

THE HOUR GLASS LIMITED
(Incorporated in the Republic of Singapore)
(Co. Reg. No. 197901972D)

**MINUTES OF THE 41ST ANNUAL GENERAL MEETING OF THE HOUR GLASS LIMITED
HELD BY WAY OF ELECTRONIC MEANS ON FRIDAY, 28 AUGUST 2020 AT 10.00 A.M.**

Present

Shareholders) As per Attendance Lists
Invitees)

In Attendance

Board of Directors

Dr Henry Tay Yun Chwan	Executive Chairman
Mr Michael Tay Wee Jin	Group Managing Director
Mr Kuah Boon Wee	Lead Independent Director & Chairman of Nomination and Remuneration Committee
Dr Kenny Chan Swee Kheng	Non-Executive Director
Mr Liew Choon Wei	Independent Director & Chairman of Audit Committee
Mr Jeffrey Lee Yu Chern	Independent Director

Management

Mr Ng Siak Yong Chief Financial Officer

Company Secretary

Ms Christine Chan

Auditor

Mr Terry Wee Hiang Bing, partner-in-charge, Ernst & Young LLP

Scrutineer

Mr Raymond Lam, representing DrewCorp Service Pte Ltd

1. **Opening Address**

- 1.1 Dr Henry Tay, the Executive Chairman, took the chair of the Meeting. He welcomed attendees to the 41st Annual General Meeting (“AGM”).
- 1.2 The Chairman explained that due to the COVID-19 situation, the AGM was being held and conducted in a virtual format in order to adhere to the Government’s safe management measures. Such alternative arrangements were facilitated pursuant to the COVID-19 Order of 13 April 2020¹. Those attending the AGM via the live audio-visual webcast or live audio stream would be treated as present.
- 1.3 The Chairman introduced the other members of the Board of Directors, the Chief Financial Officer, the Company Secretary, the Auditor’s partner-in-charge and the Scrutineer’s representative who were present remotely. He informed that senior managers of the Group were also attending the AGM remotely.

¹ COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020.

1.4 As a quorum was present, the Chairman declared the Meeting open.

2. **Questions & Answers**

2.1 The Chairman stated that shareholders had been invited to submit, in advance of the AGM, their questions related to the business of the AGM. He thanked shareholders for their questions.

2.2 The Chairman invited Mr Michael Tay, the Group Managing Director, to address all substantial and relevant questions received.

2.3 Mr Michael Tay thanked shareholders for their questions and interest in The Hour Glass. He informed attendees that substantial questions had been received from shareholders this year on several key areas, all of which he had consolidated and would address sequentially under the following principal topics: (i) the impact of COVID-19 on the Group's business, profitability and operations; (ii) the technological and digital strategy put in place by the Group in response to COVID-19 and its overarching strategy, (iii) the Group's performance in the first quarter and business outlook, (iv) the Group's entry into New Zealand through the acquisition of Mansors Jewellers and its property acquisition strategy there, (v) the performance of Watches of Switzerland, a business which the Company had acquired five years ago, and (vi) the Company's leadership transition.

Impact of COVID-19 on business, profitability and operations

2.4 Mr Tay explained how the Group had conducted business during the circuit breaker or lockdown experienced a few months ago. In essence, for the months of April and May 2020 and to some degree in June 2020, 43 of the Group's 45 boutiques were shuttered or, as mentioned in the Annual Report 2020, 95% of the Group's network was closed and there was little sales activity during those months. In Singapore, the Company was able to obtain regulatory approval to operate a fulfilment business by the second month of the circuit breaker period which enabled it to complete some sales through home deliveries to clients. Leveraging on this experience, in cities such as Melbourne and Auckland which at the time of this AGM were under lockdown, the Group had been able to continue transacting on a daily basis. In doing so, The Hour Glass had learnt how to adapt and to use digital tools to stay in touch with clients. However, Mr Tay felt that the greatest lesson learnt pertained to planning for the lockdowns. As it had anticipated that deliveries from Switzerland were going to be affected, The Hour Glass had worked very closely with its brand partners to ensure that before the lockdowns took effect, it was able to receive final deliveries and build up inventories in anticipation of a reopening. This had enabled the Group to continue doing business in its respective markets especially during the period when phased openings were starting to take effect.

