

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

MINUTES OF 26TH ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY HELD AT 3 GUL CRESCENT, SINGAPORE 629519 ON FRIDAY, 26 APRIL 2024 AT 10.30 A.M.

PRESENT

DIRECTORS

Mr Raymond Ng Ah Hua	- Executive Chairman
Mr Adrian Toh Jia Sheng	- Executive Director
Mr Lau Chin Huat	- Independent Director
Dr Teo Ho Pin	- Lead Independent Director
Ms Judy Ang Siew Geok	- Independent Director

IN ATTENDANCE

*Attendance Lists are on records

**Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the names of the shareholders present at this meeting, proposers and seconders as well as those who asked questions, will not be published in these minutes.*

CHAIRMAN

The Board of Directors has appointed Mr Lau Chin Huat as Chairman of the AGM.

The Chairman of the AGM, Mr Lau Chin Huat ("**the Chairman**") welcomed all shareholders to the AGM.

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 11 April 2024 was taken as read.

QUESTIONS AND ANSWERS

The Shareholders were informed that no questions were received from shareholders in advance of the AGM as at the deadline to submit questions on 18 April 2024. Additionally, no questions were received from shareholders after 18 April 2024 till the day of the AGM.

CHAIRMAN APPOINTED AS PROXY

The Chairman of the Meeting informed that he has been appointed by several shareholders as proxy and he would vote in accordance with the proxy's instructions.

POLL VOTING

All resolutions at the AGM were voted by poll pursuant to the Company's Constitution and Listing Rule 730A(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Company has appointed Septus Singapore Pte Ltd as the electronic polling agent and Corporate Republic Advisory Pte. Ltd. as scrutineer for purpose of the poll voting. The proxies lodged have been checked by the polling agent and scrutineer.

VIDEO CLIP ON ELECTRONIC VOTING

A representative from Septus Singapore Pte Ltd gave a briefing on the electronic poll voting procedure and played a video clip on electronic voting to the shareholders.

As the poll procedures would require time to complete, the poll on each resolution be taken after all the resolutions had been formally proposed and seconded. The results would be announced after they are counted and verified.

BUSINESS OF AGM

The Chairman proceeded with the formal business of the AGM.

ORDINARY BUSINESS:

1. RESOLUTION 1 - TO RECEIVE AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 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 2023, Directors' Statement and Report of the Auditors thereon.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

2. RESOLUTION 2 - RE-ELECTION OF DR TEO HO PIN AS A DIRECTOR

Resolution 2 is to re-elect Dr Teo Ho Pin as a Director of the Company pursuant to Regulation 107 of the Company's Constitution. Dr Teo Ho Pin being eligible for re-election, had offered himself for re-election.

Dr Teo Ho Pin would, upon re-election as a Director of the Company, remain as a member 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 the Chairman of the Nominating Committee and a member of the Remuneration Committee.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

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.

3. RESOLUTION 3 - RE-ELECTION OF MR LAU CHIN HUAT AS A DIRECTOR

Resolution 3 is to re-elect Mr Lau Chin Huat as a Director of the Company pursuant to Regulation 112 of the Company's Constitution. Mr Lau Chin Huat being eligible for re-election, has offered himself for re-election.

Mr Lau Chin Huat 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 duly proposed by the Chairman and seconded by a shareholder present.

Mr Raymond Ng Ah Hua returned the chairmanship to the Chairman of the Meeting, Mr Lau Chin Huat to resume conduct of the meeting.

4. RESOLUTION 4 - RE-ELECTION OF MS JUDY ANG SIEW GEOK AS A DIRECTOR

Resolution 4 is to re-elect Ms Judy Ang Siew Geok as a Director of the Company pursuant to Regulation 112 of the Company's Constitution. Ms Judy Ang Siew Geok being eligible for re-election, has offered herself for re-election.

