

MINUTES OF ANNUAL GENERAL MEETING
年度股東大會會議記錄

MINUTES of the Annual General Meeting (the “AGM” or “Meeting”) of BH Global Corporation Limited (the “Company” or “BHG”) held by way of electronic means on Thursday, 22 April 2021 at 10.00 a.m.

明輝環球企業有限公司(簡稱“公司”或“BHG”)於 2021 年 4 月 22 日星期四上午 10 點整以電子方式舉行年度股東大會(簡稱“AGM”或“大會”)之會議記錄。

PRESENT

出席

Mr Vincent Lim Hui Eng (Executive Chairman and Chief Executive Officer)

林翔寬先生(執行主席兼首席執行長)

Mr Patrick Lim Hui Peng (Executive Director and Chief Operating Officer)

林輝鵬先生(執行董事兼首席營運長)

Mr Loh Weng Whye (Lead Independent Director)

羅永威先生(首席獨立董事)

Mr Henry Tan Song Kok (Independent Director)

陳頌國先生(獨立董事)

Mr Winston Kwek Choon Lin (Independent Director)

郭俊麟先生(獨立董事)

Mr Mark Weng Kwai (Chief Financial Officer)

麥榮貴先生(財務長)

IN ATTENDANCE

出席:

As set out in the attendance list maintained by the Company.

如公司維護的出席名單所列。

CHAIRMAN

主席

Mr Vincent Lim Hui Eng, the Chairman of the Meeting and Board of Directors welcomed the shareholders for their attendance. He expressed his regret that, due to the current COVID-19 situation in Singapore, shareholders are not able to attend in person. The Chairman introduced the Chief Operating Officer, Mr Patrick Lim Hui Peng and Chief Financial Officer, Mr Mark Weng Kwai, who were present at the AGM venue and the other members of the Board, the Lead Independent Non-Executive Director, Mr Loh Weng Whye, Independent Non-Executive Directors, Mr Henry Tan Song Kok and Mr Winston Kwek Choon Lin and Secretaries, as well as Auditors and Scrutineer who have joined the AGM via live webcast.

會議及董事會主席林翔寬先生歡迎各位股東出席。因新加坡 Covid-19 情況，股東們無法親自出席，他對此表示遺憾。主席介紹出席年度股東大會會場的有首席營運長林輝鵬先生、財務長麥榮貴先生，及董事局其他成員、首席獨立非執行董事羅永威先生、獨立非執行董事陳頌國先生及郭俊麟先生及秘書與會計師及監票員均通過網路現場直播參加此次年度股東大會。

POLL VOTING

投票表決

The Chairman highlighted to the shareholders that, they would be no live voting during the meeting and he had been appointed as proxy by the shareholders to vote on their behalf in accordance with their specific instructions.

主席向股東強調,他們不會在會議期間進行現場投票,股東已任命他為代理人,根據股東的具體指示代表他們投票。

The Chairman further informed that all resolutions to be tabled at the AGM would be voted upon by way of poll. All the motions had been duly voted by the shareholders through the submissions of the Proxy Forms and the Scrutineer has verified the counting of all votes casted through the Proxy Forms.

主席還通報說,年度股東大會中所有討論的決議案都將透過投票方式進行表決。所有動議均由股東透過提交委託書進行正式投票,且監票員已核實所有透過委託書投票的計票工作。

Entrust Advisory Pte Ltd was appointed as scrutineers for the poll. Tricor Evatthouse Corporate Services was appointed as the polling agent.

Entrust 諮詢私人有限公司被任命為此次投票的監票員。Tricor Barbinder 股票過戶服務公司被任命為投票代理人。

It was noted that no questions were received from shareholders prior to this Meeting.

據指出,在本次會議之前並沒有收到股東們提出任何問題。

QUORUM

法定人數

With the requisite quorum being present, the Chairman declared the Meeting order at 10.00 a.m.

出席已達法定人數,主席於上午 10 時點整宣佈大會開始。

NOTICE

通知

The notice of the meeting having been circulated to the members, with the concurrence of the Meeting, was taken as read.

會議通知已分發給所有股東,經大會同意,視為已宣讀。

ORDINARY RESOLUTION 1

普通決議案 1

AUDITED FINANCIAL STATEMENTS AND STATEMENT OF THE DIRECTORS AND THE AUDITORS' REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

本公司載 2020 年 12 月 31 日截止之經查核財政年度財務報表及董事聲明書與審計師報告

The Chairman proposed that the Directors' Statement and the Audited Financial Statements of the Company for the year ended 31 December 2020 and the Auditor's Report thereon be received and adopted.