2.5 On the question of rightsizing the Group's boutique network, Mr Tay stated that the Company presently had no intention of downsizing its network. The Company observed that since the reopening, walk-in traffic volumes to the Group's boutiques had been manageable overall and there were no drastic declines. The Group also noticed that sales conversion had increased. Since reopening, sales had been tracking well from domestic consumers.

2.6 Mr Tay recounted that when the Chairman's statement was being written earlier this year, there had been grave concern about the loss of revenue because of the lack of tourist spending. However, since the reopening, the Company had noticed that on a Group basis, domestic consumers in its markets have stepped up their spending. Generally, he shared the following observations: (i) The Hour Glass catered to a segment of the market that was fairly resilient to the "Covid shock", and (ii) across all socio-economic demographics, The Hour Glass' clients were spending and the more aspirational they were, the more they were spending over that period. He recounted that in the past, the Company had articulated concerns that among the younger set of consumers, there had been a noticeable shift towards preference for

experiences over material objects. However, due to the prevailing travel bans, dedicated expenditure or savings earmarked for overseas holidays had been channeled to purchasing objects of material value instead. Another reason could be that watches have transitioned from being purely a luxury consumable to being a collectable that represented a good store of value which clients could enjoy and experience at the same time.

- 2.7 Mr Tay stated that many questions were received by the Company asking whether its landlords in Singapore were supportive during this period. In response, he stated that overall, they were supportive but the extent and degree to which they offered relief or assistance varied, and depended on the type of landlord. He observed that the Government linked landlords had been more reasonable.
- 2.8 With regard to questions received from shareholders concerning the impact of COVID-19 on watch prices, gross margins and profitability, Mr Tay responded that, based on the Company's experience in the past and its current experience, he was of the view that in all likelihood, watch retail prices would rise. A principal factor was the appreciation of the Swiss Franc against all of the Group's home reference currencies by up to 10%. The Group had already seen some brands adjust their retail prices up. While there would always be downward forces on net prices, he reiterated that The Hour Glass was in a fortunate position in that it had partnered with the right brands whose production outputs were less than the aggregate market demand, and, as such, this had helped to maintain pricing integrity. The Hour Glass' technological backbone also allowed the Group to analyse its business in a way to assist in optimising profitability through insights on consumer spending, consumer patterns and watches that drove the strongest interest. He cautioned that while the Group was not facing much margin compression for the present, it remained to be seen how the rest of the year would pan out. That said, for the past five years, the trend had been positive as the Group's gross margin had risen from 23.7% to 28.8% in the last financial year. He stated that the Group's objective was to maintain it at those levels.

Technological and digital strategy

- 2.9 Mr Tay stated that several questions were received from shareholders on The Hour Glass' digital strategy and how it differed from the competitors'. He encouraged new shareholders to read the last four years' Chairman's statement in the Annual Reports which provided an overarching narrative of the development of the Group's strategy. Nevertheless, he would briefly respond to these queries.
- 2.10 With regard to technology, these comprised front-end and back-end platforms. At the back-end, there were two aspects: (i) the Group's enterprise resource planning solution (ERP), a legacy system utilised for the last two decades, and reassessed every decade to ensure the platform and its upgrades performed comparably to market peers. The last assessment exercise performed four years ago found that the platform had kept up to pace with the market and, as such, the operating system remained robust, and (ii) the Group's business intelligence platform, implemented in more recent times. He commented that data analytics had helped tremendously in understanding of the Group's clients as well as developing pricing strategies. Going forward, the platform would be used to assist with the Group's smart procurement strategy.
- 2.11 At the front-end, there were two components: (i) The Hour Glass' digital online presence through its website and social media platforms eg, Instagram, Facebook and WeChat. For its website, The Hour Glass had taken a very different approach from its strategic peers in the industry by channeling resources into developing proprietary content instead of front-end e-commerce solutions. It had also ensured that its website functioned as a resource tool to aid in prospects' and clients' watch purchasing journey. For example, its website is filled with product knowledge, product specifications, technical data and pricing information. Customers could also inquire about product availability and set up appointments via the website, including virtual

