



MUN SIONG ENGINEERING LIMITED
(Company Registration No. 196900250M)
(Incorporated in Singapore)
(the “Company”)

MINUTES OF ANNUAL GENERAL MEETING

PLACE : 80 Jurong East Street 21, Devan Nair, Institute for Employment and Employability, Singapore 609607, Event Hall 2, Level 1

DATE : Thursday, 25 April 2024

TIME : 2:00 p.m.

PRESENT : Please see attendance list attached hereto.

IN ATTENDANCE : Please see attendance list attached hereto.

CHAIRLADY : Ms Cheng Woei Fen

INTRODUCTION

The Chairlady welcomed all Shareholders to the annual general meeting of the Company (the “**Meeting**”) and proceeded to introduce the members of the Board, the Group Chief Financial Officer, the Group Chief Operating Officer, the Company Secretary, the Share Registrar, the Polling Agent, the Scrutineer and the Audit Partner, representing the Company’s Auditors, Messrs KPMG LLP to those present at the Meeting.

QUORUM

After confirming with the Company Secretary that a quorum was present, the Chairlady called the Meeting to order at 2:00 p.m., and requested the Company Secretary to proceed with the formal business of the Meeting.

NOTICE

Shareholders at the Meeting were informed that the Notice of the Meeting dated 9 April 2024 together with the Annual Report 2023 and Addendum dated 9 April 2024 in relation to the Proposed Renewal of the Share Purchase Mandate had been advertised and announced over the Singapore Exchange Securities Trading Limited (“**SGX-ST**”)’s website and the Company’s corporate website and had circulated to the Shareholders within the statutory period. With the consent of the Shareholders, the notice convening the Meeting was taken as read.

The Company Secretary informed the Shareholders that they were given the opportunity to submit or email their questions to the Company prior to the Meeting. The Company has released an announcement via SGXNET on 16 April 2024 that it has not received any advance questions from shareholders in relation to the agenda of the Meeting as at the specified cut-off date and time. Shareholders were also invited to raise questions during the course of the Meeting.

CONDUCT OF POLL

In compliance with Rule 730A of the Listing Rules of the SGX-ST, the Meeting noted that the Chairlady had directed that all the resolutions tabled shall be voted on by way of a poll after it has been proposed and seconded.

All the submitted proxy forms had been checked, counted and verified by the Polling Agent and Scrutineers and all submitted proxy forms were found to be in order.

The Chairlady informed at the Meeting that Boardroom Corporate & Advisory Services Pte Ltd had been appointed as Polling Agent and Reliance 3P Advisory Pte. Ltd. had been appointed as Scrutineers for the voting and had tabulated all submitted votes.

The Chairlady invited the Scrutineers to explain the polling procedures to the Shareholders, before proceeding to consider the items tabled in the Notice of the Meeting dated 9 April 2024 (the “**Agenda**”).

ORDINARY BUSINESSES:**1. RESOLUTION 1 – DIRECTORS’ STATEMENT AND THE AUDITED FINANCIAL STATEMENTS**

The first item on the agenda of the Meeting was to receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2023, together with the Auditors’ Report thereon.

Shareholders were invited to raise queries on the Audited Financial Statements of the Company for the financial year ended 31 December 2023. During the questions and answers session, questions raised by the Shareholders were addressed by the Directors of the Company. The section on Questions & Answers is attached hereto as **Annexure A**.

As there were no further questions raised by the Shareholders, the Meeting was informed that Resolution 1 on the Agenda was proposed and seconded by the Shareholders and put the following motion to the vote by poll:

“THAT the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2023, together with the Auditors’ Report thereon, be hereby received and adopted.”

Shareholders were informed to cast their votes for Resolution 1 in the poll voting slip.

2. RESOLUTION 2 – RE-ELECTION OF MR QUEK KIAN HUI AS A DIRECTOR

Mr Quek Kian Hui (“**Mr Quek**”) who was retiring as a Director pursuant to the Regulation 108 of the Constitution of the Company, had offered himself for re-election. The Meeting noted that Mr Quek, upon re-election as a Director of the Company, will remain as the Executive Deputy Chairman and Group Chief Executive Officer.