主席擬議核覆及承認本公司截至2020年12月31日截止之董事聲明書及經查核之財政年度財務報表及審計師報告。

The results of the poll for Resolution 1 were as follows:

第 1 決議案投票結果如下:

	Total Votes 投票數	Percentage 百分比
For the Resolution 贊成議案	276,678,672	100%
Against the Resolution 反對議案	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:

根據投票結果,主席宣佈以下動議:

“RESOLVED that the Audited Financial Statements and the Statement of the Directors and the Auditors' Report thereon for the financial year ended 31 December 2020 be and are hereby received and adopted.”

“茲決議核覆及承認本公司截至 2020 年 12 月 31 日截止之董事聲明書及經查核之財政年度財務報表及審計師報告書。”

ORDINARY RESOLUTION 2

普通決議案 2

DECLARATION OF A FINAL DIVIDEND OF 0.5 SINGAPORE CENT PER ORDINARY SHARE (ONE-TIER TAX EXEMPT) FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

提議配發 2020 年 12 月 31 日止財政年度期末股息每股普通股新幣 0.5 分（一級免稅）

The Chairman proposed the motion to approve the declaration of a final dividend of 0.5 Singapore cent per ordinary share (one-tier tax exempt) for the financial year ended 31 December 2020.

主席提議批准配發 2020 年 12 月 31 日截止財政年度期末股息每股普通股新幣 0.5 分（一級免稅）。

The results of the poll for Resolution 2 were as follows:

第 2 決議案投票結果如下:

	Total Votes 投票數	Percentage 百分比
For the Resolution 贊成議案	276,678,672	100%

Against the Resolution 反對議案	0	0%
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Based on the results of the poll, the Chairman declared the following motion carried:
根據投票結果,主席宣佈以下動議:

“RESOLVED that approval be and is hereby given for the declaration of a final dividend of 0.5 Singapore cent per ordinary share (one-tier tax exempt) for the financial year ended 31 December 2020.”

“決議通過並在此宣布配發 2020 年 12 月 31 日止財政年度期末股息每股普通股新幣 0.5 分（一級免稅）。”

ORDINARY RESOLUTION 3

普通決議案 3

DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2020 年 12 月 31 日截止財政年度董事酬勞

The Chairman proposed the motion to approve the Directors' Fees of S\$300,000 for the financial year ended 31 December 2020.

主席提議截至 2020 年 12 月 31 日截止財政年度董事酬勞新幣 300,000 元。

The results of the poll for Resolution 3 were as follows:

第 3 決議案投票結果如下:

	Total Votes 投票數	Percentage 百分比
For the Resolution 贊成議案	276,678,672	100%
Against the Resolution 反對議案	0	0%

Based on the results of the poll, the Chairman declared the motion carried and it was **RESOLVED**:

根據投票結果,主席宣佈本動議決議:

“THAT approval be and is hereby given for the payment of S\$300,000 to the Directors as Directors' Fees for the financial year ended 31 December 2020.”

“通過並據此支付全體董事新幣 300,000 元，作為截至 2020 年 12 月 31 日止財政年度的董事酬勞。”

As Resolution 4 involved the re-election of Mr Vincent Lim Hui Eng as Director of the Company. At this juncture, The Chairman handed over the Chair to the Lead Independent Director, Mr Loh Weng Whye for conducting this motion.

由於第 4 號決議案涉及重新改選林翔寬先生為公司董事。此時，主席將主席職務交由首席獨立董事羅永威先生主持。

ORDINARY RESOLUTION 4

普通決議案 4

RE-ELECTION OF MR VINCENT LIM HUI ENG AS DIRECTOR OF THE COMPANY

林翔寬先生改選連任為公司董事

Mr Vincent Lim Hui Eng retired pursuant to Regulation 104 of the Company's Constitution. Being eligible, he had offered himself for re-election as Director of the Company.
林翔寬先生根據公司章程第 104 條退休。由於符合資格，他主動提出改選連任公司董事。

The results of the poll for Resolution 4 were as follows:

第 4 決議案投票結果如下：

	Total Votes 投票數	Percentage 百分比
For the Resolution 贊成議案	276,678,672	100%
Against the Resolution 反對議案	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:
根據投票結果,主席宣佈以下動議:

“RESOLVED that Mr Vincent Lim Hui Eng be re-elected as Director of the Company.”
“決議通過林翔寬先生改選連任為公司董事”

Mr Loh Weng Whye invited Mr Vincent Lim Hui Eng to resume the Chair after the conduct of this agenda item.

