



**HGH HOLDINGS LTD.
(FORMERLY KNOWN AS AA GROUP HOLDINGS LTD.)**

Company Registration No. : 200412064D
(Incorporated in the Republic of Singapore)

**MINUTES OF ANNUAL GENERAL MEETING ("AGM" or "MEETING") OF
HGH HOLDINGS LTD. (THE "COMPANY")
HELD VIA LIVE WEBCAST ON FRIDAY, 26 JUNE 2020
AT 9:00 A.M. (SINGAPORE TIME)**

PRESENT ONLINE REMOTELY:-

Directors	:	1) Mr Ng Chuan Heng (Non-Executive Chairman) 2) Mr Tan Poh Guan (Executive Director) 3) Mr Ng Ser Chiang (Independent Director) 4) Ms Amelia Vincent (Lead Independent Director) 5) Mr Andrew Bek (Independent Director)
Shareholders	:	As per log-in Attendance Lists
Invitees	:	As per log-in Attendance Lists
Chairman of the AGM	:	Mr Lai Choong Hon

1) CHAIRMAN OF MEETING'S WELCOME ADDRESS

At 9:00 a.m., the AGM went LIVE and Mr Lai Choong Hon started by greeting all to the live audio-visual webcast ("**LIVE webcast**").

Shareholders watching the LIVE webcast would have pre-registered with the Company.

Mr Lai Choong Hon introduced himself as Executive Director of the Company, and that the Non-Executive Chairman of the Board, Mr Ng Chuan Heng had appointed him to act as Chairman of the Meeting ("**Chairman**") to chair the AGM.

The Chairman also introduced each Board members who participated in this AGM via the following manner as detailed below:-

- a. Broadcast Venue
 - i. Mr Tan Poh Guan (Executive Director)
 - ii. Mr Ng Chuan Heng (Non-Executive Chairman)
- b. LIVE webcast
 - i. Mr Ng Ser Chiang (Independent Director)
 - ii. Ms Amelia Vincent (Lead Independent Director)
 - iii. Mr Andrew Bek (Independent Director)

On behalf of the Board, the Chairman welcomed all to the 2020 AGM of the Company via a LIVE webcast for this unprecedented first time.

2) QUORUM AND PROXIES

There being a quorum, the Chairman called the Meeting to order.



The Chairman explained that the current Safe Distancing Measures had necessitated voting by proxy only, and to the Chairman of the Meeting.

It was noted that all shareholders who wish to vote at the AGM have already appointed the Chairman to act as their proxy and the Chairman will vote in accordance with the voting instruction given by the shareholders based on the valid proxy form received by the Company. It was also noted that if the shareholders did not give any specific instruction for voting, these shares would be excluded from the total count of votes and the proxy form would also be treated as invalid.

3) NOTICE OF MEETING

It was noted that all pertinent information relating to the proposed resolutions were set out in the Notice of the AGM dated 4 June 2020 ("**Notice**") published via SGXNet and Corporate Website. The Notice was taken as read.

4) QUESTIONS AND ANSWERS ("Q&A")

The Chairman informed the Meeting that the Company did not received any question from the shareholders prior to the Meeting.

5) DEMAND BY POLL

It was also noted that pursuant to Rule 730A(2) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), all resolutions tabled at the AGM shall be voted by way of poll.

The Chairman informed the shareholders that Boardroom Corporate & Advisory Services Pte. Ltd. and Grant Thornton Singapore Private Limited have been appointed as Polling Agent and Scrutineer respectively.

The Chairman further informed that the validity of the proxy forms submitted by the shareholders had been reviewed and the votes of all such valid proxies had also been counted and verified by the Scrutineer.

Prior to the announcement of the poll result on each resolution, the Chairman also informed that the shareholders, namely Mr Tan Jun Hao and Madam Teo Siew Cheng, had agreed to act as proposer and seconder for all the resolutions tabled at this AGM.