The Meeting was informed that Resolution 2 on the Agenda was proposed and seconded by the Shareholders and put the following motion to the vote by poll:

“THAT Mr Quek Kian Hui be hereby re-elected as a Director of the Company.”

Shareholders were informed to cast their votes for Resolution 2 in the poll voting slip.

3. RESOLUTION 3 – RE-ELECTION OF MR MAH KAI LEONG AS A DIRECTOR

Mr Mah Kai Leong (“**Mr Mah**”) who was retiring as a Director pursuant to the Regulation 108 of the Constitution of the Company, had offered himself for re-election. The Meeting noted that Mr Mah, upon re-election, will be considered a Non-Executive Independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST and will remain as the Chairman of the Remuneration Committee and a member of the Audit and the Nominating Committees respectively.

The Meeting was informed that Resolution 3 on the Agenda was proposed and seconded by the Shareholders and put the following motion to the vote by poll:

“THAT Mr Mah Kai Leong be hereby re-elected as a Director of the Company.”

Shareholders were informed to cast their votes for Resolution 3 in the poll voting slip.

4. RESOLUTION 4 – RE-ELECTION OF MR SEAH HAI YANG AS A DIRECTOR

Mr Seah Hai Yang (“**Mr Seah**”) who was retiring as a Director pursuant to the Regulation 112 of the Constitution of the Company, had offered himself for re-election. The Meeting noted that Mr Seah, upon re-election, will be considered a Non-Executive Independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST. Mr Seah will be appointed as the Lead Independent Director and Chairman of the Audit Committee and remain as a member of the Nominating and the Remuneration Committees respectively.

The Meeting was informed that Resolution 4 on the Agenda was proposed and seconded by the Shareholders and put the following motion to the vote by poll:

“THAT Mr Seah Hai Yang be hereby re-elected as a Director of the Company.”

Shareholders were informed to cast their votes for Resolution 4 in the poll voting slip.

5. RESOLUTION 5 – FIRST AND FINAL DIVIDEND AND SPECIAL DIVIDEND

The Board of Directors had recommended the payment of a first and final dividend of 0.04 cents per ordinary share tax-exempt (one tier) for the financial year ended 31 December 2023. Subject to being duly approved, the record date and payment date would be announced in due course.

The Meeting was informed that Resolution 5 on the Agenda was proposed and seconded by the Shareholders and put the following motion to the vote by poll:

“THAT the Company declares a first and final dividend of 0.04 cents per ordinary share tax-exempt (one-tier) for the financial year ended 31 December 2023.”

Shareholders were informed to cast their votes for Resolution 5 in the poll voting slip.

6. RESOLUTION 6 – DIRECTORS’ FEES

The Board had recommended the payment of up to S\$153,000 as Directors’ fees for the financial year ending 31 December 2024, to be payable quarterly in arrears.

The Meeting was informed that Resolution 6 on the Agenda was proposed and seconded by the Shareholders and put the following motion to the vote by poll:

“THAT the Directors’ fees of up to S\$153,000 for the financial year ending 31 December 2024 payable quarterly in arrears, be hereby approved.”

Shareholders were informed to cast their votes for Resolution 6 in the poll voting slip.

7. RESOLUTION 7 – RE-APPOINTMENT OF AUDITORS

The Meeting was informed that Resolution 7 on the Agenda was to re-appoint the Auditors and to authorise the Directors to fix their remuneration. The Audit Committee had recommended the re-appointment of Messrs KPMG LLP as Auditors.

The Meeting was informed that Resolution 7 on the Agenda was proposed and seconded by the Shareholders and put the following motion to the vote by poll:

“THAT Messrs KPMG LLP be and are hereby re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting, and that the Directors be and are hereby authorised to fix their remuneration.”

