

**ENVIRO-HUB HOLDINGS LTD.**  
("the Company")  
Company Registration No. 199802709E  
Incorporated in Singapore

**MINUTES OF 25<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY HELD BY WAY OF ELECTRONIC MEANS ON THURSDAY, 27 APRIL 2023 AT 10.30 A.M.**

**PRESENT**

**DIRECTORS**

Mr Raymond Ng Ah Hua	- Executive Chairman
Mr Tan Kok Hiang	- Independent Director
Mr Samuel Poon Hon Thang	- Lead Independent Director
Dr Lai Huen Poh	- Non-Executive Director
Dr Teo Ho Pin	- Independent Director
Mr Adrian Toh Jia Sheng	- Executive Director

**IN ATTENDANCE BY INVITATION**

As per Webcast Attendees Report.

**SHAREHOLDERS**

As per Webcast Attendees Report.

**CHAIRMAN**

The Board of Directors has appointed Mr Tan Kok Hiang as Chairman of the AGM.

The Chairman of the AGM, Mr Tan Kok Hiang ("**the Chairman**") welcomed all shareholders joining the AGM via the live webcast.

**QUORUM**

As there was a quorum, the Chairman declared the AGM of the Company opened at 10.30 a.m.

**INTRODUCTION**

The Chairman introduced the Directors present at the AGM.

**NOTICE**

The Notice convening the meeting dated 12 April 2023 was taken as read.

**OPENING ADDRESS**

The Chairman informed that in view of the ongoing developments on the Covid-19 situation and pursuant to the Covid-19 (Temporary Measures) Order 2020 on alternative arrangements for general meetings for companies, the AGM was conducted by electronic means to ensure the safety and health of all the Shareholders.

The Shareholders were requested to submit questions to the Chairman of the AGM in advance or “live” at the AGM. Shareholders and proxy holders who pre-registered and were verified to attend the AGM will be able to ask questions relating to the agenda of the AGM via the Live Webcast.

Shareholders should note that no questions were received from shareholders in advance of the AGM as at the deadline to submit questions at 10.30 a.m. on 20 April 2023.

The Company has made available to Shareholders the option of (i) voting via appointing the Chairman of the AGM or their appointed proxy/proxies by submitting the proxy form by the submission deadline at 10.30 a.m. on 24 April 2023 to vote on their behalf at the AGM, or (ii) “live” voting by casting the votes real time for the resolution to be tabled at the AGM. Shareholders or the proxies who wish to vote “live” via electronic means at the AGM must first pre-register at the pre-registration website.

The Chairman informed that in his capacity as the Chairman of the Meeting, he had been appointed by numerous shareholders as proxy and he will vote in accordance with the proxy’s instructions. In line with the Company’s Constitution and Rule 730A(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited, all resolutions tabled at the AGM will be voted by way of poll. Voting will be carried out after the resolutions have been tabled.

To facilitate the poll voting, the Company has appointed Corporate Republic Advisory Pte Ltd as the scrutineer (“**the Scrutineer**”) for the AGM. The Scrutineer has supervised and verified the counting of votes of all such valid proxy forms submitted by the shareholders. The Scrutineer will also verify the votes cast by the Shareholders during the AGM.

Trusted Services Pte Ltd had been appointed to assist in the polling and to provide seamless voting for the Shareholders in “real time”. Shareholders can vote anytime once the AGM formally commenced. Shareholders may also ask textual questions “live” during the meeting when the Chairman begun the questions and answers (“**Q&A**”) session after tabling all the motions on the agenda.

A video clip on how to vote and ask textual questions was played.

Shareholders could message-in their questions and cast their vote at any time during the AGM.

**ORDINARY BUSINESS:**

**1. RESOLUTION 1 - TO RECEIVE AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022, DIRECTORS’ STATEMENT AND REPORT OF THE AUDITORS THEREON**

The AGM proceeded to receive and adopt the Audited Financial Statements for the financial year ended 31 December 2022, Directors’ Statement and Report of the Auditors thereon.