6) FORMAL RESOLUTIONS

6.1) RESOLUTION 1 – ADOPTION OF THE DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 TOGETHER WITH THE AUDITORS' REPORT THEREON

The Chairman then moved on to table the formal resolutions, the first Resolution being the adoption of the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019 together with Auditors' Report.



The Chairman announced the tabulated results of proxy votes submitted by shareholders for Ordinary Resolution 1 as follow: -

<u>Ordinary Resolution 1</u>	<u>No. of Shares</u>	<u>Percentage (%)</u>
No. of votes casted "FOR"	814,818,017	100.00
No. of votes casted "AGAINST"	0	0.00
Total No. of votes casted	<u>814,818,017</u>	<u>100.00</u>

Based on the poll results, the Chairman declared that the Ordinary Resolution 1 for the adoption of the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019 together with the Auditors' Report was unanimously carried.

6.2) RESOLUTION 2 – RE-ELECTION OF MR. NG CHUAN HENG AS A DIRECTOR

The Chairman informed the Meeting that Mr. Ng Chuan Heng was subject to retirement pursuant to Article 107 of the Company's Constitution but was eligible to seek for re-election at this AGM. Upon his re-election as a Director of the Company, Mr. Ng Chuan Heng would continue to serve as the Non-Independent and Non-Executive Chairman.

The Chairman announced the poll results as follows:-

<u>Ordinary Resolution 3</u>	<u>No. of Shares</u>	<u>Percentage (%)</u>
No. of votes casted "FOR"	386,918,017	100.00
No. of votes casted "AGAINST"	0	0.00
Total No. of votes casted	<u>386,918,017</u>	<u>100.00</u>

Based on the poll results, the Chairman declared that the Ordinary Resolution 2 for the re-election of Mr. Ng Chuan Heng as the Director of the Company was unanimously approved and carried.

6.3) RESOLUTION 3 – RE-ELECTION OF MR. TAN POH GUAN AS A DIRECTOR

The Chairman informed the Meeting that Mr. Tan Poh Guan was subject to retirement pursuant to Article 107 of the Company's Constitution but was eligible to seek for re-election at this AGM. Upon his re-election as a Director of the Company, Mr. Tan Poh Guan would continue to serve as the Executive Director.

The Chairman announced the poll results as follows:-

<u>Ordinary Resolution 3</u>	<u>No. of Shares</u>	<u>Percentage (%)</u>
No. of votes casted "FOR"	726,357,000	100.00
No. of votes casted "AGAINST"	0	0.00
Total No. of votes casted	<u>726,357,000</u>	<u>100.00</u>

Based on the poll results, the Chairman declared that the Ordinary Resolution 3 for the re-election of Mr. Tan Poh Guan as the Director of the Company was unanimously approved and carried.



6.4) RESOLUTION 4 - RE-ELECTION OF MR. ANDREW BEK AS A DIRECTOR

The Chairman informed the Meeting that Mr. Andrew Bek was subject to retirement pursuant to Article 117 of the Company's Constitution but was eligible to seek for re-election at this AGM. Upon his re-election as a Director of the Company, Mr. Andrew Bek would continue to serve as the Independent Director, Chairman of Remuneration Committee and member of the Audit Committee and Nominating Committee.

The Chairman announced the poll results as follows:-

Ordinary Resolution 4	No. of Shares	Percentage (%)
No. of votes casted "FOR"	790,218,017	96.98
No. of votes casted "AGAINST"	24,600,000	3.02
Total No. of votes casted	<u>814,818,017</u>	<u>100.00</u>

Based on the poll results, the Chairman declared that the Ordinary Resolution 4 for the re-election of Mr. Andrew Bek as the Director of the Company was approved and carried.

6.5) RESOLUTION 5 – PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 (FY2018:S\$237,258)

The Chairman informed the Meeting that the proposed payment of Directors' fees was up to S\$330,645 for the financial year ended 31 December 2019 was set out in the Resolution 5.