Shareholders were informed to cast their votes for Resolution 7 in the poll voting slip.

8. ANY OTHER ORDINARY BUSINESS

The Meeting then proceeded to consider items 7 to 9 on Special Businesses tabled before considering item 6 on “Any Other Ordinary Business”.

Note: For the record, no notice of any other ordinary business to be transacted at the Meeting had been received prior to the Meeting.

SPECIAL BUSINESSES:**9. RESOLUTION 8 – AUTHORITY TO ALLOT AND ISSUE SHARES AND CONVERTIBLE SECURITIES**

The Meeting was informed on the purpose and effect of Resolution 8, the full text of the resolution was set out on Pages 124 to 125 as well as the explanatory note 4 on Page 127 of the Annual Report 2023.

Shareholders were invited to raise queries on the Resolution 8.

There being no question raised by the Shareholders, the Meeting was informed that Resolution 8 on the Agenda was proposed and seconded by the Shareholders and put the following motion to the vote by poll:

“THAT Resolution 8, the full text as set out under the Notice of Annual General Meeting be passed as an ordinary resolution.”

Note: for record, the full text of the Resolution 8 under item 7 was reproduced herein:

“THAT, pursuant to Section 161 of the Companies Act 1967 (“**Companies Act**”) and Rule 806 of 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:

- (i) (a) issue shares of the Company whether by way of rights, bonus or otherwise;
- (b) 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; and/or

- (c) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalization issues,

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;

- (ii) (notwithstanding 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 while this Resolution was in force; and
- (iii) complete and do all such acts and things, including without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Resolution.

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 on a *pro-rata* basis pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) 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 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation and adjustment 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, if any) of the Company at the time this Resolution is passed, after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) (where applicable) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(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 rules, guidelines and measures issued by 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
- (4) (unless revoked or varied by the Company in general meeting), the authority conferred by this Resolution shall continue to be 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."

Shareholders were informed to cast their votes for Resolution 8 in the poll voting slip.

10. RESOLUTION 9 – RENEWAL OF THE AUTHORITY TO ISSUE SHARES UNDER THE MSE PERFORMANCE SHARE PLAN

The Meeting was informed on the purpose of Resolution 9 on the Agenda, the full text of the resolution was set out on Page 126 as well as the explanatory note 5 on Page 127 of the Annual Report 2023.

Shareholders were invited to raise queries on Resolution 9.

As there were no questions raised by the Shareholders, the Meeting was informed that Resolution 9 on the Agenda was proposed and seconded by the Shareholders and put the following motion to the vote by poll:

“THAT Resolution 9, the full text as set out under the Notice of Annual General Meeting be passed as an ordinary resolution.”

Note: for record, the full text of the Resolution 9 under item 8 was reproduced herein:

“THAT, pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant performance shares under the MSE Performance Share Plan and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards under the MSE Performance Share Plan, whether granted during the subsistence of this authority or otherwise, Provided Always that the aggregate number of additional ordinary shares to be issued pursuant to the MSE Performance Share Plan and any other share option scheme/ share-based incentive schemes of the Company shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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.”

Shareholders were informed to cast their votes for Resolution 9 in the poll voting slip.

11. RESOLUTION 10 – RENEWAL OF THE SHARE PURCHASE MANDATE

The resolution under item 9 on the Agenda seeks the Members' approval to renew the share purchase mandate. The full details and information on the renewal of the share purchase mandate were contained in the Addendum published together with the Annual Report 2023 on 9 April 2024.

The full text of the Resolution 10 was set out on Page 126 as well as the explanatory note 6 on Page 127 of the Annual Report 2023.

Shareholders were invited to raise queries on Resolution 10.

As there were no questions raised by the Shareholders, the Meeting was informed that Resolution 10 on the Agenda was proposed and seconded by the Shareholders and put the following motion to the vote by poll:

“THAT Resolution 10, the full text as set out under the Notice of Annual General Meeting be passed as an ordinary resolution.”