The motion was proposed by the Chairman of the AGM.

**2. RESOLUTION 2 - TO DECLARE A FIRST AND FINAL TAX-EXEMPT (1-TIER) DIVIDEND OF S\$0.001 PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

Resolution 2 is to declare a first and final tax-exempt (1-tier) dividend of S\$0.001 per ordinary share for the financial year ended 31 December 2022.

The dividend, if approved, will be paid on 8 June 2023.

The motion was proposed by the Chairman of the AGM.

**3. RESOLUTION 3 – TO APPROVE DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023, PAYABLE QUARTERLY IN ARREARS**

Resolution 3 is to approve the Director’s fees of S\$176,000, payable quarterly in arrears for the financial year ending 31 December 2023.

The motion was proposed by the Chairman of the AGM.

The Chairman of the Meeting informed the shareholders that the next Resolution deals with his re-election as a Director of the Company. Mr Raymond Ng Ah Hua took over the chairmanship for the next motion.

**4. RESOLUTION 4 - RE-ELECTION OF MR TAN KOK HIANG AS A DIRECTOR**

Resolution 4 is to re-elect Mr Tan Kok Hiang as a Director of the Company pursuant to Regulation 107 of the Company’s Constitution. Mr Tan Kok Hiang being eligible for re-election, has signified his consent to continue in office.

Mr Tan Kok Hiang would, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and would be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. He would also remain as a member of the Nominating and Remuneration Committees.

The motion was proposed by Mr Raymond Ng Ah Hua.

Mr Raymond Ng Ah Hua returned the chairmanship to the Chairman of the Meeting, Mr Tan Kok Hiang to resume conduct of the meeting.

**5. RESOLUTION 5 - RE-ELECTION OF MR SAMUEL POON HON THANG AS A DIRECTOR**

Resolution 5 is to re-elect Mr Samuel Poon Hon Thang as a Director of the Company pursuant to Regulation 107 of the Company’s Constitution. Mr Samuel Poon Hon Thang being eligible for re-election, has signified his consent to continue in office.

Mr Samuel Poon Hon Thang would, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered independent for the purposes of Rule

704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. He would also remain as the Chairman of the Nominating Committee and a member of the Remuneration Committee.

The motion was proposed by the Chairman of the AGM.

**6. RESOLUTION 6 - RE-ELECTION OF MR ADRIAN TOH JIA SHENG AS A DIRECTOR**

Resolution 6 is to re-elect Mr Adrian Toh Jia Sheng as a Director of the Company pursuant to Regulation 112 of the Company's Constitution. Mr Adrian Toh Jia Sheng being eligible for re-election, has signified his consent to continue in office.

The motion was proposed by the Chairman of the AGM.

**7. RESOLUTION 7 – APPOINTMENT AND RETIREMENT OF AUDITORS**

Shareholders were informed that Messrs Mazars LLP be appointed as Auditors of the Company in place of retiring Auditors Messrs KPMG LLP, to hold office until the conclusion of the next AGM and the Directors of the Company be authorised to fix their remuneration.

The motion was proposed by the Chairman of the AGM.

**ANY OTHER ORDINARY BUSINESS**

As no notice of any other ordinary business received by the Secretary, the meeting proceeded to deal with the Special Business of the Meeting.

**SPECIAL BUSINESS:**

**8. RESOLUTION 8 - AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE SHARE ISSUE MANDATE**

Resolution 8 is to authorise Directors to issue shares in the Company pursuant to Section 161 of the Companies Act 1967 and the Listing Rules of the Singapore Exchange Securities Trading Limited.

The motion was proposed by the Chairman of the AGM.

**9. RESOLUTION 9 – PROPOSED RENEWAL OF THE SHAREHOLDERS' GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS**

Resolution 9 is to seek shareholders' approval for the proposed renewal of the shareholder's general mandate for interested person transactions.

