



**CHINA HAIDA LTD.**

(Company Registration No.: 200410428C)  
(Incorporated in Singapore)  
(the “Company”)

**MINUTES OF ANNUAL GENERAL MEETING**

<b>DATE</b>	:	Tuesday, 29 June 2021
<b>PLACE</b>	:	Held via live webcast and audio only means
<b>TIME</b>	:	10.00 a.m.
<b>PRESENT</b>	:	Mr Tang Chun Meng - Chairman and Lead Independent Director Mr Soh Yeow Hwa - Executive Director Mr Zhu Peng - Independent Director
<b>IN ATTENDANCE</b>	:	Mr Lim Kok Meng - Company Secretary Mr Titus Yeo - From the Company Secretary's Office Ms Lyn Toh - From the Company Secretary's Office Ms Marina Sukiantoh - From the Company Secretary's Office Ms Adeline Ng - Representative from the Company's Independent Auditors, Crowe Horwath First Trust LLP  Mr Low Aik Liang - Representative from the Company's Independent Auditors, Crowe Horwath First Trust LLP  Ms Angeletta Tan - Representative from the Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd  : Shareholders - As per the attendance list maintained by the Company
<b>CHAIRMAN OF THE MEETING</b>	:	Mr Tang Chun Meng

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**1. WELCOME ADDRESS**

The chairman of the Meeting (the “**Chairman**”), Mr Tang Chun Meng (“**Mr Tang**”), welcomed the shareholders to the Company’s annual general meeting (the “**AGM**” or “**Meeting**”).

**2. QUORUM**

The Chairman informed the Meeting that the SGX-ST had issued regulations stating that attendance by electronic means was as good as physical attendance at a general meeting. Therefore, as there was a quorum present for the Meeting, the Chairman formally called the Meeting to order.

**3. INTRODUCTION**

The Chairman thanked shareholders for their participation and apologised for any inconvenience caused in holding the AGM virtually. The Chairman then introduced the

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Directors, the Company Secretary, as well as the representatives from the Company's Independent Auditors and Share Registrar present.

#### 4. NOTICE OF MEETING

4.1 The Chairman referred the Meeting to the notice of meeting dated 14 June 2021 (the "**Notice of Meeting**") and the Company's Annual Report for the year ended 31 December 2020, which were supplemented by the Company's announcement dated 14 June 2021, which had been published on SGXNET.

4.2 With the consent of the Meeting, the Notice of Meeting was taken as read.

#### 5. POLLING PROCESS

5.1 The Chairman informed the Meeting that voting at the Meeting would be conducted by way of poll in accordance with the Mainboard Listing Rules of SGX-ST (the "**Listing Rules**") and in accordance with the various regulatory guidelines, there will be no physical voting conducted for the Meeting. All votes were to be counted on the basis of the proxy forms submitted to the Company and/or its Share Registrar as at 10.00 a.m. on 27 June 2021. In this regard, the Share Registrar had counted the proxy votes received as at the cut-off date on 27 June 2021 at 10.00 a.m. and Gateway 21 Pte Ltd, the independent scrutineer for the AGM, had verified the votes cast through the proxy forms.

5.2 Before proceeding with the agenda of the Meeting, the Chairman informed the Meeting that he will announce the results of the poll for each resolution during the course of the Meeting.

#### AS ORDINARY BUSINESS

#### 6. ORDINARY RESOLUTION 1 – TO RECEIVE AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 TOGETHER WITH THE DIRECTORS' STATEMENT AND THE AUDITORS' REPORT OF THE COMPANY

6.1 The Chairman informed the Meeting that Ordinary Resolution 1 was to receive and adopt the Audited Financial Statements for the financial year ended 31 December 2020 ("**FY2020**") and the Directors' Statement and the Auditors' Report thereon. In this regard, as the Audited Financial Statements for FY2020, the Directors' Statement and the Auditors' Report had been in the hands of the shareholders for the prescribed period of not less than 14 days, it was proposed, with the shareholders' permission, that the documents be taken as read.

