

**HOCK LIAN SENG HOLDINGS LIMITED**  
(Company Registration No. 200908903E)  
(Incorporated in the Republic of Singapore)  
(the “Company”)

**MINUTES OF ANNUAL GENERAL MEETING**

**PLACE** : Hotel Re! @ Pearl’s Hill, Level 2, Re! Union, 175A Chin Swee Road, Singapore 169879

**DATE** : Wednesday, 24 April 2024

**TIME** : 9.30 a.m.

**CHAIRMAN** : Dr Ong Seh Hong

**QUORUM**

As a quorum was present, Dr Ong Seh Hong, the Independent Non-Executive Chairman (the “Chairman”), declared the Annual General Meeting (“AGM” or “Meeting”) to order at 9.30 a.m.

**INTRODUCTION**

The Chairman proceeded to introduce the members of the Board and Chief Financial Officer of the Company present at the Meeting to the shareholders.

**NOTICE**

All pertinent information relating to the proposed Resolutions are set out in the Notice of this Meeting dated 8 April 2024 together with the Annual Report for the financial year ended 31 December 2023 which have been circulated to the shareholders. The Notice convening the Meeting was taken as read.

The Chairman informed the shareholders that all proxy forms lodged had been checked and found to be in order and he had been appointed as proxy by shareholders who had directed him to vote for and on behalf during the Meeting. Therefore, in the course of the Meeting, he would vote in accordance with the wishes of the shareholders who had appointed him as proxy.

Shareholders were able to submit questions relating to the resolutions tabled for approval prior to the Meeting. As at the cut-off date for submission of questions, there were no questions received by the Company prior to the AGM other than the queries raised by the Securities Investors Association (Singapore) (“SIAS”). The Company has published its responses to the queries raised by SIAS on SGXNet on 18 April 2024. Questions were raised by shareholders with responses attached hereto in Appendix A.

**ORDINARY BUSINESS**

**1. DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS - RESOLUTION 1**

The Meeting proceeded to receive and adopt the Audited Financial Statements for the financial year ended 31 December 2023 and the Directors’ Statement and Auditors’ Report thereon (the “Audited Financial Statements”).

Ms Seah Siew Kim Gina (“**Ms Gina Seah**”) proposed the following motion, which was seconded by Ms Chong Jinjia @ Chong Kim Chai (“**Ms Audrey Chong**”).

The Chairman announced the voting result of the poll was as follows:

Resolution 1

	Total Votes	Percentage of Total Votes (%)
For the Resolution	313,413,369	99.89
Against the Resolution	335,000	0.11

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

*“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 the Auditors’ Report be and are hereby received and adopted.”*

**2. DECLARE FIRST AND FINAL DIVIDEND (TAX EXEMPT ONE-TIER) - RESOLUTION 2**

The Board of Directors had recommended the payment of first and final dividend (tax exempt one-tier) of 1.5 Singapore cents per ordinary share for the financial year ended 31 December 2023. The dividend, if approved, will be paid on 17 May 2024.

Ms Gina Seah proposed the following motion, which was seconded by Mr Lim Hock Chuan (“**Mr Lim**”).

The Chairman announced the voting result of the poll was as follows:

Resolution 2

	Total Votes	Percentage of Total Votes (%)
For the Resolution	313,340,784	99.87
Against the Resolution	410,000	0.13

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

*“That the payment of first and final dividend (tax exempt one-tier) of 1.5 Singapore cents per ordinary share for the financial year ended 31 December 2023, be and is hereby approved.”*

**3. RE-ELECTION OF DIRECTOR - RESOLUTION 3**

Mr Chua Leong Hai (“**Mr Chua**”) who was retiring as Director of the Company under Regulation 97 of the Constitution of the Company, had signified his consent to continue in office.

Mr Tan Chai Meng (“**Mr Tan**”) proposed the following motion, which was seconded by Mr Sim Juay Cheow.

The Chairman announced the voting result of the poll was as follows:

Resolution 3

	Total Votes	Percentage of Total Votes (%)
For the Resolution	118,194,137	99.72
Against the Resolution	335,000	0.28

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

*“That Mr Chua, who retired from office in accordance with Regulation 97 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as Director of the Company.”*

Mr Chua will, upon re-election as Director of the Company, remain as Executive Director, Chief Executive Officer and a member of Nominating Committee and will be considered non-independent.

