

APAC REALTY LIMITED
Company Registration No. 201319080C
(Incorporated In Singapore)

Minutes of the Annual General Meeting (hereinafter referred to as the “**AGM**” or the “**Meeting**”) of APAC Realty Limited (hereinafter referred to as the “**Company**”) held by way of electronic means on Thursday, 18 June 2020 at 10.02 a.m.

PRESENT

Board of Directors

In Attendance:

Mr Chua Khee Hak (Chairman)

Via Video-conference:

Mr Tan Choon Hong

Mr Tommy Teo Zhi Zhuang

Mr Tan Bong Lin

Mr Hee Theng Fong

Mr Wong Hin Sun, Eugene

Mr Tan Kok Ming Desmond

Shareholders who attended via live webcast or audio conference

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

Company Secretary (attended via live webcast)

Ms Ngiam May Ling

By Invitation

Management (attended via live webcast)

Ms Doris Ong

Mr Marcus Chu

Mr Eugene Lim

Mr Poh Chee Yong

Ms Helen Ho

Auditor (attended via live webcast)

Ms Lee Lai Hiang, Ernst & Young LLP

Ms Eileen Chong, Ernst & Young LLP

QUORUM AND INTRODUCTION

A quorum being present, the Chairman called the AGM to order.

The Chairman welcomed the shareholders who had joined the virtual AGM by “live” video and audio webcast.

The Chairman introduced his fellow Board members who have joined the AGM via video conference.

SUBMISSION OF QUESTIONS

Due to the circumstances, shareholders were not able to ask questions during the Meeting and submitted their questions in relation to the agenda of the Meeting in advance.

The Chairman addressed the questions received after all the resolutions were proposed and the results announced. He informed the Meeting that the Minutes of the AGM would be announced via SGXNet and uploaded on the Company’s website.

NOTICE OF MEETING

The Chairman took the Notice of AGM issued on 27 May 2020 as read.

APPOINTING CHAIRMAN OF MEETING AS PROXY AND POLL VOTING

As all votes of the resolutions tabled at the AGM was by proxy and only the Chairman was appointed as proxy, the Chairman informed the Meeting that he has been appointed by numerous shareholders as proxy and would be voting in accordance with their instructions.

DrewCorp Services Pte. Ltd. and Boardroom Corporate & Advisory Services Pte. Ltd. had been appointed as Scrutineer and Polling Agent respectively.

The Chairman also informed the Meeting that he would announce the poll results after each resolution was proposed.

ORDINARY BUSINESS:

Resolution 1 – Adoption of Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors’ Report

The Chairman proposed that the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors’ Report be received and adopted.

The Chairman put the motion to vote. He said that voting had been conducted by poll in advance and the result of the poll on this motion was as follows:

- Votes FOR the resolution: 266,971,902 votes or 100.00%.
- Votes AGAINST the resolution: 0 votes or 0.00%.

The Chairman declared the resolution carried.

RESOLVED THAT the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors’ Report, be received and adopted.

Resolution 2 – Declaration of one-tier tax-exempt Second and Final Dividend

The Chairman said that the Board has recommended a one-tier tax-exempt second and final dividend of 1.25 Singapore cents per share for the financial year ended 31 December 2019.

The Chairman put the motion to vote. He said that voting had been conducted by poll in advance and the result of the poll on this motion was as follows:

- Votes FOR the resolution: 266,971,902 votes or 100.00%.
- Votes AGAINST the resolution: 0 votes or 0.00%.

The Chairman declared the resolution carried.

RESOLVED THAT a one-tier tax-exempt second and final dividend of 1.25 Singapore cents per share be declared for the financial year ended 31 December 2019.

Resolution 3 – Re-election of Mr Tan Bong Lin as a Director retiring under Article 94

The Chairman proposed that Mr Tan Bong Lin be re-elected as Director of the Company.

Mr Tan Bong Lin would, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees and would be considered independent.

The Chairman put the motion to vote. He said that voting had been conducted by poll in advance and the result of the poll on this motion was as follows:

- Votes FOR the resolution: 255,298,669 votes or 95.63%.
- Votes AGAINST the resolution: 11,673,233 votes or 4.37%.

The Chairman declared the resolution carried.

RESOLVED THAT Mr Tan Bong Lin be re-elected as a Director of the Company.

Resolution 4 – Re-election of Mr Tan Choon Hong as a Director retiring under Article 94

The Chairman proposed that Mr Tan Choon Hong be re-elected as Director of the Company.