consultations which had offered a means of engagement during the lockdowns. On its active social media presence, The Hour Glass' strategy was about positioning rather than transactions, and (ii) The Hour Glass' clienteling tool which it had implemented. This tool had proved to be extremely useful especially during the lockdown period.

- 2.12 In response to ancillary questions on this topic, Mr Tay stated that online sales were marginal, and the Group did not live stream to clients as it conducted virtual consultations with clients and product presentations online. Other strategies which The Hour Glass had developed around its technological and digital tools were to support its bricks-and-mortar business as the Group fundamentally believed in live experiences and in-person consultations. In as much as the Group had invested in developing its technological backbone, it had done the same with its learning and development teams to ensure that the quality, knowledge and service levels of its front line specialists were up to par. Hence, the approach was a holistic effort rather just going digital or having a technological arm to preserve and expand sales, but rather to ensure that the Group's watch specialists were up to speed and leaders in this sector.

Performance for first quarter and business outlook

- 2.13 At the outset, Mr Tay stated that the Company's policy is to not provide or comment on unpublished information outside of its mandatory reporting requirements. He appreciated that shareholders' questions had stemmed from concerns due to the uncertainties brought about by the COVID-19 pandemic. As such, to provide some colour to the Company's published statements, he shared that even though first quarter sales and revenues had plummeted, the Group was profitable and had generated positive cash flow during that period. Should the COVID-19 cases continue at the current levels in the Group's markets for the rest of the year, he was of the view that the Group's financial prudence, as well as its robust balance sheet and cash reserves which had been built up over the past decade, would help to tide the Group through. He highlighted that with regard to the Group's financial conservatism, which had been a subject of discussion as recent as at the last AGM, the Chairman had stressed to shareholders that prudence, in particular, financial prudence of retaining strong cash balances, was necessary to facilitate sustaining The Hour Glass over the long term.
- 2.14 Mr Tay added that during the COVID-19 situation in the first quarter, The Hour Glass had preserved cash as a principal goal. To this end, and in keeping with its long-term belief and commitment to its team, there was no intention of rightsizing its boutiques nor retrenching members of the retail team. Instead, the Chairman and he had chosen to cut their own annual compensation by 30% and 38% respectively to ensure that team members could continue to be rewarded for their efforts in producing strong results for the last financial year.
- 2.15 On the question of Swiss watch production disruptions due to the COVID-19 situation, which had been mentioned in the Chairman's Statement in the Annual Report 2020, Mr Tay shared that there had been delivery disruptions but these had not impacted sales very much given that the delivery disruptions during April to June 2020 had also coincided with the lockdown period when most of the Group's boutiques were shut. Mr Tay stated that watch production at Swiss factories had since resumed after the summer holiday period and the Group had continued to receive replenishments. Although the non-deliveries for the April to June 2020 period were unlikely to be replaced, he expected deliveries to ensue for the rest of the year.

Entry into New Zealand market

- 2.16 Mr Tay stated that some questions had been received from shareholders about the Group's entry into the New Zealand market. These questions had sought clarification on why the owner of Mansors Jewellers had decided to sell his business and why the Company had chosen to invest in New Zealand. Mr Tay explained that as the owner of Mansors Jewellers was in his mid-60's and did not have a succession in place as his children were in their teens and had not

exhibited an interest in taking on the business, he had decided to retire to spend more time on his other pursuits. Hence, the Mansors Jewellers business in Auckland became available.