The meeting was informed that Mr Raymond Ng Ah Hua and his associates who are “interested persons” or associates of “interested persons” in the IPT Mandate are required to abstain from voting on Resolution 9.

The text of the resolution as set out under Resolution 9 in the Notice of this AGM was taken as read.

The motion was proposed by the Chairman of the AGM.

**10. RESOLUTION 10 – PROPOSED RENEWAL OF THE SHARES PURCHASE MANDATE**

Resolution 10 is to seek shareholder’s approval for the proposed renewal of the shares purchase mandate.

The shareholders were informed that Mr Raymond Ng Ah Hua and his concert parties who are shareholders of the Company, would accordingly abstain from voting on Ordinary Resolution 10.

The text of the resolution as set out under Resolution 10 in the Notice of this AGM was taken as read.

The motion was proposed by the Chairman of the AGM.

**11. RESOLUTION 11 – AUTHORITY TO OFFER AND GRANT AWARDS AND TO ALLOT AND ISSUE SHARE UNDER THE ENVIRO-HUB SHARE AWARD SCHEME 2022**

Resolution 11 is to authorise the Directors to offer and grant awards and to allot and issue shares under the Enviro-Hub Share Award Scheme 2022.

The shareholders were informed that all directors, Group Employees (means a full-time confirmed employee of the Group) and shareholders who are eligible to participate in the Scheme were required to abstain from voting on Resolution 11.

The full text of the resolution as set out under Resolution 11 in the Notice of this AGM was taken as read.

The motion was proposed by the Chairman of the AGM.

**QUESTIONS AND ANSWERS (“Q&A”) SESSION**

There being no question raised by shareholders, the AGM proceeded with the conduct of the poll voting.

**CONDUCT OF POLL**

The poll on the motion for the resolutions was duly conducted.

**RESULTS OF POLL**

Following the tabulation of votes, the result of the poll was read:

**Resolution 1: To receive and Adopt the Audited Financial Statements for the financial year ended 31 December 2022, Director's Statement and Report of Auditors thereon**

	Votes	%
No. of votes for:	984,056,763	100.00
No. of votes against:	0	0.00
<b>Total no. of votes casted:</b>	<b>984,056,763</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the AGM declared the following Resolution 1 carried by way of a poll:

**"IT WAS RESOLVED** that the Audited Financial Statements for the financial year ended 31 December 2022, Director's Statement and Report of Auditors thereon be and are hereby received and adopted."

**Resolution 2 : To declare a first and final tax-exempt (1-tier) dividend of S\$0.001 per ordinary share for the financial year ended 31 December 2022**

	Votes	%
No. of votes for:	984,056,763	100.00
No. of votes against:	0	0.00
<b>Total no. of votes casted:</b>	<b>984,056,763</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the AGM declared the following Resolution 2 carried by way of a poll:

**"IT WAS RESOLVED** that a first and final tax-exempt (1-tier) dividend of S\$0.001 per ordinary share for the financial year ended 31 December 2022 be and is hereby approved".

**Resolution 3: To approve Director's fees for the financial year ending 31 December 2023, payable quarterly in arrears**

	Votes	%
No. of votes for:	540,366,892	100.00
No. of votes against:	0	0.00
<b>Total no. of votes casted:</b>	<b>540,366,892</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the AGM declared the following Resolution 3 carried by way of a poll:

**“IT WAS RESOLVED** that the Director’s fees of S\$176,000, payable quarterly in arrears for the financial year ending 31 December 2023, be and is hereby approved”.

**Resolution 4: Re-election of Mr Tan Kok Hiang as a Director**

	Votes	%
No. of votes for:	981,840,097	100.00
No. of votes against:	0	0.00
<b>Total no. of votes casted:</b>	<b>981,840,097</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the AGM declared the following Resolution 4 carried by way of a poll:

**“IT WAS RESOLVED** that the Mr Tan Kok Hiang be and is hereby re-elected as a Director of the Company”.

**Resolution 5: Re-election of Mr Samuel Poon Hon Thang as a Director**

	Votes	%
No. of votes for:	983,133,430	100.00
No. of votes against:	0	0.00
<b>Total no. of votes casted:</b>	<b>983,133,430</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the AGM declared the following Resolution 5 was carried by way of a poll.