羅永威先生邀請林翔寬先生在完成這項議程後繼續擔任主席。

ORDINARY RESOLUTION 5

普通決議案 5

RE-ELECTION OF MR HENRY TAN SONG KOK AS DIRECTOR OF THE COMPANY

陳頌國先生改選連任為公司董事

Mr Henry Tan Song Kok retired pursuant to Regulation 104 of the Company's Constitution. Being eligible, he had offered himself for re-election as Director of the Company.
陳頌國先生根據公司章程第 104 條退休。由於符合資格，他主動提出改選連任公司董事。

The Chairman informed the Meeting that upon re-election, Mr Henry Tan Song Kok would remain as the Chairman of the Audit Committee as well as a member of the Remuneration Committee and would be considered by the Board of Directors as independent director of the Company.

主席通知大會議，陳頌國先生改選連任後，將繼續擔任審計委員會主席及薪酬委員會成員，且董事會將考慮邀請出任公司獨立董事。

The results of the poll for Resolution 5 were as follows:

第 5 決議案投票結果如下:

	Total Votes 投票數	Percentage 百分比
For the Resolution 贊成議案	276,678,672	100%
Against the Resolution 反對議案	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:

根據投票結果,主席宣佈以下動議:

“RESOLVED that Mr Henry Tan Song Kok be re-elected as Director of the Company.”
“決議通過陳頌國先生改選連任為公司董事。”

At this juncture, the Chairman informed the Meeting that Resolutions 6 to 9 are to seek approval from the shareholders via a Two-Tier Voting process for Mr Winston Kwek Choon Lin and Mr Loh Weng Whye, to continue in office as an Independent Non-Executive Directors of the Company for a three-year term, effective from the passing of these resolutions at this AGM, until the conclusion of the third annual general meeting of the Company, following the passing of these resolutions.

此時,主席通知大會,第 6 至 9 號決議案將通過兩階段投票程序,徵求股東批准羅永威先生及郭俊麟先生在這些決議案通過之後繼續擔任公司為期三年的獨立非執行董事,自本年度股東大會通過後生效,直到本公司第三年年股東大會結束。

In compliance with Rule 210(5)(d)(iii)(B) of the SGX Listing Manual, which will take effect from 1 January 2022, the Directors of the Company, and their respective associates had abstained from voting on Resolutions 7 and 9 respectively. The details of the parties who abstained from voting on such resolutions were as follows:-

根據即將於 2022 年 1 月 1 日起生效的新交所上市手冊 210(5)(d)(iii)(B)規定,公司董事及其家屬已分別對第 7 及 9 號決議案投棄權票。當事人對此類決議案投棄權票的詳細情況如下:-

Name 姓名	No. of Shares 股數
Beng Hui Holding (S) Pte Ltd Beng Hui 控股私人有限公司	238,692,444
Vincent Lim Hui Eng 林翔寬	2,392,930
Patrick Lim Hui Peng 林輝鵬	2,392,930
Eileen Lim Chye Hoon 林彩雲	1,823,212
Johnny Lim Huay Hua 林輝華	2,392,930

ORDINARY RESOLUTION 6

普通決議案 6

CONTINUED APPOINTMENT OF MR WINSTON KWEK CHOON LIN AS AN INDEPENDENT DIRECTOR UNDER RULE 210(5)(d)(iii)(A) OF THE LISTING MANUAL

根據上市手冊第 210(5)(d)(iii)(A)款繼續任命郭俊麟先生為獨立董事

The Chairman informed the Meeting that Resolution 6 is to approve the continued appointment of Mr Winston Kwek Choon Lin as an Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”).

主席通知大會，第 6 號決議案為徵求批准繼續任命郭俊麟先生為獨立董事，以符合新加坡所證券交易所(“SGX-ST”)上市手冊第 210(5)(d)(iii)(A)規定。

The Chairman of the Meeting proposed the motion.