Mr Tan Choon Hong would, upon re-election as a Director of the Company, remain as a member of the Nominating and Remuneration Committees and would be considered non-independent.

The Chairman put the motion to vote. He said that voting had been conducted by poll in advance and the result of the poll on this motion was as follows:

- Votes FOR the resolution: 255,298,669 votes or 95.63%.
- Votes AGAINST the resolution: 11,673,233 votes or 4.37%.

The Chairman declared the resolution carried.

RESOLVED THAT Mr Tan Choon Hong be re-elected as a Director of the Company.

Resolution 5 – Re-election of Mr Wong Hin Sun, Eugene as a Director retiring under Article 100

The Chairman proposed that Mr Wong Hin Sun, Eugene be re-elected as Director of the Company.

Mr Wong Hin Sun, Eugene would, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit Committee and would be considered independent.

The Chairman put the motion to vote. He said that voting had been conducted by poll in advance and the result of the poll on this motion was as follows:

- Votes FOR the resolution: 266,971,902 votes or 100.00%.
- Votes AGAINST the resolution: 0 votes or 0.00%.

The Chairman declared the resolution carried.

RESOLVED THAT Mr Wong Hin Sun, Eugene be re-elected as a Director of the Company.

Resolution 6 – Re-election of Mr Tan Kok Ming Desmond as a Director retiring under Article 100

The Chairman proposed that Mr Tan Kok Ming Desmond be re-elected as Director of the Company.

Mr Tan Kok Ming Desmond would, upon re-election as a Director of the Company, remain as a member of the Remuneration Committee and would be considered independent.

The Chairman put the motion to vote. He said that voting had been conducted by poll in advance and the result of the poll on this motion was as follows:

- Votes FOR the resolution: 266,971,902 votes or 100.00%.
- Votes AGAINST the resolution: 0 votes or 0.00%.

The Chairman declared the resolution carried.

RESOLVED THAT Mr Tan Kok Ming Desmond be re-elected as a Director of the Company.

Resolution 7 – Approval of proposed Directors' fees of S\$237,500 for the financial year ended 31 December 2019

The Chairman sought shareholders' approval to pay the amount of S\$237,500 as Directors' fees for the financial year ended 31 December 2019.

The Chairman put the motion to vote. He said that voting had been conducted by poll in advance and the result of the poll on this motion was as follows:

- Votes FOR the resolution: 266,971,902 votes or 100.00%.
- Votes AGAINST the resolution: 0 votes or 0.00%.

The Chairman declared the resolution carried.

RESOLVED THAT the amount of S\$237,500 as Directors' fees for the financial year ended 31 December 2019 be approved.

Resolution 8 – Re-appointment of Ernst & Young LLP as the Auditor of the Company and authorisation for Directors to fix its remuneration

The Chairman proposed that Ernst & Young LLP be re-appointed as the Auditor of the Company and that the Directors be authorised to fix its remuneration.

The Chairman put the motion to vote. He said that voting had been conducted by poll in advance and the result of the poll on this motion was as follows:

- Votes FOR the resolution: 266,971,902 votes or 100.00%.
- Votes AGAINST the resolution: 0 votes or 0.00%.

The Chairman declared the resolution carried.

RESOLVED THAT Ernst & Young LLP be re-appointed as the Auditor of the Company for the ensuing year and that the Directors be authorised to fix its remuneration.

As no notice of any other business had been received by the Secretary, the meeting proceeded to deal with the special business of the meeting.

SPECIAL BUSINESS:

Resolution 9 – Authority to issue shares

The Chairman proposed Resolution 9 as set out in the Notice of the AGM issued on 27 May 2020.

The Chairman put the motion to vote. He said that voting had been conducted by poll in advance and the result of the poll on this motion was as follows:

- Votes FOR the resolution: 255,298,669 votes or 95.63%.
- Votes AGAINST the resolution: 11,673,233 votes or 4.37%.

The Chairman declared the resolution carried.

RESOLVED THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**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; 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) options, 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 Instruments 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 in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with subparagraph (2) below);
- (2) (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 (1) 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) at the time of the passing of this Resolution, after adjusting for:
- (a) new shares arising from the conversion or exercise of any convertible securities;
- (b) new shares arising from the exercise of share options or vesting of share awards; and
- (c) any subsequent bonus issue, consolidation or subdivision of shares.

Adjustments in accordance with sub-paragraph (2)(a) or (2)(b) 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.

- (3) 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 of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority 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 earlier.

