

HG METAL MANUFACTURING LIMITED
(the “Company”)
Registration Number 198802660D

(Incorporated in the Republic of Singapore)

MINUTES OF ANNUAL GENERAL MEETING (“AGM”)

PLACE : 28 Jalan Buroh, Singapore 619484
DATE : 26 April 2024
TIME : 10.00 a.m.

1. CHAIRMAN

On behalf of the Board of Directors, Mr Ong Hwee Li, the Independent Non-Executive Chairman (the “**Chairman**”) took the chair of the meeting and thanked the shareholders of the Company for their attendance at the AGM.

The Chairman introduced the following Directors present at the meeting in person namely:

- (i) Ms Xiao Xia, the Executive Director and Chief Executive Officer
- (ii) Ms Ong Lizhen, Daisy, the Independent Non-Executive Director
- (iii) Ms Ng Chuey Peng, the Independent Non-Executive Director

The Chairman also introduced the Chief Financial Officer, Company Secretarial Agent and the External Auditors at the meeting.

2. QUORUM

Having ascertained that a quorum was present, the Chairman called the meeting to order at 10.00 a.m.

3. NOTICE

The Notice of AGM dated 4 April 2024 (the “**Notice**”), having been despatched to the shareholders and made available on SGXNET and the Company’s website, was taken as read.

4. QUERIES RELATING TO THE ITEMS ON THE NOTICE OF AGM

The Chairman informed that as of the deadline stated in the Notice, the Company did not receive any substantial or relevant questions from shareholders. However, the Company received questions from the Securities Investors Association (Singapore) (SIAS), and the responses to these questions were announced on SGXNET and the Company’s website on 19 April 2024.

The Chairman then invited the shareholders present at the AGM to raise queries relating to the resolutions being proposed. There being no questions from the shareholders, the Chairman carried on with the proceedings of AGM.

5. POLL VOTING

The Chairman informed the meeting that in accordance with Rule 730A(2) of the Listing Manual (“**Listing Manual**”) of the Singapore Exchange Securities Trading Limited, all motions tabled at the meeting would be voted on by way of a poll pursuant to Regulation 59 of the Company’s Constitution. All proposed resolutions would require a simple majority of votes for them to be carried.

The Chairman further informed the meeting that he had been appointed as proxy by certain shareholders in his capacity as Chairman of the meeting and had voted according to such shareholders' instructions.

The Chairman directed that the poll on each resolution be conducted after all the resolutions had been formally proposed and seconded.

6. (RESOLUTION 1) DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS

The Chairman presented the first item on the agenda which was to receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2023 together with the Independent Auditors' Report thereon.

As no questions were raised by the shareholders, the Chairman put the following motion to the meeting:

"That the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2023 together with Independent Auditors' Report thereon be received and adopted."

The motion was duly proposed and seconded by a shareholder, respectively.

7. (RESOLUTION 2) RE-ELECTION OF MR ONG HWEE LI AS DIRECTOR

The next item on the agenda was to seek shareholders' approval for the re-election of Mr Ong Hwee Li, the Independent Non-Executive Chairman retiring pursuant to Regulation 88 of the Company's Constitution, the chair of the meeting was passed to Ms. Ong Lizhen, Daisy ("**Acting Chairman**").

As no questions were raised by the shareholders, the Chairman put the following motion to the meeting:

"That Mr Ong Hwee Li be re-elected as Director of the Company."

The motion was duly proposed and seconded by a shareholder, respectively.

8. (RESOLUTION 3) RE-ELECTION OF MS XIAO XIA AS DIRECTOR

The next item on the agenda was to seek shareholders' approval for the re-election of Ms Xiao Xia, the Executive Director and Chief Executive Officer ("**CEO**") retiring pursuant to Regulation 88 of the Company's Constitution.

A shareholder inquired about Ms Xiao Xia's background and experience in the steel industry. Ms Xiao Xia responded that she is from Shanghai, China and has 25 years of experience in the steel industry in China. She began her career in the steel industry in the finance department, before moving to the operations department. Ms Xiao Xia highlighted significant improvements in the Company's financial performance and the attraction of new investors since she was appointed as Executive Director and CEO. Furthermore, given that more than 50% of the Company's sales are to Chinese companies, she noted that her network in China should aid in expanding the Company's business.

As no further questions were raised by the shareholders, the Chairman put the following motion to the meeting:

"That Ms Xiao Xia be re-elected as Director of the Company."

The motion was duly proposed and seconded by a shareholder, respectively.