Note: for record, the full text of the Resolution 10 under item 9 was reproduced herein:

“THAT:

- (i) for the purposes of the Companies Act, the Constitution of the Company and the Listing Manual of the SGX-ST, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire issued shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company (as ascertained as at the date of AGM of the Company), unless the Company has, at any time during the period commencing from the date of which this Resolution is passed and expiring on the date the next AGM of the Company is held or is required by law to be held, whichever is earlier, after the date of this Resolution is passed, effected a reduction of its share capital in accordance with the applicable provisions under the Companies Act or a share consolidation, in which event the total number of issued shares of the Company shall be taken the total number of shares of the Company as altered by the capital reduction or the share consolidation, at the price of up to but not exceeding the Maximum Price as defined under paragraph 2.3.4 of the Addendum, and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date on which the next AGM of the Company is held or required by law to be held, whichever is earlier, or the date on which the purchases or acquisitions of shares pursuant to the share purchase mandate are carried out to the full extent mandated, whichever is earlier; and
- (ii) the Directors of the Company and/or any of them be and is hereby authorised to complete and do all such acts and things (including dealing with the shares purchased by the Company, entering into all transactions, arrangements and agreements and executing such documents as may be required) as they and/or he may consider necessary, desirable or expedient to give effect to this Resolution.”

Shareholders were informed to cast their votes for Resolution 10 in the poll voting slip.

Conduct of Poll

The poll was conducted after all the 10 resolutions had been duly proposed and seconded.

The Chairlady reminded the Shareholders to complete their poll voting slips and to hand them over to the Scrutineers. The Scrutineers proceeded to collect the poll voting slips before the counting of votes. The Chairlady then adjourned the Meeting at 3:00 pm for the counting of votes. The Chairlady re-convened the Meeting at about 3:10 p.m. after being handed the results of the poll.

REVIEW OF VOTING RESULTS

The Company Secretary was requested to assist in announcing the following poll voting results of all the Resolutions: -

Resolution 1

Total number of shares represented by votes for and against the ordinary 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 (%)
413,590,700	413,549,000	99.99	41,700	0.01

Based on the above result, the Chairlady declared Resolution 1 carried.

Resolution 2

Total number of shares represented by votes for and against the ordinary 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 (%)
413,435,700	413,394,000	99.99	41,700	0.01

Based on the above result, the Chairlady declared Resolution 2 carried.

Resolution 3

Total number of shares represented by votes for and against the ordinary 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 (%)
413,435,700	413,394,000	99.99	41,700	0.01

Based on the above result, the Chairlady declared Resolution 3 carried.

Resolution 4

Total number of shares represented by votes for and against the ordinary 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 (%)
413,435,700	413,394,000	99.99	41,700	0.01

Based on the above result, the Chairlady declared Resolution 4 carried.

Resolution 5

Total number of shares represented by votes for and against the ordinary 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 (%)
413,590,700	413,524,000	99.98	66,700	0.02

Based on the above result, the Chairlady declared Resolution 5 carried.

Resolution 6

Total number of shares represented by votes for and against the ordinary 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 (%)
413,590,700	413,394,000	99.95	196,700	0.05

Based on the above result, the Chairlady declared Resolution 6 carried.

Resolution 7

Total number of shares represented by votes for and against the ordinary 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 (%)
413,590,700	413,549,000	99.99	41,700	0.01

Based on the above result, the Chairlady declared Resolution 7 carried.

Resolution 8

Total number of shares represented by votes for and against the ordinary 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 (%)
413,590,700	413,394,000	99.95	196,700	0.05

Based on the above result, the Chairlady declared Resolution 8 carried.

Resolution 9

Total number of shares represented by votes for and against the ordinary 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 (%)
413,590,700	413,364,000	99.95	226,700	0.05

Based on the above result, the Chairlady declared Resolution 9 carried.

Resolution 10

Total number of shares represented by votes for and against the ordinary 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 (%)
413,590,700	413,549,000	99.99	41,700	0.01

Based on the above result, the Chairlady declared Resolution 10 carried.