#### **4. RE-ELECTION OF DIRECTOR - RESOLUTION 4**

Mr Chua Sher Kiong ("**Mr Raymond Chua**") who was retiring as Director of the Company under Regulation 101 of the Constitution of the Company, had signified his consent to continue in office.

Ms Yeo Li Shi ("**Ms Yeo**") proposed the following motion, which was seconded by Ms Anna Zhou.

The Chairman announced the voting result of the poll was as follows:

##### Resolution 4

	Total Votes	Percentage of Total Votes (%)
For the Resolution	313,136,784	99.89
Against the Resolution	335,000	0.11

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

*"That Mr Raymond Chua, who retired from office in accordance with Regulation 101 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as Director of the Company."*

Mr Raymond Chua will, upon re-election as Director of the Company, remain as Executive Director and will be considered non-independent.

#### **5. RE-ELECTION OF DIRECTOR - RESOLUTION 5**

Mr David Tan Chao Hsiung ("**Mr David Tan**") who was retiring as Director of the Company under Regulation 101 of the Constitution of the Company, had signified his consent to continue in office.

Mr Lim proposed the following motion, which was seconded by Ms Gina Seah.

The Chairman announced the voting result of the poll was as follows:

##### Resolution 5

	Total Votes	Percentage of Total Votes (%)
For the Resolution	313,407,386	99.89
Against the Resolution	343,398	0.11

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

*"That Mr David Tan, who retired from office in accordance with Regulation 101 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as Director of the Company."*

Mr David Tan will, upon re-election as Director of the Company, remain as Independent Director, Chairman of Remuneration Committee and a member of Nominating Committee, Audit and Risk Management Committee and Board Safety Committee and will be considered independent pursuant to Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

**6. RETIREMENT OF DIRECTOR**

Dr Ong Seh Hong (“**Dr Ong**”) who is retiring as Director of the Company pursuant to Regulation 97 of the Constitution of the Company, had signified his intention to retire from the office.

On behalf of the Board, the Chairman took the opportunity to thank Dr Ong for his dedications and valuable contributions rendered to the Board over the years.

It was noted that Dr retired as Director of the Company, relinquished his position as Non-Executive Chairman and Independent Director, a member of Nominating Committee, Remuneration Committee, Audit and Risk Management Committee and Board Safety Committee at the conclusion of the Meeting.

**7. DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 - RESOLUTION 6**

The Board had recommended the payment of Directors’ fees of S\$217,000 to Non-Executive and Independent Directors for the financial year ended 31 December 2023.

Mr Lim proposed the following motion, which was seconded by Ms Audrey Chong.

The Chairman announced the voting result of the poll was as follows:

Resolution 6

	Total Votes	Percentage of Total Votes (%)
For the Resolution	313,397,784	99.89
Against the Resolution	335,000	0.11

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

*“That the payment of the Directors’ fees of S\$217,000 to Non-Executive and Independent Directors for the financial year ended 31 December 2023 be approved.”*

**8. RE-APPOINTMENT OF AUDITORS - RESOLUTION 7**

The retiring auditors, Messrs Ernst & Young LLP, had expressed their willingness to continue in office.

Mr Lim proposed the following motion, which was seconded by Mr Tan.

The Chairman announced the voting result of the poll was as follows:

Resolution 7

	Total Votes	Percentage of Total Votes (%)
For the Resolution	313,411,284	99.89
Against the Resolution	339,500	0.11

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

*“That Messrs Ernst & Young LLP be and are hereby re-appointed as Auditors of the Company until the conclusion of the next Meeting at a fee to be agreed between the Directors and Messrs Ernst & Young LLP.”*

**SPECIAL BUSINESS**

**9. AUTHORITY TO ISSUE SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO SECTION 161 OF THE COMPANIES ACT 1967 AND RULE 806 OF THE LISTING MANUAL OF THE SGX-ST - RESOLUTION 8**

Resolution 8 of the agenda was to authorise the Directors to issue and allot shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the SGX-ST.