9. (RESOLUTION 4) RE-ELECTION OF MS ONG LIZHEN, DAISY AS DIRECTOR

The next item on the agenda was to seek shareholders' approval for the re-election of Ms Ong Lizhen, Daisy, the Independent Non-Executive Director retiring pursuant to Regulation 88 of the Company's Constitution.

Ms Ong Lizhen, Daisy gave a brief introduction of her working experience. As no further questions were raised by the shareholders, the Chairman put the following motion to the meeting:

"That Ms Ong Lizhen, Daisy be re-elected as Director of the Company."

The motion was duly proposed and seconded by a shareholder, respectively.

10. (RESOLUTION 5) RE-ELECTION OF MS NG CHUEY PENG AS DIRECTOR

The next item on the agenda was to seek shareholders' approval for the re-election of Ms Ng Chuey Peng, the Independent Non-Executive Director retiring pursuant to Regulation 88 of the Company's Constitution.

Ms Ng Chuey Peng gave a brief introduction of her working experience. As no further questions were raised by the shareholders, the Chairman put the following motion to the meeting:

"That Ms Ng Chuey Peng be re-elected as Director of the Company."

The motion was duly proposed and seconded by a shareholder, respectively.

11. (RESOLUTION 6) DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The next item on the Notice was to approve the payment of S\$208,156 recommended by the Board as Directors' fees for the financial year ended 31 December 2023.

A shareholder asked whether directors' fees were fixed and included payments to all former directors. The Chairman confirmed that the fees were fixed and pro-rated based on the term of appointment, covering all former directors. The shareholder also expressed concerns about directors' fees given the absence of dividends and the decline in share price. The Chairman explained that the Board's workload had significantly increased, leading to more meetings being held and attended. The Chairman mentioned that the Independent Directors were working together with the CEO and management to improve the Company's financial performance, and that the Board was actively keeping in mind the possibility of interim or final dividends to shareholders once efforts bear fruit. The Chief Financial Officer also explained that the Management had already reduced administrative and operating expenses significantly in FY2023 in their efforts to improve the Company's financial performance.

As no further questions were raised by the shareholders, the Chairman put the following motion to the meeting:

"That the payment of Directors' fees of S\$208,156 for the financial year ended 31 December 2023 be approved."

The motion was duly proposed and seconded by a shareholder, respectively.

12. (RESOLUTION 7) DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024

The next item on the agenda was to seek shareholders' approval for the payment of Directors' fees for the financial year ending 31 December 2024, payable quarterly in arrears. The Board

recommended the payment of Directors' fees of S\$203,700 for the financial year ending 31 December 2024.

As no questions were raised by the shareholders, the Chairman put the following motion to the meeting:

"That the payment of Directors' fees of S\$203,700 for the financial year ending 31 December 2024, payable quarterly in arrears, be approved."

The motion was duly proposed and seconded by a shareholder, respectively.

13. (RESOLUTION 8) RE-APPOINTMENT OF AUDITORS

The next item on the Notice was to re-appoint the auditors and to authorise the Directors to fix their remuneration. Ernst & Young LLP who are the auditors of the Company, had expressed their willingness to continue in office.

A shareholder inquired about the external auditors' fees and the tenure of the auditors' appointment. The auditors informed that they had been appointed for more than 10 years and that the auditors' fees for FY2023 had decreased compared to FY2022, due to the Company's cessation of business in Myanmar.

As no further questions were raised by the shareholders, the Chairman put the following motion to the meeting:

"That Ernst & Young LLP be re-appointed as the auditors of the Company and the Directors be authorised to fix their remuneration."

The motion was duly proposed and seconded by a shareholder, respectively.

14. (RESOLUTION 9) AUTHORITY TO ALLOT AND ISSUE NEW SHARES

As there were no further ordinary business to be addressed, the meeting proceeded to deal with the items of special business.

The next item on the agenda was to seek shareholders' approval to authorise the Directors to issue new shares and convertible securities of the Company pursuant to Section 161 of the Companies Act 1967 (the "**Companies Act**") and the Listing Manual. With the consent of the shareholders, the proposed ordinary resolution 9 stated at pages 221 to 223 of the Notice was taken as read.

As no questions were raised by the shareholders, the Chairman put the following motion to the meeting:

"That pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered 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) options, 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 at 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 of the Company while this Resolution was in force,

(the "Share Issue Mandate")

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) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to existing 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 manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraphs (1) above, the percentage of issued Shares and Instruments shall be based on the 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 convertible securities which were issued and outstanding or subsisting at the time this Resolution is passed;
 - (b) new Shares arising from exercising share options or vesting of share awards which were issued and outstanding or subsisting at the time this Resolution is passed, 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;
- (3) in exercising the Share Issue Mandate 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
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) 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 or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments."