會議主席提出本項動議。

The results of the poll for Resolution 6 were as follows:

第 6 決議案投票結果如下:

	Total Votes 投票數	Percentage 百分比
For the Resolution 贊成議案	276,678,672	100%
Against the Resolution 反對議案	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:

根據投票結果,主席宣佈以下動議:

“IT WAS RESOLVED that, subject to and contingent upon the passing of Resolution 7 by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM, excluding the Directors and the Chief Executive Officer (“CEO”) of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST):

“決議通過：在公司股東通過第 7 號決議案的前提下，立即委任大會主席作為其代理人在年度股東大會中投票，不包括公司董事和首席執行官 (“CEO”)及其各自家屬(如新交所上市手冊中定義)：

- (a) the continued appointment of Mr Winston Kwek Choon Lin, as an Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and 特此批准繼續委任郭俊麟先生為獨立董事，以符合新交所上市手冊(將於 2022 年 1 月 1 日起生效) 210(5)(d)(iii)(A)款規定：和***
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Winston Kwek Choon Lin as a Director; or (ii) the conclusion of the third AGM of the Company following***

the passing of this Resolution.”

本決議案賦予的權力將繼續有效至下列較早日：(i) 郭俊麟先生退休或辭去董事職務；或
(ii) 本決議通過後公司第三年年度股東大會結束。

ORDINARY RESOLUTION 7

普通決議案 7

CONTINUED APPOINTMENT OF MR WINSTON KWEK CHOON LIN AS AN INDEPENDENT DIRECTOR UNDER RULE 210(5)(d)(iii)(B) OF THE LISTING MANUAL
根據上市手冊第 210(5)(d)(iii)(B)款繼續任命郭俊麟先生為獨立董事

The Chairman informed the Meeting that Resolution 7 is to approve the continued appointment of Mr Winston Kwek Choon Lin as an Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST.

主席通知大會，第 7 號決議案為徵求批准繼續任命郭俊麟先生為獨立董事，以符合新加坡所證券交易所上市手冊第 210(5)(d)(iii)(B)規定。

The Chairman of the Meeting proposed the motion.

會議主席提出本項動議。

The results of the poll for Resolution 7 were as follows:

第 7 決議案投票結果如下：

	Total Votes 投票數	Percentage 百分比
For the Resolution 贊成議案	28,984,226	100%
Against the Resolution 反對議案	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:

根據投票結果,主席宣佈以下動議:

“IT WAS RESOLVED that, subject to and contingent upon the passing of Resolution 6 by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM:

“決議通過：在公司股東一通過第 6 號決議案的前提下，立即委任大會主席作為其代理人在年度股東大會中投票：

- (a) ***the continued appointment of Mr Winston Kwek Choon Lin, as an Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and 特此批准繼續委任郭俊麟先生為獨立董事，以符合新交所上市手冊（將於 2022 年 1 月 1 日起生效）210(5)(d)(iii)(B)款規定：和***
- (b) ***the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Winston Kwek Choon Lin***

as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.”

本決議案賦予的權力將繼續有效至下列較早日：(i) 郭俊麟先生退休或辭去董事職務；或 (ii) 本決議通過後公司第三年年度股東大會結束。”

It was noted that the continued appointment of Mr Winston Kwek Choon Lin as an Independent Director shall continue in force until the earlier of (i) the retirement or resignation of Mr Winston Kwek Choon Lin as a Director; or (ii) the conclusion of the third AGM of the Company, following the passing of Resolutions 6 and 7.

據指出，繼續委任郭俊麟先生為獨立董事，將持續有效至下列較早日(i) 郭俊麟先生退休或辭去董事職務；或(ii) 第 6 及 7 號決議案通過後之公司第三年年度股東大會結束。

ORDINARY RESOLUTION 8

普通決議案 8

CONTINUED APPOINTMENT OF MR LOH WENG WHYE AS AN INDEPENDENT DIRECTOR UNDER RULE 210(5)(d)(iii)(A) OF THE LISTING MANUAL

根據上市手冊第 210(5)(d)(iii)(A)繼續任命羅永威先生為獨立董事

The Chairman informed the Meeting that Resolution 8 is to approve the continued appointment of Mr Loh Weng Whye as an Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST.

主席通知大會，第 8 號決議案為徵求批准繼續任命羅永威先生為獨立董事，以符合新加坡所證券交易所上市手冊第 210(5)(d)(iii)(A)規定。

The Chairman of the Meeting proposed the motion.