Resolution 10 – Renewal of the Share Buy-back Mandate

The Chairman proposed Resolution 10 as set out in the Notice of the AGM issued on 27 May 2020.

The Chairman put the motion to vote. He said that voting had been conducted by poll in advance and the result of the poll on this motion was as follows:

- Votes FOR the resolution: 266,971,902 votes or 100.00%.
- Votes AGAINST the resolution: 0 votes or 0.00%.

The Chairman declared the resolution carried.

RESOLVED THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire ordinary shares in the share capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) on-market purchase(s) (each an “**On-Market Share Buy-back**”) transacted on the SGX-ST through the SGX-ST’s trading system; and/or
 - (ii) off-market purchase(s) (each an “**Off-Market Equal Access Share Buy-back**”) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,and otherwise in accordance with all other laws and 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 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 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 earliest of:
 - (i) the date on which the next annual general meeting of the Company is held or required by law to be held, whichever is the earlier;
 - (ii) the date on which purchases and acquisitions of Shares pursuant to the Share Buy-back Mandate are carried out to the full extent mandated; and
 - (iii) the date on which the authority conferred by the Share Buy-back Mandate is revoked or varied by the Company in a general meeting; and
- (c) in this Resolution:

“Average Closing Market Price” means the average of the closing market prices of the Shares over the last five market days on which transactions in the Shares were recorded before the day of the On-Market Share Buy-back or, as the case may be, the day of the making of the offer pursuant to the Off-Market Equal Access Share Buy-back, 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;

“day of the making of the offer” means the day on which the Company makes an offer for the purchase of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Equal Access Share Buy-back;

“Maximum 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 treasury shares and subsidiary holdings (as defined in the listing rules of the SGX-ST as amended, modified or supplemented from time to time));

“Maximum Price”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) which shall not exceed (in the case of both an On-Market Share Buy-back and an Off-Market Equal Access Share Buy-back) 105% of the Average Closing Market Price of the Shares; 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 consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

QUESTIONS AND ANSWERS SESSION

After dealing with all the resolutions, the Meeting moved on to the questions and answers session, which is set out in Appendix 1 of these minutes.

CLOSE OF THE MEETING

There being no other business, the Chairman thanked shareholders for their cooperation and patience at this virtual Meeting and declared the meeting closed at 10.28 a.m.

Certified as a True Record of Minutes

Chua Khee Hak
Chairman

Question from Shareholder A

Please explain the increase of directors' fees from last year (FY2018: S\$195,000, FY2019: S\$237,500)

Response

The increase is due to an increase in the number of directors from 6 in FY2018 to 7 in FY2019.

As part of the board renewal process, the size of the Board has been reduced to 5, as announced by the Company on 15 June 2020.

Question from Shareholder B

Can you provide a short presentation (similar to quarter results investor briefing) and also share your outlook going forward

Response

Please refer to the following slides

Note:

The presentation will be uploaded onto SGXNet after the close of today's AGM

OVERVIEW OF OUR BUSINESS



Franchise



Derives royalties from sub-franchisees*



Real Estate Brokerage



Derives commission-based fees via digital and market property brokerage services transactions on multiple platforms:

- Primary sales
- Secondary sales
- Rental of residential, commercial and industrial properties