- 2.17 As to why the Company had decided to extend its reach to New Zealand, Mr Tay shared, as an overarching view of The Hour Glass' Australasian enterprise, that the Company liked Australia and New Zealand as markets, as both were island states that were self-sustaining. Also, as countries, they possessed natural resources, were tourist destinations and had pro-immigration strategies which had helped to attract new wealth into their countries. In terms of scope, Australia's key cities in order of size were Sydney, Melbourne, Brisbane, Perth, Adelaide and Canberra. Viewed against them, Auckland was regarded the third largest city after Sydney and Melbourne. By extension, it was natural for the Company to begin exploring the largest cities in that region. The Company was of the view that Auckland was easier to manage as a market given that it was three hours away (by air travel) from Sydney or Melbourne, instead of Perth which was five hours away. Another point was that in the whole of New Zealand, there were only two retailers in the same business as The Hour Glass, and only one was for sale, namely, Mansors Jewellers. Of the two retailers, Mansors Jewellers will be the only pure play specialist watch retailer. The Hour Glass also had the support and encouragement of its principal brand partner, Rolex, in that market. The Company believed that apart from this point of sale in New Zealand, there was opportunity for additional points of sale in the future.
- 2.18 Other ancillary questions received from shareholders pertained to the Group's recent purchases of commercial buildings in Australia and New Zealand. Mr Tay responded that the Group did not have any present intention to dispose of the properties. The Group had purchased these properties, which were buildings, for their retail components but which were stapled along with office floors. As explained in previous AGMs, the Company's strategy for owning and acquiring properties in Australia and New Zealand was to eventually occupy them, as demonstrated with 192 Pitt Street (in Sydney) which the Group acquired six years ago. When the retail leases became available, the Group would occupy the space and convert them into operating units.

Watches of Switzerland

- 2.19 On the question regarding the performance of Watches of Switzerland which the Group acquired five years ago, Mr Tay responded that currently the Group operated four boutiques under Watches of Switzerland, three in Singapore and one in Malaysia. In general, revenues had been stable for the last several years and the business had contributed positively to both the top line and bottom line.

Leadership transition

- 2.20 On the questions regarding leadership transition and succession, and whether there would be any change to the Group's operations and strategic direction following the retirement of Dr Kenny Chan as Co-Group Managing Director and Mr Tay had become the sole Group Managing Director, Mr Tay stated that it was important to first acknowledge Dr Kenny Chan's contributions to The Hour Glass over his 18 years of service. Mr Tay paid tribute to Dr Chan for his legacy, in that he had left a business and organisation that was in far superior shape than when he had inherited it, and a team of senior executives, Mr Tay himself included, who were able to run the business and operations independently and continue to lead the organisation in expanding its business. Even though Dr Kenny Chan was no longer involved in the day-to-day business, Dr Chan continued to meet and mentor senior executives within the team and to oversee the Group's strategic direction in his role as a non-executive director of the Company.
- 2.21 With regard to its strategic direction, Mr Tay reminded those present that the Company's Annual Report states and articulates The Hour Glass' vision, enterprise mission, business mission and

strategies. If shareholders were unclear about The Hour Glass' strategic direction, they need only refer to last five years' Chairman's statements and they would see a consistency in the overall strategic positions.

2.22 Mr Tay thanked attendees for listening to the responses to shareholders' questions.

3. **Notice of Meeting**

3.1 The Chairman stated that the Notice of the AGM, Annual Report 2020, Letter to Shareholders and Proxy Form had been sent to them through publication on SGXNet and the Company's website on 4 August 2020. For shareholders' convenience, printed copies had also been sent to them by post.

3.2 The Notice of AGM was taken as read.

4. **Conduct of Voting**

4.1 The Chairman stated that all eight ordinary resolutions on the agenda for this AGM will be voted by poll, and only the Chairman of the Meeting could be appointed as proxy.

4.2 The Chairman stated that valid proxies submitted by shareholders for this AGM had been checked and verified by DrewCorp Services Pte Ltd, the scrutineers for this AGM.