**“IT WAS RESOLVED** that the Mr Samuel Poon Hon Thang be and is hereby re-elected as a Director of the Company”.

**Resolution 6: Re-election of Mr Adrian Toh Jia Sheng as a Director**

	Votes	%
No. of votes for:	979,294,763	100.00
No. of votes against:	0	0.00
<b>Total no. of votes casted:</b>	<b>979,294,763</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the AGM declared the following Resolution 6 was carried by way of a poll.

**“IT WAS RESOLVED** that the Mr Adrian Toh Jia Sheng be and is hereby re-elected as a Director of the Company”.

**Resolution 7: Appointment and Retirement of Auditors**

	Votes	%
No. of votes for:	984,056,763	100.00
No. of votes against:	0	0.00
<b>Total no. of votes casted:</b>	<b>984,056,763</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the Meeting declared the following Resolution 7 was carried by way of a poll.

**“IT WAS RESOLVED** that the appointment of Messrs Mazars LLP as the Auditors of the Company, to hold office until the conclusion of the next annual general meeting and the Directors of the Company be authorised to fix their remuneration and retirement of Messrs KPMG LLP as the Auditors be and is hereby approved”.

**Resolution 8: Authority to allot and Issue shares pursuant to the Share Issue Mandate**

	Votes	%
No. of votes for:	984,056,763	100.00
No. of votes against:	0	0.00
<b>Total no. of votes casted:</b>	<b>984,056,763</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the AGM declared the following Resolution 8 carried by way of a poll:

**“IT WAS RESOLVED”** that pursuant to Section 161 of the Companies Act 1967 (the **“CA”**), the Listing Rules of the Singapore Exchange Securities Trading Limited (**“SGX-ST”**) and the Company’s Constitution, 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 of the Company 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 of the Company while this Resolution was in force,

provided that:

- (a) 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 fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (b) 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 twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (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 (a) 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) of the Company at the time this Resolution is passed, after adjusting for:-
- (i) new shares arising from the conversion or exercise of any convertible securities which were issued and are outstanding or subsisting at the time this Resolution is passed;
  - (ii) new shares arising from exercising share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the provisions of the Listing Manual of the SGX-ST; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares;

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

- (c) 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
- (d) (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.”

**Resolution 9: Proposed Renewal of the Shareholders' General Mandate for Interested Person Transactions**

	<b>Votes</b>	<b>%</b>
No. of votes for:	547,187,999	100.00
No. of votes against:	0	0.00
<b>Total no. of votes casted:</b>	<b>547,187,999</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the AGM declared the following Resolution 9 carried by way of a poll:

**“IT WAS RESOLVED** that:-

- (a) approval be and is hereby given for the renewal of the general mandate for the purpose of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), for the Company and its subsidiaries, and their associated companies, or any of them, to enter into any of the transactions falling within the types of “interested person transactions”, particulars of which are set out in the Company’s Appendix to Shareholders dated 12 April 2023 (“**Appendix**”), with any party who is of the class or classes of “interested persons” described in the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the guidelines and procedures for review and administration of “interested person transactions” as described in the Appendix and will not be prejudicial to the interests of the Company and its minority shareholders; and
- (b) the approval given in paragraph (a) above (“**IPT Mandate**”) shall, unless revoked or varied by the Company in a general meeting of the Company, continue in force until the date on which the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier; and
- (c) the audit committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary for the IPT Mandate to take into consideration any amendment to Chapter 9 of the SGX-ST Listing Manual which may be prescribed by the SGX-ST from time to time, and such other applicable laws and rules; and
- (d) the Directors and any of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as he or they may consider expedient, desirable or necessary or in the interests of the Company to give effect to the IPT Mandate and this resolution and the transactions contemplated and/or authorised by the IPT Mandate and this resolution.”