The motion was duly proposed and seconded by a shareholder, respectively.

15. (RESOLUTION 10) RENEWAL OF SHARE PURCHASE MANDATE

The next item on the agenda was to seek shareholders' approval to authorise the Directors to purchase or otherwise acquire ordinary shares in the capital of the Company. With the consent of the shareholders, the proposed ordinary resolution 10 stated at pages 223 to 225 of the Notice was taken as read.

As no questions were raised by the shareholders, the Chairman put the following motion to the meeting:

"That:

- (a) for the purposes of 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 fully paid in the capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) market purchase(s) (each a "**Market Purchase**") on the Singapore Securities Trading Limited ("**SGX-ST**"); and/or
- (ii) off-market purchase(s) (each an "**Off-Market Purchase**") 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 and regulations, including but not limited to, the provisions of the Companies Act and listing 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 members of the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earlier of:

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

whichever is the earlier;

- (c) in this Ordinary Resolution:

"**Maximum Limit**" means that number of issued Shares representing three per cent. (3%) of the total number of issued Shares (excluding treasury Shares) as at the date of the passing of this Ordinary Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of Shares as altered (excluding any treasury Shares that may be held by the Company from time to time);

"**Relevant Period**" means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Ordinary Resolution; and

"**Maximum Price**", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, one hundred and five per cent (105%) of the Average Closing Price; and

- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent. (120%) of the Average Closing Price,

where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) Market Days (a "**Market Day**" being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days; and

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

The motion was duly proposed and seconded by a shareholder, respectively.

16. (RESOLUTION 11) RATIFICATION OF THE DISPOSAL OF SHARES IN THE COMPANY'S SUBSIDIARY IN MYANMAR, FIRST FORTUNE INTERNATIONAL COMPANY LIMITED

The next item on the agenda was to seek ratification for the disposal by HG Metal Investments Pte. Ltd. of 30,486 ordinary shares in the capital of its subsidiary, namely First Fortune International Company Limited to Aung Tin Htut, which has been completed under the sale and purchase agreement. With the consent of the shareholders, the proposed ordinary resolution 11 stated at pages 225 to 226 of the Notice was taken as read.

The Chief Financial Officer in addressing a shareholder's query on the rationale for the disposal, explained that the Myanmar subsidiary was doing fine financially before the Myanmar military coup. However, the business had become no longer viable due to the country's political and economic turmoil, the Company had therefore decided to cease the business and divest its investment in Myanmar. As no further questions were raised by the shareholders, the Chairman put the following motion to the meeting:

"That the ratification of the disposal of shares in the Company's subsidiary in Myanmar, First Fortune International Company Limited be approved, confirmed and ratified."

The motion was duly proposed and seconded by a shareholder, respectively.

17. POLL RESULTS

The Company had appointed RHT Atlas Pte. Ltd. as Polling Agent and Agile 8 Solutions Pte. Ltd. as Scrutineer, for the poll.

As all the motions on the resolutions to be considered at the meeting had been duly proposed and seconded, the shareholders proceeded to vote on the resolutions. Shareholders handed over the completed poll voting papers to the Polling Agent.

The Chairman invited shareholders for refreshments while waiting for the Polling Agent to complete the counting of the votes.

The Chairman called the meeting back to order, and the meeting resumed at 11.10 a.m.

The Chairman announced the poll results as follows:

	NO. OF SHARES FOR	% FOR	NO. OF SHARES AGAINST	% AGAINST
Resolution 1	85,828,939	100.00%	-	0.00%
Resolution 2	85,828,939	100.00%	-	0.00%
Resolution 3	85,828,939	100.00%	-	0.00%
Resolution 4	85,828,939	100.00%	-	0.00%
Resolution 5	85,828,939	100.00%	-	0.00%
Resolution 6	85,828,939	99.82%	153,200	0.18%
Resolution 7	85,828,939	99.82%	153,200	0.18%
Resolution 8	85,828,939	100.00%	-	0.00%
Resolution 9	85,828,939	99.82%	153,200	0.18%
Resolution 10	85,828,939	99.82%	153,200	0.18%
Resolution 11	77,818,939	100.00%	-	0.00%

Based on the poll results, the Chairman declared all the resolutions carried.

18. ANY OTHER BUSINESS

It was noted that no notice was received in respect of any other business that may properly be transacted at the meeting.

19. END OF MEETING

There being no other business, the Chairman declared the meeting closed at 11.15 a.m..

Signed as a correct record,

Mr Ong Hwee Li
Chairman