會議主席提出本項動議。

The results of the poll for Resolution 8 were as follows:

第 8 決議案投票結果如下：

	Total Votes 投票數	Percentage 百分比
For the Resolution 贊成議案	276,678,672	100%
Against the Resolution 反對議案	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:

根據投票結果,主席宣佈以下動議:

“IT WAS RESOLVED that, subject to and contingent upon the passing of Resolution 9 by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM, excluding the Directors and the CEO of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST):

“決議通過：在公司股東通過第 9 號決議案的前提下，立即委任大會主席作為其代理人在年度股東大會中投票，不包括公司董事和首席執行官 (“CEO”)及其各自家屬(如新交所上市手冊中定義)：

- (a) **the continued appointment of Mr Loh Weng Whye, as an Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and**
此批准繼續委任羅永威先生為獨立董事，以符合新交所上市手冊（將於 2022 年 1 月 1 日起生效）210(5)(d)(iii)(A)款規定：和
- (b) **the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Loh Weng Whye as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.”**
本決議案賦予的權力將繼續有效至下列較早日：(i) 羅永威先生退休或辭去董事職務：或 (ii) 本決議通過後公司第三年年度股東大會結束。

ORDINARY RESOLUTION 9
普通決議案 9

CONTINUED APPOINTMENT OF MR LOH WENG WHYE AS AN INDEPENDENT DIRECTOR UNDER RULE 210(5)(d)(iii)(B) OF THE LISTING MANUAL
根據上市手冊第 210(5)(d)(iii)(B)款繼續任命羅永威先生為獨立董事

The Chairman informed the Meeting that Resolution 9 is to approve the continued appointment of Mr Loh Weng Whye as an Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST.

主席通知大會，第 9 號決議案為徵求批准繼續任命羅永威先生為獨立董事，以符合新加坡所證券交易所上市手冊第 210(5)(d)(iii)(B)規定。

The Chairman of the Meeting proposed the motion.
會議主席提出本項動議。

The results of the poll for Resolution 9 were as follows:
第 9 決議案投票結果如下：

	Total Votes 投票數	Percentage 百分比
For the Resolution 贊成議案	28,984,226	100%
Against the Resolution 反對議案	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:
根據投票結果,主席宣佈以下動議:

“IT WAS RESOLVED that, subject to and contingent upon the passing of Resolution 8 by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM:

“決議通過：在公司股東通過第 8 號決議案的前提下，立即委任大會主席作為其代理人在年度股東大會中投票：

- (a) **the continued appointment of Mr Loh Weng Whye, as an Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and**
特此批准繼續委任羅永威先生為獨立董事，以符合新交所上市手冊（將於 2022 年 1 月 1 日起生效）210(5)(d)(iii)(B)款規定：和
- (b) **the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Loh Weng Whye as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.”**
本決議案賦予的權力將繼續有效至下列較早日：(i) 羅永威先生退休或辭去董事職務：或 (ii) 本決議通過後公司第三年年度股東大會結束。

It was noted that the continued appointment of Mr Loh Weng Whye as an Independent Director shall continue in force until the earlier of (i) the retirement or resignation of Loh Weng Whye as a Director; or (ii) the conclusion of the third AGM of the Company, following the passing of Resolutions 8 and 9.

據指出，繼續委任羅永威先生為獨立董事，將持續有效至下列較早日(i) 羅永威先生退休或辭去董事職務：或(ii) 第 8 及 9 號決議案通過後之公司第三年年度股東大會結束。

ORDINARY RESOLUTION 10

普通決議案 10

RE-APPOINTMENT OF AUDITORS

續聘會計師

The Chairman proposed that Messrs Baker Tilly TFW be reappointed as Auditor of the Company and that the Directors be authorised to fix its remuneration.

主席擬議續聘 Messrs Baker Tilly TFW LLP 為本公司會計師及授權董事釐定其酬金。

The results of Resolution 10 were as follows:

第 10 決議案投票結果如下：

	Total Votes	Percentage
For the Resolution 贊成議案	276,678,672	100%
Against the Resolution 反對議案	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:

根據投票結果,主席宣佈以下動議:

“RESOLVED that Messrs Baker Tilly TFW LLP be and are hereby re-appointed as Auditors of the Company for the ensuing year and that the Directors be authorised to fix their remuneration.”

“通過決議續聘 Messrs Baker Tilly TFW LLP 為本公司未來一年的會計師及授權董事釐定其酬金”

ORDINARY RESOLUTION 11

普通決議案 11

SHARE ISSUE MANDATE

股份發行授權

The Chairman informed that Resolution 11 on the Agenda was to seek shareholders' approval for the Directors to allot and issue shares pursuant to Section 161 of the Companies Act (Chapter 50) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

主席告知議程第 11 決議案為根據公司法第 161 條(第 50 章)和新加坡交易所上市手冊第 806 條規定，徵求股東批准董事配售和發行股票。

The Chairman proposed the motion as set out under item 11 of the Notice.