6.2 The following Ordinary Resolution 1 was proposed by the Chairman and was seconded by Mr Chan Mang Ghoon:

"To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditors' Report thereon."

6.3 The Chairman informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
41,426,940	41,426,940	100.00	0	0.00

6.4 Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 1 had been carried unanimously.

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**7. ORDINARY RESOLUTION 2 – TO RE-ELECT MR TANG CHUN MENG AS DIRECTOR OF THE COMPANY IN ACCORDANCE WITH REGULATION 107 OF THE COMPANY’S CONSTITUTION AND RULE 720(5) OF THE LISTING RULES**

7.1 The Chairman informed the Meeting that as Ordinary Resolution 2 concerns his re-election. Mr Zhu Peng (“**Mr Zhu**”), one of the non-Executive and Independent Directors of the Company, will take over conduct of the Meeting for Ordinary Resolution 2.

7.2 Mr Zhu informed the Meeting that Ordinary Resolution 2 was to re-elect Mr Tang who was retiring as a director by rotation pursuant Regulation 107 of the Constitution of the Company (the “**Constitution**”) and Rule 720(5) of the Listing Rules and, being eligible, had offered himself for re-election. Mr Tang will, upon re-election, remain as a Non-Executive and Independent Director and the Chairman of the Audit Committee and Nominating Committee and a member of the Remuneration Committee. Mr Tang will be considered independent for the purpose of Rule 704(8) of the Listing Rules.

7.3 The following Ordinary Resolution 2 was proposed by Mr Zhu and was seconded by Mr Chan Mang Ghoon:

“To re-elect Mr Tang Chun Meng, a Director of the Company, retiring pursuant to Regulation 107 of the Constitution of the Company and Listing Rule 720(5) of the Mainboard Listing Rules of the Singapore Exchange Securities Trading Limited.”

7.4 Mr Zhu informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
41,426,940	41,426,940	100.00	0	0.00

7.5 Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 2 had been carried unanimously and Mr Zhu passed the conduct of the Meeting back to the Chairman.

**8. ORDINARY RESOLUTION 3 – TO RE-ELECT MR SOH YEOW HWA AS DIRECTOR OF THE COMPANY IN ACCORDANCE WITH REGULATION 117 OF THE COMPANY’S CONSTITUTION**

8.1 The Chairman informed the Meeting that Ordinary Resolution 3 was to re-elect Mr Soh Yeow Hwa (“**Mr Soh**”), who was appointed as an addition to the Board and holds office until this AGM pursuant to Regulation 117 of the Constitution and being eligible, offers himself for re-election. Upon re-election, he will remain as an Executive Director of the Company. Mr Soh shall also remain a member of the Nominating Committee.

8.2 The following Ordinary Resolution 3 was proposed by the Chairman and was seconded by Mr Chan Mang Ghoon:

“To re-elect Mr Soh Yeow Hwa, a Director of the Company, pursuant to Regulation 117 of the Constitution of the Company.”

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- 8.3 The Chairman informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
41,426,940	41,426,940	100.00	0	0.00

- 8.4 Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 3 had been carried unanimously.

**9. ORDINARY RESOLUTION 4 – TO RE-ELECT MR ZHU PENG AS DIRECTOR OF THE COMPANY IN ACCORDANCE WITH REGULATION 117 OF THE COMPANY’S CONSTITUTION**

- 9.1 The Chairman informed the Meeting that Ordinary Resolution 4 was to re-elect Mr Zhu who was appointed as an addition to the Board and holds office until this AGM pursuant to Regulation 117 of the Constitution and being eligible, offers himself for re-election. Upon re-election, he will remain as a Non-Executive and Independent Director of the Company. Mr Zhu shall also remain the Chairman of the Remuneration Committee and member of the Audit Committee and Nominating Committee. Mr Zhu will be considered independent for the purpose of Rule 704(8) of the Listing Rules.

- 9.2 The following Ordinary Resolution 4 was proposed by the Chairman and was seconded by Mr Chan Mang Ghoon:

“To re-elect Mr Zhu Peng, a Director of the Company, pursuant to Regulation 117 of the Constitution of the Company.”