CONCLUSION

As all the matters tabled for the Meeting have been duly completed and there was no other business to transact, the Chairlady declared the Meeting closed at 3:15 p.m. and thanked everyone for their attendance at the Meeting.

CERTIFIED AS A TRUE RECORD OF MINUTES

**CHENG WOEI FEN
EXECUTIVE CHAIRLADY**

Annexure A**Questions and Answers Session**

Question 1 : A Shareholder of the Company requested the Directors to provide a brief summary on the financial results and business operations of the Group for the financial year ended 31 December 2023.

Response 1 : Chairlady, reiterated the information disclosed in the FY2023 annual report and quarterly updates, to Shareholders, focusing on the financial performance of the Group. The CEO cum deputy chairman highlighted that PIM LLC, the operating entity for North America, is a wholly-owned subsidiary. This is a change from the previous approach of acquiring a controlling interest in MJ&H Industrial LLC; the acquisition was aborted in October 2019. He also pointed that the operating losses incurred in FY2024 were substantially due to PIM LLC (a start-up in 2023).

Mr David Tan Chao Hsiung ("**Mr David Tan**"), while explaining the rationale behind for the establishment of PIM LLC, pointed out that over the years, the Group has built a customer portfolio that includes significant players in the Singapore process industry. However, due to this, any additional growth within the existing customer base is limited. Moreover, the oligopolistic nature of the Singapore market, dominated by a few major players, makes it challenging for the Group to negotiate service prices. This situation led the Group to expand into the Taiwan and Malaysia markets in 2019, and more recently, in 2022, into the North America market.

The Group's entry into these markets has been facilitated by the operational track record accumulated by the Singapore operations. He reminded shareholders that the consistent revenue and profit growth achieved by the Malaysian operations in recent financial years resulted from efforts initiated in 2019. This includes the award of the master service contract by the joint venture company between Petronas and Saudi Aramco -known as PRefChem. With the Group's strong presence and client base in Singapore, we are able to quickly establish our presence in the North American business. The North America business (PIM LLC) commences cleaning services in the second quarter of 2023. Leveraging on the Group's past track records, we manage to be pre-qualified with customers despite PIM's short operating track record. Likewise, shareholders must allow time for the North America operations to build up an active customer base.

The FY2023 losses were mostly from the North America market and Taiwan market. The former is a start-up, while the latter is currently handling jobs of smaller dollar value.

Question 2 : A Shareholder raised concerns regarding the relatively smaller contribution to income from the Group's operations in Taiwan and sought clarification on the rationale behind continuing these operations amidst challenges. Additionally, there was a notable decrease in cash reserves, prompting inquiries into the allocation of these funds. Despite a rise in revenue, the shareholder expressed interest in understanding the factors contributing to the decline in the group's profitability.

Response 2 : The Chairlady expressed cautious optimism about the Taiwan operations. She explained that efforts are being made to market our services to companies, outside the process industry, such as construction and manufacturing. Based on discussions, with these companies, there are roles that align with the Group's core competencies. The CFO has reminded shareholders that the suspension to bid for government linked contracts will only be lifted in end of 2025.

David Tan clarifies that the decrease in cash and bank balances is due substantially to capital investments and to a lesser extent operating losses. The CFO reinforced this by providing a breakdown of the key investments that the Group made over the last two financial years. These include acquisition of 26 Gul Way (housing the Singapore operations including the corporate headquarter), purchase of land and construction of fabrication yard and office building at Pengerang (Johor – Malaysia) (to support the Malaysian operations and provide fabrication support to the Singapore operations) and purchase of land, building, and operating assets and working capital to support the North America operations. In aggregation these investments amounted to S\$24.3 million (including working capital to the North America operations).

(Post meeting note: The Company has explained in its FY2024 annual report and quarterly updates that these capital investments are necessary and important to ensure the Group's viability. The diversification into markets outside of Singapore is a strategic move to mitigate concentration risk related to markets and customers.