Ms Judy Ang Siew Geok 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. She would also remain as the Chairman of the Remuneration Committee and a member of the Nominating Committee.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

5. RESOLUTION 5 – RE-APPOINTMENT OF AUDITORS

Shareholders were informed that the retiring auditors, Mazars LLP had expressed their willingness to continue in office.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

6. RESOLUTION 6 – TO APPROVE ADDITIONAL DIRECTORS’ FEES FOR FINANCIAL YEAR ENDED 31 DECEMBER 2023

The Board had recommended the payment of an additional Directors’ fees of S\$27,600 to the directors for the financial year ended 31 December 2023.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

7. RESOLUTION 7 – TO APPROVE DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024, PAYABLE QUARTERLY IN ARREARS

Resolution 7 is to approve the Director’s fees of S\$148,000, payable quarterly in arrears for the financial year ending 31 December 2024.

The motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

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 duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

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 motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

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 motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded to the next resolution.

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 motion was duly proposed by the Chairman and seconded by a shareholder present.

As there were no questions from shareholders, the Chairman proceeded with the formalities of conducting the poll.

CONDUCT OF POLL

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

ADJOURNMENT OF AGM

The AGM was adjourned at 10.47 a.m. for the counting of votes.

The AGM resumed at 10.48 a.m. for the results of the poll to be declared.

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 2023, Director's Statement and Report of Auditors thereon

	Votes	%
No. of votes for:	1,001,199,454	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	1,001,199,454	100.00

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 2023, Director's Statement and Report of Auditors thereon be and are hereby received and adopted."

Resolution 2 : To re-elect Dr Teo Ho Pin as a Director (Retiring under Regulation 107)

	Votes	%
No. of votes for:	1,001,199,454	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	1,001,199,454	100.00

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 Dr Teo Ho Pin be and is hereby re-elected as a Director of the Company".

Resolution 3: To re-elect Mr Lau Chin Huat as a Director (Retiring under Regulation 112)

	Votes	%
No. of votes for:	1,001,199,454	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	1,001,199,454	100.00

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 Mr Lau Chin Huat be and is hereby re-elected as a Director of the Company”.

Resolution 4: To re-elect Ms Judy Ang Siew Geok as a Director (Retiring under Regulation 112)

	Votes	%
No. of votes for:	1,001,199,454	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	1,001,199,454	100.00

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 Ms Judy Ang Siew Geok be and is hereby re-elected as a Director of the Company”.

Resolution 5: To re-appoint Messrs Mazars LLP as Company’s Auditors and to authorise the Directors to fix their remuneration.

	Votes	%
No. of votes for:	1,001,199,454	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	1,001,199,454	100.00

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 Mazars LLP, be re-appointed Auditors of the Company and the Directors of the Company be authorized to fix their remuneration”.

Resolution 6: To approve the additional Directors’ fees of S\$27,600 for the financial year ended 31 December 2023

	Votes	%
No. of votes for:	1,001,199,454	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	1,001,199,454	100.00

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 payment of additional Directors’ fees of S\$27,600 for the financial year ended 31 December 2023 be approved.”.

Resolution 7: To approve the Directors’ fees of S\$148,000 for the financial year ending 31 December 2024, payable quarterly in arrears. (2023: S\$176,000)

	Votes	%
No. of votes for:	558,498,672	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	558,498,672	100.00

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 Directors’ fees of S\$148,000 for the financial year ending 31 December 2024, payable quarterly in arrears be approved for payment”.

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

	Votes	%
No. of votes for:	1,000,574,454	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	1,000,574,454	100.00

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, 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

	Votes	%
No. of votes for:	557,873,672	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	557,873,672	100.00

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 circular to Shareholders dated 11 April 2024 (“**Circular**”), with any party who is of the class or classes of “interested persons” described in the Circular, 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 Circular 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:	557,873,672	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	557,873,672	100.00

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 Circular, including the “Guidelines on Shares Purchases” set out in Appendix I of the Circular, 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

	Votes	%
No. of votes for:	284,562,072	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	284,562,072	100.00

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, 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 10.50 a.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS OF AGM

{Signed}

LAU CHIN HUAT
CHAIRMAN