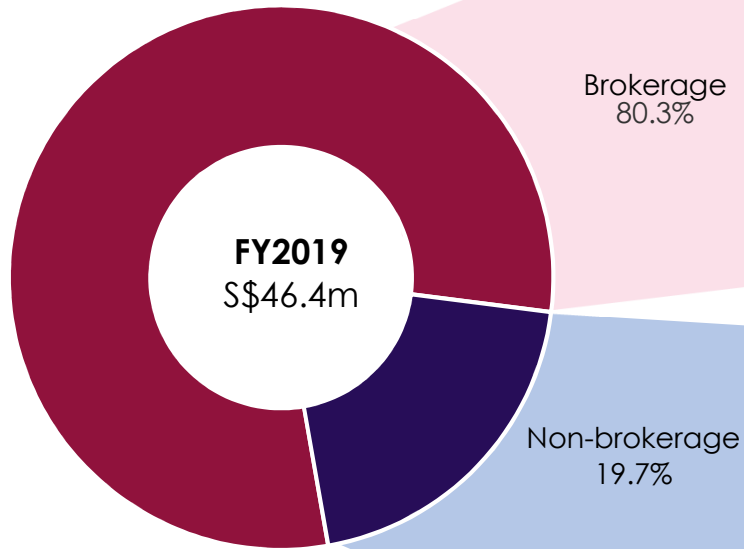
Others



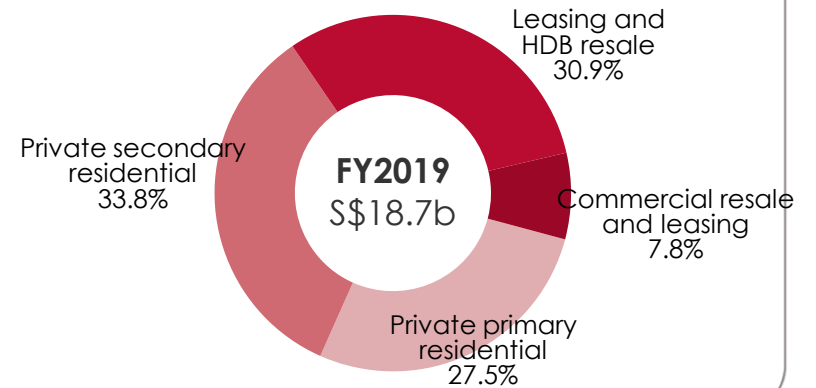
- **Training programmes and courses** for real estate agents for professional certification exams and as part of continuing professional development regulations
- **Valuation work** undertaken on behalf of clients such as financial institutions, government agencies and property owners
- **Property management services** for real estate developments
- **Auction** for financial institutions and property owners

CONTRIBUTION BY OUR BUSINESS SEGMENTS

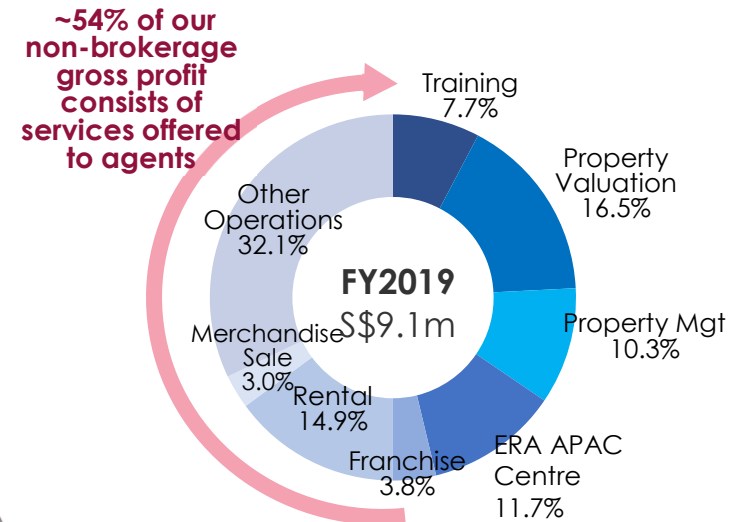
FY2019 Gross Profit by Business Segments



FY2019 Brokerage Transaction Value by Property Segment



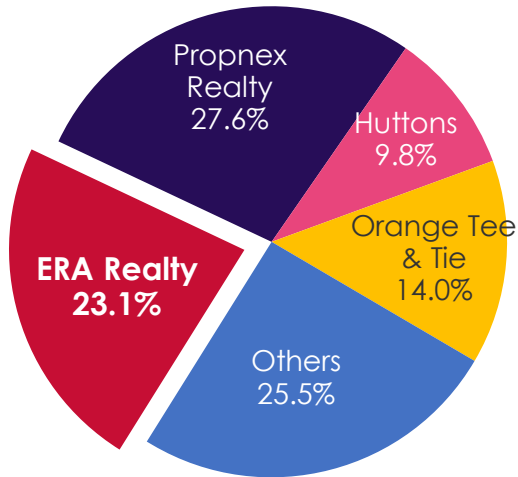
FY2019 Non-brokerage Gross Profit by Business Segments



ONE OF THE LARGEST REAL ESTATE AGENCIES IN SINGAPORE WITH MORE THAN 7,200 AGENTS⁽¹⁾

- ✓ Industry pioneer with 38 years of solid track record in the real estate brokerage industry
- ✓ Exclusive ERA regional master franchise rights to 17 countries in the Asia-Pacific Region
- ✓ Largest ERA Member Broker globally⁽²⁾

Market Share of Agents⁽³⁾



Industry Awards



Note:

- As at 31 May 2020
- By number of transactions
- As at 3 January 2020 based on CEA's public register (<https://data.gov.sg/dataset/cea-salesperson-info>)

