Percentage	100%	0%

Based on the results of the poll, on behalf of the Chairman, the Company Secretary declared Resolution 1 carried.

### **2. DIRECTORS' FEES**

The Company Secretary read the proposed resolution:

"That the Directors' fees of S\$80,000.00 for the financial year ended 31 December 2019 be approved."

The result of the poll was as follows:-

	<b>FOR</b>	<b>Against</b>
Number of votes	10,904,219	0
Percentage	100%	0%

Based on the results of the poll, on behalf of the Chairman, the Company Secretary declared Resolution 2 carried.

### **3. RE-ELECTION OF MR TEO KOK WOON**

In accordance to Regulation 107 of the Constitution of the Company, Mr Teo Kok Woon retires as a Director at the AGM and being eligible, offered himself for re-election. Mr Teo Kok Woon has consented to continue in office. Mr Teo Kok Woon, upon re-election, will remain as a Non-Executive Non-Independent Director and a member of the Audit Committee, Nominating Committee and Remuneration Committee.

The Company Secretary read the proposed resolution:

“That Mr Teo Kok Woon, a Director retiring pursuant to Article 107 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

The result of the poll was as follows:-

	<b>FOR</b>	<b>Against</b>
Number of votes	10,904,219	0
Percentage	100%	0%

Based on the results of the poll, on behalf of the Chairman, the Company Secretary declared Resolution 3 carried.

### **4. RE-ELECTION OF MR CHUA KHOON HUI**

In accordance to Regulation 107 of the Constitution of the Company, Mr Chua Khoon Hui retires as a Director at the AGM and being eligible, offered himself for re-election. Mr Chua Khoon Hui has consented to continue in office. Mr Chua Khoon Hui, upon re-election, will remain as Chief Executive Officer and Executive Director of the Company.

The Company Secretary read the proposed resolution:

“That Mr Chua Khoon Hui, a Director retiring pursuant to Article 107 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

The result of the poll was as follows:-

	<b>FOR</b>	<b>Against</b>
Number of votes	10,904,219	0
Percentage	100%	0%

Based on the results of the poll, on behalf of the Chairman, the Company Secretary declared Resolution 4 carried.

### **5. RE-APPOINTMENT OF AUDITORS**

It was noted that the Auditors, Ernst & Young LLP, had expressed their willingness to accept the re-appointment as Auditors of the Company.

The Company Secretary read the proposed resolution:

“That Ernst & Young LLP be and are hereby re-appointed as Auditors of the Company and the Directors be authorised to fix their remuneration.”

The result of the poll was as follows:-

	<b>FOR</b>	<b>Against</b>
Number of votes	10,904,219	0
Percentage	100%	0%

Based on the results of the poll, on behalf of the Chairman, the Company Secretary declared Resolution 5 carried.

## **SPECIAL BUSINESS**

### **6. AUTHORITY TO ALLOT AND ISSUE SHARES**

The Company Secretary informed that details of the resolution regarding the authority to Directors to allot and issue shares were set out in the Notice of AGM dated 11 June 2020 and the text of the proposed resolution as follow:

“That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore (the “**Act**”) and Rule 806 of Section B: Rules of Catalist of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (“**Rules of Catalist**”), 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 (“**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 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:

- (1) the aggregate number of Shares to be issued (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed one hundred per cent. (100%) of the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings) (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 existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below).
- (2) (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 (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) is based on the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of convertible securities;

- (ii) new Shares arising from the exercise of share options or vesting of share awards, provided the share options or share awards (as the case may be), were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (iii) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with (i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or shares 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 Directors shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Rules of Catalist 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 for the time being of the Company; and

unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution 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 of the Company is required by law to be held, whichever is the earlier.”

The result of the poll was as follows:-

	<b>FOR</b>	<b>Against</b>
Number of votes	10,904,219	0
Percentage	100%	0%

Based on the results of the poll, on behalf of the Chairman, the Company Secretary declared Resolution 6 carried.

## **CONCLUSION**

There being no other business, the Company Secretary informed the Chairman on the completion of all matters tabled at the AGM.

The Chairman thanked shareholders for their attendance at the AGM and declared the meeting closed at 3.10 p.m.

Confirmed as a correct record

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Dr Yu Lai Boon  
Chairman