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UNION STEEL HOLDINGS LIMITED

友联钢铁控股有限公司

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GST Reg. No: 20-0410181W

MINUTES OF EXTRAORDINARY GENERAL MEETING

PLACE : 33 Pioneer Road North Singapore 628474
DATE : Tuesday, 16 July 2024
TIME : 10.00 a.m.
PRESENT : Please see Attendance List attached hereto.
IN ATTENDANCE : Please see Attendance List attached hereto.
CHAIRMAN OF THE MEETING : Mr. Ang Yu Seng

INTRODUCTION

The Chairman introduced the Directors present.

QUORUM

The Chairman sought the confirmation of the Company Secretary that a quorum was present and the Company Secretary confirmed that the quorum necessary for a general meeting as set out in the Constitution was present. Therefore, the Chairman declared the Extraordinary General Meeting ("**EGM**") open at 10.00 a.m.

NOTICE

With the consent of the meeting, the Notice convening the meeting was taken as read. Proxies lodged had been checked and found to be in order.

QUESTIONS FROM SHAREHOLDERS PRIOR TO THE EGM

The Chairman highlighted that as mentioned in the Notice of this EGM dated 1 July 2024, shareholders were able to submit questions relating to the resolutions to be tabled for approval at the EGM prior to the meeting. However, the Company did not receive any questions relating to the resolutions to be tabled for approval at the EGM, the Company's businesses and operations.

VOTING BY POLL

The Chairman informed the meeting that all resolutions tabled at the EGM shall be voted by poll, as required under the Listing Manual of the Singapore Exchange Securities Trading Limited ("**Listing Manual**").

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The Poll would be conducted after the formalities of the meeting pursuant to the Listing Manual.

The Chairman informed the meeting that B.A.C.S. Private Limited was appointed as the polling agent and Gong Corporate Services Pte. Ltd. was appointed as scrutineers for the poll.

ORDINARY RESOLUTION:

1. ORDINARY RESOLUTION: TO APPROVE THE PROPOSED ACQUISITION AS A MAJOR TRANSACTION

The meeting proceeded to approve the Proposed Acquisition as a major transaction. The Chairman invited shareholders to raise any questions on the Proposed Share Split and the Financial Controller, Ms. Liu Wen Juan, responded to the following questions received from a shareholder:-

Question 1

What is the gearing before and after the Proposed Acquisition? As the Company is borrowing S\$11,000,000 from the bank, would you be able to share the interest rate for the loan amount?

Company's response

The Company has successfully negotiated with several banks to secure a highly competitive interest rate that is both reasonable and within the current market range. While it may not be appropriate to disclose the exact interest rate due to confidentiality, the Company will provide the range of interest rates for its borrowings in the upcoming FY2024 annual report. The gearing ratio is expected to increase from approximately 11% before the acquisition to 24% after the acquisition.

Question 2

Was there any assumption and calculation on the cost and benefit and also the justification for the Proposed Acquisition?

Company's response

Referring to the Circular of the EGM under item 2.4 - Rationale for the Proposed Acquisition, "since the lease for the Purchaser's existing factory located at 20 Third Chin Bee Road Singapore 618693 is expiring on 31 January 2025, the Purchaser intends to acquire a new factory facility that is in alignment with its strategy for long-term sustainability and operational stability".

As this Proposed Acquisition is intended to replace the current expiring property, the Company does not anticipate any additional costs compared to those incurred for the existing property. All necessary assumptions for the Proposed Acquisition have been addressed and disclosed in the Circular of the EGM.

Question 3

What are the methods used by the valuer to come up with the valuation of the property and also the comparison with other comparable transaction? Also, what are the fees paid to the independent valuer.

Company's response

The valuation details can be found in Appendices A – Summary Valuation Letter and B – Valuation Certificate of the Circular of the EGM. The complete valuation report is also available for inspection. The fees paid to the professional valuer are based on the current market rates for such services.

There being no further questions from the shareholders, The Chairman of the Meeting proposed the following motion for Ordinary Resolution to be put to vote:-

RESOLVED THAT:

- (a) Approval be and is hereby given for the Proposed Acquisition of the Property being a major transaction under Chapter 10 of the Listing Manual; and
- (b) the Directors of the Company and any one of them be and are hereby authorised to take such steps and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary, in order to give full effect to this resolution.”

CONDUCT OF POLL

The Chairman invited the scrutineer to brief the shareholders on the formalities of conducting the poll. Thereafter, the Chairman invited shareholders to cast their votes. He then informed the meeting that the scrutineer would proceed to count the votes. As such, the EGM was adjourned at 10.18 a.m. for the vote counting and verification.

RESULTS OF EGM

The Chairman resume the EGM at 10.25 a.m. and announced the results of the poll as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
<u>Ordinary Resolution</u> To approve the Proposed Acquisition as a Major Transaction	94,584,734	94,584,734	100.00%	0	0.00%

Based on the above poll results, the Chairman declared that the resolution had been passed at the EGM.

CONCLUSION

There being no other business to transact, the Chairman declared the EGM of the Company closed at 10.26 a.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD

MR. ANG YU SENG
CHAIRMAN OF THE MEETING