- 9.3 The Chairman informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
41,426,940	41,426,940	100.00	0	0.00

- 9.4 Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 4 had been carried unanimously.

**10. ORDINARY RESOLUTION 5 – TO APPROVE THE PAYMENT OF DIRECTORS’ FEES OF UP TO S\$100,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021, TO BE PAID QUARTERLY IN ARREARS**

- 10.1 The Chairman informed the Meeting that Ordinary Resolution 5 was to approve the payment of an aggregate sum of up to S\$100,000.00 as directors’ fees for the financial year ending 31 December 2021, to be paid quarterly in arrears.

- 10.2 The following Ordinary Resolution 5 was proposed by the Chairman and was seconded by Mr Lee Kunfeng Daniel:

“To approve the payment of Directors’ fees of up to S\$100,000.00 for the financial year ending 31 December 2021 to be paid quarterly in arrears.”

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- 10.3 The Chairman informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
41,426,940	41,426,940	100.00	0	0.00

- 10.4 Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 5 had been carried unanimously.

**11. ORDINARY RESOLUTION 6 – TO RE-APPOINT MESSRS CROWE HORWATH FIRST TRUST LLP AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

- 11.1 The Chairman informed the Meeting that Ordinary Resolution 6 was to consider the re-appointment of Crowe Horwath First Trust LLP as the auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

- 11.2 The following Ordinary Resolution 6 was proposed by the Chairman and was seconded by Mr Lee Kunfeng Daniel:

“To re-appoint Messrs. Crowe Horwath First Trust LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration.”

- 11.3 The Chairman informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
41,426,940	41,426,940	100.00	0	0.00

- 11.4 Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 5 had been carried unanimously.

**12. ANY OTHER ORDINARY BUSINESS**

The Chairman informed the shareholders that no notice of any other business had been received by him, the Company or the Company Secretary's office. The Chairman therefore moved on with the Special Business to be transacted at the Meeting.

**AS SPECIAL BUSINESS**

**13. ORDINARY RESOLUTION 7 – AUTHORITY TO ISSUE SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO SECTION 161 OF THE COMPANIES ACT, CHAPTER 50 (“COMPANIES ACT”) AND RULE 806(2) OF THE LISTING RULES**

- 13.1 The Chairman informed the Meeting that Ordinary Resolution 6 was to the authorise the Directors to issue shares pursuant to Section 161 of the Companies Act and Rule 806(2) of the Listing Rules, the details of which had been set out in the text of the resolution in item 8 of the Notice of Meeting.

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- 13.2 The following Ordinary Resolution 7 was proposed by the Chairman and was seconded by Mr Lee Kunfeng Daniel:

“That, pursuant to Section 161 of the Companies Act, Cap. 50 (the “**Act**”) and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the Company 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, to:

- (a) (i) issue shares in the Company 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 that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company 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) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) 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 shall not exceed twenty per centum (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 that may be issued under sub-paragraph (1) 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) 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 any convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; or
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) 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 of the Company; and

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- (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 of the Company is required by law to be held, whichever is earlier.

- 13.3 The Chairman informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
40,190,040	40,190,040	100.00	0	0.00

- 13.4 Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 7 had been carried unanimously.

#### 14. QUESTIONS

The Chairman informed the Meeting that in the Company's announcement to shareholders released on 14 June 2021, the Company had informed shareholders that questions relating to any item of the agenda of the Notice of Meeting could be submitted by way of email or post by 26 June 2021, 10:00 a.m., being at least 48 hours prior to the AGM.

The Chairman informed the Meeting that the Company did not receive any questions relating to the agenda of this meeting from shareholders.

#### 15. CONCLUSION

There being no other business to transact, the Chairman declared the Meeting closed at 10.15 a.m. The Chairman thanked the shareholders for attending the Meeting and wished everyone good health and safety.

**CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD**

**TANG CHUN MENG**  
**CHAIRMAN OF THE MEETING**