4.3 The Chairman informed that he, as Chairman of the Meeting and sole proxy appointed by shareholders, will propose the resolutions and vote in accordance with their instructions.

5. **Ordinary Business - item 1 of the Agenda**
Adoption of Directors' Statement, Auditor's Report and Audited Financial Statements

5.1 The Chairman proposed:

"That the Directors' Statement, Auditor's Report and Audited Financial Statements for the financial year ended 31 March 2020, now submitted to this Meeting, be and are hereby received, approved and adopted."

5.2 The motion was put to the vote and the result of the poll was as follows:

Resolution 1 (Adoption of Directors' Statement, Auditor's Report and Audited Financial Statements)	No. of Votes	Percentage
For	561,000,082	100
Against	0	0

5.3 Based on the result of the poll, the Chairman declared the resolution carried.

6. **Ordinary business - item 2 of the Agenda**
Declaration of First and Final Dividend

6.1 The Chairman stated that the Board of Directors had recommended a one-tier first and final dividend of 2.00 cents per ordinary share to be paid in cash on 18 September 2020 to shareholders whose names appeared on the Register of Members on 9 September 2020. The Chairman proposed:

"That a one-tier First and Final Dividend of 2.00 cents per ordinary share be approved for the financial year ended 31 March 2020."

6.2 The motion was put to the vote and the result of the poll was as follows:

Resolution 2 (Declaration of First and Final Dividend)	No. of Votes	Percentage
For	561,000,082	100
Against	0	0

6.3 Based on the result of the poll, the Chairman declared the resolution carried.

7. **Ordinary business - item 3(a) of the Agenda**
Re-election of Mr Michael Tay Wee Jin

7.1 The Chairman stated that Mr Michael Tay Wee Jin retired by rotation under Article 94 of the Constitution of the Company and being eligible, had offered himself for re-election as a Director. The Chairman proposed:

“That Mr Michael Tay Wee Jin be and is hereby re-elected a Director of the Company.”

7.2 The motion was put to the vote and the result of the poll was as follows:

Resolution 3(a) (Re-election of Mr Michael Tay Wee Jin)	No. of Votes	Percentage
For	560,972,121	100
Against	0	0

7.3 Based on the result of the poll, the Chairman declared the resolution carried.

8. **Ordinary business - item 3(b) of the Agenda**
Re-election of Mr Liew Choon Wei

8.1 The Chairman stated that Mr Liew Choon Wei retired by rotation under Article 94 of the Constitution of the Company, and being eligible, had offered himself for re-election as a Director. The Chairman proposed:

“That Mr Liew Choon Wei be and is hereby re-elected a Director of the Company.”

8.2 The motion was put to the vote and the result of the poll was as follows:

Resolution 3(b) (Re-election of Mr Liew Choon Wei)	No. of Votes	Percentage
For	560,607,382	99.93
Against	387,800	0.07

8.3 Based on the result of the poll, the Chairman declared the resolution carried.

Appreciation to Mr Pascal Guy Chung Wei Demierre

- 8.4 The Chairman placed on record, on behalf of The Hour Glass, a vote of thanks to Mr Pascal Demierre for his support and contribution to the Board over the years. Mr Demierre retired by rotation at this Meeting did not seek re-election. The Chairman extended the Company's well wishes to Mr Demierre in his future endeavours.

9. **Ordinary business - item 4 of the Agenda**
Approval of Directors' Fees for Non-Executive Directors

- 9.1 The Chairman proposed the payment of Directors' fees to the Non-Executive Directors:

"That the payment of Directors' fees for the Non-Executive Directors of up to \$335,000 for the financial year ending 31 March 2021 be and is hereby approved."

- 9.2 The motion was put to the vote and the result of the poll was as follows:

Resolution 4 (Approval of Directors' Fees for Non-Executive Directors)	No. of Votes	Percentage
For	560,579,421	99.93
Against	392,700	0.07

- 9.3 Based on the result of the poll, the Chairman declared the resolution carried.