Ms Tan Kheng Mui proposed the following motion, which was seconded by Ms Yeo.

The Chairman announced the voting result of the poll was as follows:

Resolution 8

	Total Votes	Percentage of Total Votes (%)
For the Resolution	311,087,486	99.16
Against the Resolution	2,633,898	0.84

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

*“That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to:*

- (A) (i) *issue shares in the Company (“shares”) whether by way of rights, bonus or otherwise;*
- (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;*
- (iii) *issue additional Instrument arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;*
- 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 pursuant to any Instrument made or granted by the Directors of the Company while this Resolution was in force,*

*provided that:*

- (1) *the aggregate number of shares (including shares to be issued pursuant to 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 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-paragraph (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 the Instruments or any convertible securities;*
- (b) *new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and*
- (c) *any subsequent bonus issue, consolidation or subdivision of shares;*

*Adjustments in accordance with sub-paragraphs (2)(a) or (2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of the Share Issue Mandate.*

- (3) *in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and*
- (4) *unless revoked or varied by the Company in General Meeting, the authority conferred by this Resolution shall continue in force (i) 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 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.”*

#### **10. ADOPTION OF THE SHARE BUY-BACK MANDATE - RESOLUTION 9**

Resolution 9 of the agenda was adoption of the Share Buy-Back Mandate.

Mr Lim proposed the following motion, which was seconded by Ms Chong Lee Yin.

The Chairman announced the voting result of the poll was as follows:

##### Resolution 9

	Total Votes	Percentage of Total Votes (%)
For the Resolution	313,315,784	99.86
Against the Resolution	435,000	0.14

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

*“That:*

- (a) *for the purpose of the Companies Act 1967, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares in the capital of the Company (“**Shares**”) (excluding treasury shares and subsidiary holdings) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:*
  - (i) *on-market purchase, transacted on the SGX-ST through the ready market on the SGX-ST trading system, through one or more duly licensed stockbrokers appointed by the Company for such purpose (“**On-Market Share Buy-Back**”); and/or*
  - (ii) *off-market purchase effected pursuant to an equal access scheme in accordance with Section 76C of the Act (“**Off-Market Share Buy-Back**”),*

and otherwise in accordance with all other laws and regulations, including but not limited to, the 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 Buy-Back 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 Buy-Back 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 Resolution and expiring on the earlier of:

(i) the conclusion of the next Annual General Meeting of the Company or the date by which such Annual General Meeting is required by law to be held;

(ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or

(iii) the date on which the authority conferred by the proposed Share Buy-Back Mandate is revoked or varied by ordinary resolution of the Company in a general meeting;

(c) in this ordinary resolution:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last consecutive five (5) Market Days, on which transactions in the Shares were recorded on the SGX-ST, immediately before the date of the On-Market Share Buy-Back or, as the case may be, the date of the making of the offer pursuant to the Off-Market Share Buy-Back, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs during the relevant five (5) day period and the date of the making of the offer pursuant to the Off-Market Share Buy-Back; and

“**date of the making of the offer**” means the day on which the Company announces its intention to make 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 Share Buy-Back;

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

(i) in the case of an On-Market Share Buy-Back, 105% of the Average Closing Price of the Shares; and

(ii) in the case of an Off-Market Share Buy-Back, 120% of the Average Closing Price of the Shares; and

“**Prescribed Limit**” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings as at that date); 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 in their/his absolute discretion consider expedient or necessary to give effect to the transactions contemplated and/or authorised by the Share Buy-Back Mandate and/or this Resolution.”

**CONCLUSION**

There being no other business, the Chairman declared the Meeting closed at 11.00 a.m. and thanked everyone for their attendance.

**CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS OF THE MEETING**

**CHUA LEONG HAI**  
**EXECUTIVE CHAIRMAN**



## **Annexure A**

### **Questions and Answers Session**

Question 1 Mr Tan Beng Chuan Frederick (“**Mr Frederick Tan**”) asked whether the Company provided copies of the Annual Report FY2023 (“**AR 2023**”) during the AGM.