The Chairman announced the poll results as follows:-

Ordinary Resolution 5	No. of Shares	Percentage (%)
No. of votes casted "FOR"	277,457,000	100.00
No. of votes casted "AGAINST"	0	0.00
Total No. of votes casted	<u>277,457,000</u>	<u>100.00</u>

Based on the poll results, the Chairman declared that the Ordinary Resolution 5 for the payment of Directors' fees up to S\$330,645 for the financial year ended 31 December 2019 was unanimously approved and carried.

6.6) RESOLUTION 6 – PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2020

The Chairman informed the Meeting that the proposed payment of Directors' fees was up to S\$119,784 for the financial year ending 31 December 2020 was set out in the Resolution 6.

The Chairman announced the poll results as follows:-

Ordinary Resolution 6	No. of Shares	Percentage (%)
No. of votes casted "FOR"	814,818,017	100.00
No. of votes casted "AGAINST"	0	0.00
Total No. of votes casted	<u>814,818,017</u>	<u>100.00</u>



Based on the poll results, the Chairman declared that the Ordinary Resolution 6 for the payment of Directors' fees up to S\$119,784 for the financial year ending 31 December 2020 was unanimously approved and carried.

6.7) RESOLUTION 7 – RE-APPOINTMENT OF MESSRS CROWE HORWATH FIRST TRUST LLP AS AUDITORS OF THE COMPANY AND AUTHORITY TO DIRECTORS TO FIX THEIR REMUNERATION

The Chairman informed the Meeting that the Ordinary Resolution 7 was relating to the re-appointment of Messrs Crowe Horwath First Trust LLP as the auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

The Chairman announced the poll results as follows:-

Ordinary Resolution 7	No. of Shares	Percentage (%)
No. of votes casted "FOR"	814,818,017	100.00
No. of votes casted "AGAINST"	0	0.00
Total No. of votes casted	<u>814,818,017</u>	<u>100.00</u>

Based on the poll results, the Chairman declared that the Resolution 7 for the re-appointment of Messrs Crowe Horwath First Trust LLP as the auditors of the Company for the ensuing year and the mandate for the Directors to fix their remuneration was unanimously approved and carried.

6.8) RESOLUTION 8 – AUTHORITY TO ISSUE SHARES

The Chairman informed the Meeting that Resolution 8 was to authorise the Directors to issue shares pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual Section B: Rules of Catalist of SGX-ST.

It was noted that Resolution 8, if passed, would empower the Directors from the date of this meeting until the date of the next AGM to issue shares and convertible securities in the Company. The maximum number of shares which the Company may issue under this resolution shall not exceed the quantum set out in the Notice of this Meeting.

The Chairman announced the poll results as follows:-

Ordinary Resolution 8	No. of Shares	Percentage (%)
No. of votes casted "FOR"	790,218,017	96.98
No. of votes casted "AGAINST"	24,600,000	3.02
Total No. of votes casted	<u>814,818,017</u>	<u>100.00</u>

Based on the poll results, the Chairman declared that the Ordinary Resolution 8 was carried and it was hereby RESOLVED: -

"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore ("Companies Act"), the Constitution of the Company and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist ("Catalist Rules"), the Directors of the Company be authorised and empowered to:



- (a) (i) allot and 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; and/or
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issue;

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,

(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 Ordinary Resolution) and Instruments to be issued pursuant to this Ordinary Resolution shall not exceed one hundred per cent (100%) 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 fifty per cent (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);
- (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 subparagraph (1) above, the percentage of issued Shares and Instruments shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Ordinary 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 Catalist Rules.



Adjustments in accordance with the sections (a) and (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 the resolution approving the mandate is passed;

(c) any subsequent bonus issue, consolidation or subdivision of Shares;

- (3) in exercising the Share Issue Mandate conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act 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 Ordinary Resolution, until the issuance of such shares in accordance with the terms of the Instruments."*

CONCLUSION

There being no other business to transact at this AGM, the Chairman thanked shareholders for their attendance and declared the AGM concluded at 09:20 a.m.

CONFIRMED:

<signed>

LAI CHOONG HON
Chairman of the Meeting

Dated: 7 July 2020