10. **Ordinary business - item 5 of the Agenda**
Re-appointment of Ernst & Young LLP as Auditor

- 10.1 The Chairman proposed the re-appointment of Ernst & Young LLP as Auditor of the Company:

"That Ernst & Young LLP be and is hereby re-appointed Auditor of the Company to hold office until the conclusion of the next Annual General Meeting and that its remuneration be fixed by the Directors."

- 10.2 The motion was put to the vote and the result of the poll was as follows:

Resolution 5 (Re-appointment of Ernst & Young LLP as Auditor)	No. of Votes	Percentage (%)
For	556,889,282	100
Against	0	0

- 10.3 Based on the result of the poll, the Chairman declared the resolution carried.

11. **Special business - item 6 of the Agenda**
Approval of Share Issue Mandate

- 11.1 The Chairman stated that the purpose of this Agenda item was to approve the Company's general Share Issue Mandate authorising the Directors to issue new shares in the Company not exceeding, in aggregate, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company with a sub-limit 20% for issues other than on a *pro rata* basis to shareholders.

- 11.2 The Chairman proposed the Ordinary Resolution set out in item 6 of the Notice of AGM:

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

- (a) (i) issue shares 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 pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 100% of the 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 shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the 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 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, at the time that this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards that were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares,

and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

- (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 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 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.”

11.3 The motion was put to the vote and the result of the poll was as follows:

Resolution 6 (Approval of Share Issue Mandate)	No. of Votes	Percentage
For	540,726,793	96.39
Against	20,238,828	3.61

11.4 Based on the result of the poll, the Chairman declared the resolution carried.

12. **Special business - item 7 of the Agenda**
Renewal of Share Purchase Mandate

12.1 The Chairman stated that the purpose of this Agenda item was to approve the Company’s Share Purchase Mandate which was being renewed on substantially the same terms as had been approved by shareholders at last year’s AGM.

12.2 The Chairman proposed the Ordinary Resolution set out in item 7 of the Notice of AGM:

“That:

(a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (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 of the Company (“**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) market purchases (each a “**Market Purchase**”) on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”); and/or
- (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

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

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held; and
- (ii) the date on which purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Resolution:

“Prescribed Limit” means that number of issued Shares representing 10% of the issued Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST));

“Maximum Price” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding::

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase, 110% of the Average Closing Price,

where:

“Average Closing Price” means the average of the closing market prices of a Share over the last 5 Market Days on which Shares were transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, as deemed to be adjusted for any corporate action that occurs during the relevant 5 Market Day period and the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

“date of the making of the offer” means the day on which the Company makes an offer for the purchase or acquisition of Shares from shareholders stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

“Market Day” means a day on which the SGX-ST is open for trading in securities; and

- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.”

12.3 The motion was put to the vote and the result of the poll was as follows:

Resolution 7 (Renewal of Share Purchase Mandate)	No. of Votes	Percentage
For	560,965,621	100
Against	0	0

12.4 Based on the result of the poll, the Chairman declared the resolution carried.

13. **Closing Address**

13.1 The Chairman recollected that at last year’s AGM, a cake had been proposed for this year’s AGM to celebrate The Hour Glass’ 40th Anniversary. He informed that, as this year’s AGM had to be held in a virtual setting, the Company has instead arranged for a tart to be delivered to all shareholders who attended this year’s AGM so they can celebrate The Hour Glass’ 40th birthday with their family.

13.2 There being no further business, the Meeting concluded and was declared closed by the Chairman.

Confirmed as a correct record of the proceedings.

Dr Henry Tay Yun Chwan
Executive Chairman

Notes:

1. The Minutes is not a verbatim record of the proceedings that took place at the AGM. The Minutes incorporates substantial and relevant questions from shareholders which were germane to the agenda of the AGM and the response of the Board and Management.
2. All percentages in the results of resolutions voted at the AGM were rounded to the nearest two decimal places.