Ms Chong Lee Yin (“**Ms Chong**”) responded that shareholders can request for copies prior the AGM. No extra copies of AR 2023 were available for distribution at the AGM.

The Company noted this feedback and will make available some copies of the annual report at the AGM.

Question 2 Mr Lim Hock Chuan (“**Mr Lim**”) highlighted the improvement in cash and cash equivalents from S\$94.4 million in FY2018 to S\$132.4 million in FY2023, and enquired about the Company’s plan with the cash reserves and suggested to have higher dividend payout to shareholders.

Mr Chua Leong Hai (“**Mr Chua**”) explained the challenges (rising manpower and material costs and stringent regulations imposed by relevant authorities, especially those restricting the employment of foreign manpower) and tight profit margins due to competitive bidding. Further, the dollar value of projects undertaken by the Group has increased significantly in recent years. For these reasons, the Group relied on its internal financial resources to meet working capital needs. Should the Group incur borrowing cost, profit margin will be eroded.

Mr Chua noted the feedback from shareholders for a higher dividend payout. As a substantial shareholder, he would benefit from this. However, any payout was subject to financial performance, working capital needs and capital or investment commitments.

Question 3 Mr Witt Gunther highlighted the Company’s share price was lower than the Net Asset Value (NAV) of the Group. He sought clarification on the assets recorded in the Company’s accounts. He further asked if the Company had received queries from SGX on the recent spikes in share price.

Ms Chong clarified that one of the major assets, beside cash, of the Group were holdings of development properties. There were continuing efforts to market these units. Their sale had contributed significantly to FY2023 profitability.

Ms Chong added that the Company had not received any alert or queries from SGX on the share price fluctuations. The recent spikes in share price may be attributed by the announcements of dividends or financial results. Mr David Tan Chao Hsiung (“**Mr David Tan**”) further explained that despite the increase in share price, the Company’s price earnings multiple remained unchanged. Therefore, the increase in share price can be attributed to the significant increase in profitability.

Question 4 Mr Eugene Wee, acting as the proxy of Ms Sharon Lee Tzin enquired on how the Company determine or identify suitable investment opportunities to deploy its cash.

The Chairman explained LTA provided advance payments but other clients might not. The Group would need to have sufficient working capital to execute big infrastructure projects.

For property development opportunities, management continued to exercise caution given the higher interest rates environment and high land cost.

Mr David Tan added that the Company had been prudent in managing business and financial risks and had achieved a return reflecting risk undertaken. He further added that borrowing cost (using borrowed funds for working capital) would erode the already tight profit margin.

Question 5 Mr Ng Chee Kiong (“**Mr Ng**”) referred to page 81 of AR 2023 and sought clarification on the investment of S\$12.8 million with only S\$109,000 dividend income.

Ms Chong clarified that in addition to dividend income, there were interest income from investment securities as specified under page 70 of AR 2023 (i.e. fair value through profit or loss, fair value through other comprehensive income and amortised cost).

Mr Ng further asked on the sale and lease status for the development properties, ie. Shine@Tuas South and ARK@Gambas.

Ms Chong and Ms Chua Siok Peng (“**Ms Chua**”) replied as follows:

- 1) ARK@Gambas – 9 units remained as at 31 December 2023.
- 2) Shine@Tuas South – 34% sold and the remaining units were leased as at 31 December 2023.

Ms Chua added that buyers typically purchase unit for their own use and prefer units that are not tenanted. This explained for the slight decrease in tenancies rate.

Question 6 Mr Ho Kah Tian enquired on the Company’s vision and plans on the future scaled-down government infrastructure projects despite having substantial order book on hand.

Mr Chua replied that Singapore still possessed many infrastructure development opportunities. Those in the pipe line included the expansion of Changi Airport and flood and coastal protection works. The government took a long-term view and supported by sizeable national reserves will continue to invest in infrastructure. The Group, given the established track record, will benefit from this.

Question 7 Mr Lim and Mr Frederick Tan acknowledged the prudent approach adopted by the Management in managing the business, along with the commendable safety records in civil engineering over the years. They suggested the Company to reward shareholders with higher dividend payout or bonus issue.

The Board noted this feedback.