**Resolution 10: Proposed Renewal of the Shares Purchase Mandate**

	Votes	%
No. of votes for:	547,187,999	100.00
No. of votes against:	0	0.00
<b>Total no. of votes casted:</b>	<b>547,187,999</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the AGM declared the following Resolution 10 carried by way of a poll.

**“IT WAS RESOLVED** That:

- (a) pursuant to Article 52(2) and for the purposes of the Companies Act 1967, the Directors of the Company be and are hereby authorised generally and unconditionally to make purchases of ordinary shares in the share capital of the Company (“**Shares**”) from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per cent. (10%) of the issued Shares (ascertained as at the date of the passing of this resolution, but excluding any Shares held as treasury Shares or subsidiary holdings) at the price of up to but not exceeding the Maximum Price (as defined below), in accordance with the guidelines described in the Appendix, including the “Guidelines on Shares Purchases” set out in Annex I of the Appendix, and otherwise in accordance with all other laws and regulations, and the rules of the SGX-ST (“Shares Purchase Mandate”); and
- (b) the Shares Purchase Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the earlier of:–
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
  - (iii) the date on which the purchases or acquisitions of Shares pursuant to the Shares Purchase Mandate are carried out to the full extent mandated; and
- (c) in this Ordinary Resolution, “**Maximum Price**” means:
- (i) in the case of a market purchase of Shares on the SGX-ST transacted through the SGX-ST’s trading system or on another stock exchange on which the Company’s equity securities are listed, 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 in accordance with Section 76C of the Companies Act 1967, one hundred and twenty per cent. (120%) of the Average Closing Price,

in either case, excluding related expenses of the Shares purchase.

For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) market days on which transactions in the Shares were recorded preceding the day of the market purchase (which is deemed to be adjusted for any corporate action that occurs after the relevant 5-day period and the day on which the purchases are made);

- (d) the Directors of the Company and 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 or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the Shares Purchase Mandate and this resolution, and the transactions contemplated and/or authorised by the Shares Purchase Mandate and this resolution.”

**Resolution 11: Authority to Offer and Grant Awards and to Allot and Issue Shares under the Enviro-Hub Share Award Scheme 2022**

	<b>Votes</b>	<b>%</b>
No. of votes for:	258,954,892	100.00
No. of votes against:	0	0.00
<b>Total no. of votes casted:</b>	<b>258,954,892</b>	<b>100.00</b>

Based on the result of the poll, the Chairman of the AGM declared the following Resolution 11 carried by way of a poll:

“**IT WAS RESOLVED** That pursuant to Section 161 of the Companies Act 1967, the Directors of the Company be and are hereby authorized to offer and grant awards (“**Awards**”) in accordance with the provisions of the “Enviro-Hub Share Award Scheme 2022” (“**2022 Scheme**”) and (notwithstanding the authority conferred by this resolution may have ceased to be in force) to allot and issue from time to time such number of fully-paid new ordinary shares in the capital of the Company (“**Shares**”) as may be required to be issued pursuant to the vesting of the Awards under the 2022 Scheme provided always that the aggregate number of Shares (comprising new Shares and/or treasury Shares) to be delivered pursuant to the 2022 Scheme, when added to the number of new Shares issued and issuable and the number of treasury Shares delivered in respect of all other share schemes or share plans of the Company (if any), shall not exceed fifteen per cent. (15%) of the total issued share capital of the Company (excluding treasury Shares and subsidiary holdings) from time to time, and provided also that, subject to such adjustments as may be made to the 2022 Scheme as a result of any variation in the capital structure of the Company, 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 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.”

**CONCLUSION**

There being no other business to transact, the Chairman declared the Annual General Meeting of the Company closed at 11.15 a.m. and thanked everyone for their attendance.

**CONFIRMED AS TRUE RECORD OF PROCEEDINGS OF AGM**

**(Signed)**

**TAN KOK HIANG  
CHAIRMAN**