會議主席提議對會議通知書第 11 條所列內容進行表決。

The results of the poll for Resolution 11 were as follows:

第 11 決議案投票結果如下:

	Total Votes 投票數	Percentage 百分比
For the Resolution 贊成議案	276,678,672	100%
Against the Resolution 反對議案	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:

根據投票結果,主席宣佈以下動議:

“RESOLVED that pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the SGX-ST, authority be given to the Directors of the Company to issue shares (“Shares”) whether by way of rights, bonus or otherwise, and/or 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 to such persons as the Directors may, in their absolute discretion, deem fit provided that:

“決議通過根據公司法第161節、第50章及新加坡交易所有限公司上市手冊第806條，授權本公司董事隨時按該等條款及條件向董事認為合適的人士發行股份，不論透過增資股、紅利股或其他方式發行股份（“股份”），及/或作出或釋出可能或將須發行股份的要約、協議或購股權（統稱“工具”），包括但不限於首發及發行（以及調整）認股權證、債券或其他可轉換為股份的工具，惟：

- (a) **the aggregate number of Shares (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) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to all 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 share capital of the Company;

股份總數（包括根據本項決議案作出或授出的工具將予發行的股份）不得超過在通過本項決議案當日本公司股本中已發行股份總數（不包括庫藏股份及子公司持股）的百分之五十（50%），其中發行給本公司全體股東的股份及可換股證券的總數（不包括按比例發行者）不得超過本公司股本中已發行股份總數（不包括庫藏股份及子公司持股）的百分之二十（20%）；

- (b) **(subject to the 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 as at the date of the passing of this Resolution, after adjusting for:**

（根據新交所規定的計算方式）為了確定(a)段可發行的股份總數，已發行股份總數（不包括庫藏股份及子公司持股）應根據本公司通過本項決議案當日的已發行股份總數（不包括庫藏股份及子公司持股）計算，並就下列事項作出調整：

- (i) **new Shares arising from the conversion or exercise of convertible securities;**
因轉換或行使可換股證券而產生的新股;
- (ii) **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**
因行使購股權或授予股份獎勵而產生的新股，但期權或獎勵是按照新交所上市手冊第8章第8部分授予的；和
- (iii) **any subsequent bonus issue, consolidation or subdivision of Shares;**
任何其後的紅利股發行、合併或分拆;

adjustments in accordance with sub-paragraphs (i) and (ii) 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 the passing of this Resolution and, in relation to an instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the instrument;

上述(i)和(ii)小段的調整，只針對本決議通過時已發行、未發行或當時已存在的可轉換證券、股票期權或股份獎勵產生的新股，且就工具而言，如果該股在工具製作或授予之日權利已充分行使或生效，則股份數量應視為已發行的股數;

- (c) **and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until:**

除非經本公司於股東大會上撤回或修訂，該等權力須繼續生效，直至：

- (i) **the conclusion of the Company's next AGM or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier; or**
本公司下屆年度股東大會結束時或法律規定本公司必須舉行下屆年度股東大會日期，以較早者為準；或
- (ii) **in the case of Shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of such convertible securities.**
根據本決議案發行、做出或授予可轉換證券條款所發行的股份，直至這些股份按照可轉換證券條款發行。”

ORDINARY RESOLUTION 12

普通決議案 12

AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE BH GLOBAL CORPORATION PERFORMANCE SHARE PLAN 2020

授權根據明輝環球企業 2020 年績效股計劃配售和發行股票

The Chairman informed that Resolution 12 on the Agenda was to authorise the Directors to allot and issue shares pursuant to the vesting of awards under the BH Global Corporation Performance Share Plan 2020 and pursuant to Section 161 of the Companies Act, Chapter 50, to allot and issue shares pursuant to the exercise of options granted under the Scheme. 主席告知說，議程第 12 號決議案是授權董事根據明輝環球企業 2020 年績效股計劃配售和發行獎勵股份，及根據公司法第 50 章第 161 條行使根據該計劃授予的選擇權而進行配售和發行股份。

The Chairman proposed the motion as set out under item 12 of the Notice. 會議主席提議對會議通知書第 12 條所列內容進行表決。

The results of the poll for Resolution 12 were as follows:
第 12 決議案投票結果如下：

	Total Votes 投票數	Percentage 百分比
For the Resolution 贊成議案	276,678,672	100%
Against the Resolution 反對議案	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:
根據投票結果，主席宣佈以下動議：

“RESOLVED that pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors of the Company to allot and issue from time to time

such number of new Shares in the share capital of the Company as may be required to be issued pursuant to the vesting of awards under the BH Global Corporation Performance Share Plan 2020 (the “PSP 2020”), provided always that the aggregate number of additional new Shares to be allotted and issued pursuant to the PSP 2020 and other share scheme(s) to be implemented by the Company (if any) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, 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 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.”

“決議通過根據公司法第161條，通過並授權公司董事得根據明輝環球企業2020年績效股計劃（“PSP 2020”）授予的獎勵可要求在公司資本額內不定時配售和發行新股。然根據 PSP 2020 和公司將要實施的其他股份計劃配售和發行新增新股總數（如有）不得超過公司不定時已發行股份（不包括庫藏股和子公司持股）總數的15%，且該授權，除非公司在股東大會上撤或變更，否則持續有效，直至公司下一次 AGM 結束或法律規定公司下一屆召集 AGM 之日期為止（以時間較早者為準）。”

ORDINARY RESOLUTION 13

普通決議案 13

AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE BH GLOBAL CORPORATION EMPLOYEE SHARE OPTION SCHEME 2020

授權根據明輝環球企業 2020 年員工股購股權計畫配售和發行股票

The Chairman informed that Resolution 13 on the Agenda was to authorise the Directors to offer and grant options in accordance with the provisions of the BH Global Corporation Employee Share Option Scheme 2020 and pursuant to Section 161 of the Companies Act, Chapter 50, to allot and issue shares pursuant to the exercise of options granted under the Scheme.

主席告知說，議程第13號決議案是授權董事根據明輝環球企業2020年員工股購股權計畫規定提供和授予股票選擇權，及根據公司法第161條第50章，根據該計劃行使授予的選擇權而進行配售和發行股份。

The Chairman proposed the motion as set out under item 13 of the Notice.

會議主席提議對會議通知書第 13 條所列內容進行表決。

The results of the poll for Resolution 13 were as follows:

第 13 決議案投票結果如下：

	Total Votes 投票數	Percentage 百分比
For the Resolution 贊成議案	276,678,672	100%
Against the Resolution 反對議案	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:

根據投票結果，主席宣佈以下動議：

“RESOLVED that pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new Shares in the share capital of the Company as may be required to be issued pursuant to the exercise of options granted in accordance with the provisions of the BH Global Corporation Employee Share Option Scheme 2020 (the “ESOS 2020”), provided always that the aggregate number of the ESOS 2020 Shares shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, 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 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.”

“決議通過根據公司法第161條，通過並授權公司董事得根據明輝環球企業2020年員工股購股權計畫(“ESOS 2020”)執行根據規定授予的購股權獎勵，可要求在公司資本額內不定時配售和發行新股。然根據ESOS 2020配售和發行新增新股總數不得超過公司不定時已發行股份(不包括庫藏股和子公司持股)總數的15%，且該授權，除非公司在股東大會上撤或變更，否則持續有效，直至公司下一次AGM結束或法律規定公司下一屆召集AGM之日期為止，以時間較早者為準。”

ORDINARY RESOLUTION 14

普通決議案 14

THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

擬議更新股份購買授權

The Chairman informed that Resolution 14 on the Agenda was to seek shareholders’ approval for the Proposed Renewal of the Share Purchase Mandate.

主席告知說，議程第14號決議案是提案徵求股東通過更新股份購買授權。

The Chairman proposed the motion as set out under item 14 of the Notice.

會議主席提案對會議通知書第14條所列內容進行表決。

The results of the poll for Resolution 14 were as follows:

第14決議案投票結果如下：

	Total Votes 投票數	Percentage 百分比
For the Resolution 贊成議案	276,678,672	100%
Against the Resolution 反對議案	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:

根據投票結果，主席宣佈以下動議：

“RESOLVED THAT:

“決議通過：

- (a) **for the purposes of Sections 76C and 76E of the Companies Act (Chapter 50) of Singapore (“Companies Act”), and such other laws and regulations as may for the time being be applicable, approval be and is hereby given for the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary shares in the Company (the “Shares”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices 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:**

依照新加坡公司法(第50章)第76C和76E節, 和目前可適用的其他法律和法規,公司董事可在此批准授權或購買公司已發行和已全額付款的普通股 (“股份”),但總額不得超過規定限額(定義如下),價格由公司董事決定且透過以下方式不定時調高至最高上限:

- (i) **market purchases (each a “Market Purchase”) on the SGX-ST; and/or**
在SGX-ST(“SGX-ST”)進行市場購買(每次“市場購買”);及/或
- (ii) **off-market purchases (each an “Off-Market Purchase”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,**
場外購買(每次“場外購買”),根據公司董事在其認為適當的情況下可能確定或製定的任何平等准入方案,在SGX-ST以外進行,且須滿足公司法規定的所有條件,

and otherwise in accordance with all other laws, regulations and 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”);
並根據當時適用的所有其他法律,法規和SGX-ST辦法,並在此獲得一般性和無條件的授權和批准(“股份購買授權”);

- (b) **unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate in paragraph (a) of this resolution 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:**

除非公司於股東大會中變更或撤銷,否則公司董事可隨時且自本議案通過之日起至到期日或以下提前到期的期間內不定時行使根據本決議案(a)小段股份購買授權所賦予公司董事的權力:

- (i) **the date on which the next annual general meeting of the Company is held;**
下一次公司召開年度股東大會的日期
- (ii) **the date by which the next annual general meeting of the Company is required by law to be held;**
法律要求公司下一次召開年度股東大會的日期;
- (iii) **the date on which purchases or acquisitions of Shares are carried out to the full extent mandated pursuant to the Share Purchase Mandate; or**
在授權範圍內最大限度購買或收購股份的日期;或
- (iv) **the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by the Company in general meeting,**

股份購買授權所載權力被改變或撤銷的日期;

(Collectively, the “Relevant Period”);
(統稱 “相關期間”)

(c) **in this resolution:**
在本決議案中:

“Prescribed Limit” means, subject to the Companies Act, ten per cent. (10%) of the total number of issued Shares of the Company as at the date of the passing of this 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 of the Company shall be taken to be the total number of issued Shares of the Company as altered after such capital reduction. Any Shares which are held as Treasury Shares will be disregarded for the purposes of computing the (10%) limit; and

“規定限額”是指在公司法允許下，於本決議案通過日之公司已發行股份總數的百分之十(10%)，除非公司根據公司法有關條款，在相關期間內的任何時間減持公司股本，否則公司已發行股份總數將被視為減資後本公司已發行股份總數。任何以庫藏股方持有的股票，在計算百分之十(10%)限制時將不列入計算;及

“Maximum Price”, in relation to a Share to be purchased or acquired pursuant to the Share Purchase Mandate, means an amount (excluding brokerage, commission, stamp duties, clearance fees, applicable goods and services tax and other related expenses) not exceeding:

“最高價格”，與購買股份或根據股份購買授權收購有關，指金額不超過（不包括經紀、佣金、印花稅、結算費、適用的消費稅和其他相關費用）:

(i) **in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price (as defined hereinafter); and;**
如果是從市場購買，為平均收盤價(如下稱)的百分之一百零五(105%);及

(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 (as defined hereinafter),**
如果是根據平等准入方案進行場外購買，則為平均收盤價(如下稱)的百分之一百二十(120%)

where:
然而:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five (5) Market Days on the SGX-ST, on which transactions in the Shares were recorded, before the day of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five-day period and the day on which the purchases are made;

"平均收盤價"是指是指公司於市場購買日前在SGX-ST過去五個營業日有交易紀錄的股票平均收盤價,或有時是根據場外購買進行要約的日期,及被視為針對在相關5天期間及購買日當天所發生的任何公司行為進行調整;

"day of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from its Shareholders, stating therein 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 Purchase; and

"要約日"是指公司宣佈有意向股東購買或收購股份的當天,其中說明每股購買價格(不得超過上述計算的最高價)和進行場外收購的平等准入方案相關條款;及

"Market Day" means a day on which the SGX-ST is open for trading in securities;

"營業日"是指SGX-ST開放證券交易的日子;

- (d) **the Directors of the Company be and are hereby authorised to deal with the Shares purchased or acquired by the Company pursuant to the Share Purchase Mandate in any manner as they think fit, which is permissible under the Companies Act; and**

公司法允許公司董事有權以他們認為合適的方式根據股份購買或收購授權處理公司所購買或收購的股票;及

- (e) **the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this resolution."**

公司董事在此獲授權完成及執行所有此類行為和事項(包括執行可能需要的文件),因為他們認為透過本決議案讓預期的交易生效是權宜且必要的。"

CONCLUSION

會議結束

There being no other business, the Chairman declared the Meeting of the Company closed at 10.25 a.m. and thanked everyone for their attendance.

由於沒有其他議案,主席宣佈公司會議於上午10時25分結束,並感謝大家的出席。

Confirmed as True Record of Proceedings held

舉行的議程經確認為真實記錄

Mr Vincent Lim Hui Eng

林翔寬

Chairman of the Meeting

會議主席