EXCLUSIVE ERA REGIONAL MASTER FRANCHISE RIGHTS FOR 17 COUNTRIES IN THE ASIA-PACIFIC REGION

 Acquired exclusive ERA regional master franchise rights for 17 countries in the Asia-Pacific region from Realogy in 1999

- Initial term of 30 years expiring in 2029, renewable for further terms of 30 years⁽¹⁾

 One of the largest brand footprints in Asia with more than 17,500 agents in 642 offices across 10 countries through our ERA franchisees⁽²⁾

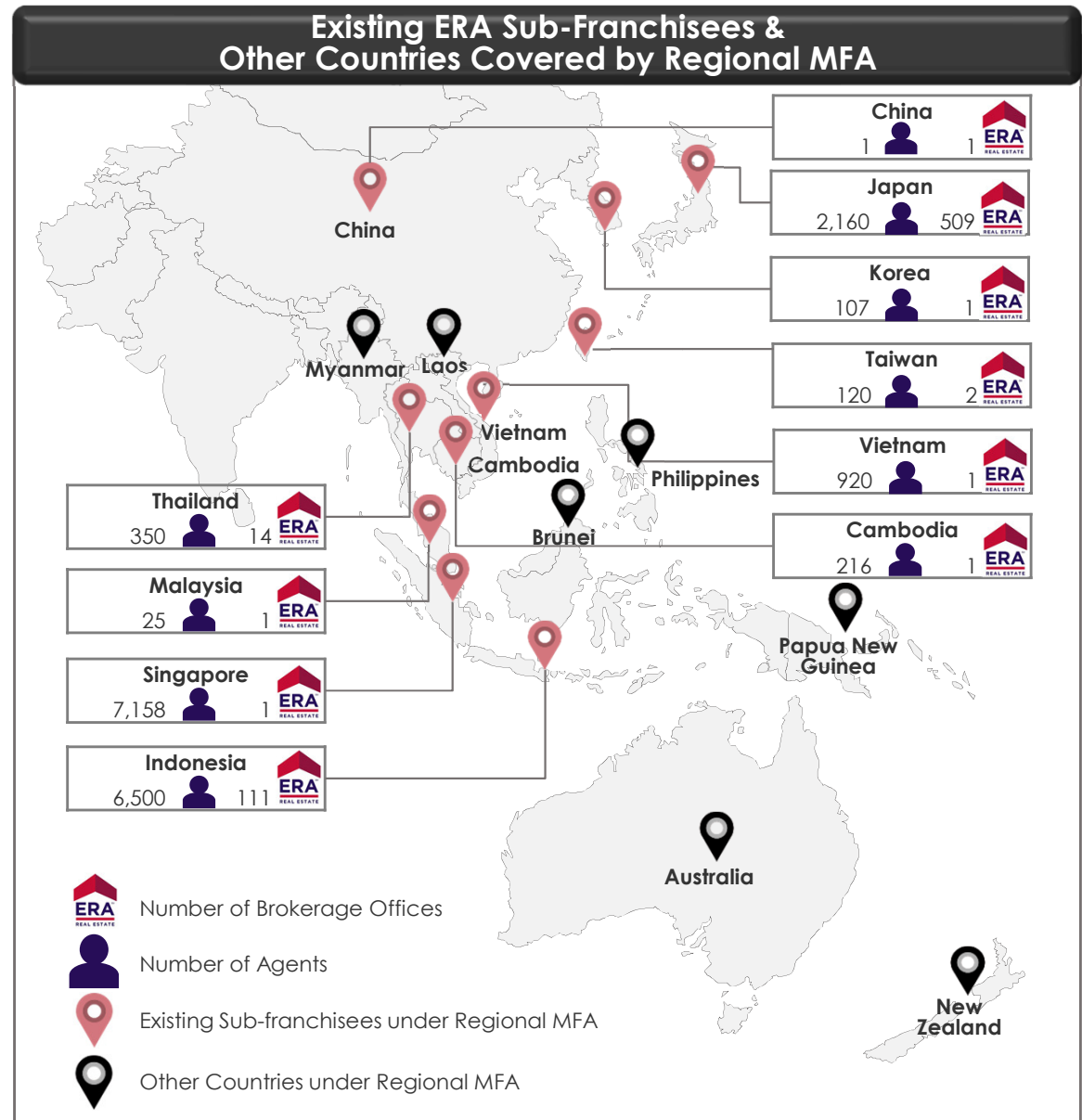
- Significant presence in Singapore, Japan and Indonesia
- Master Franchisee Agreement for Cambodia signed in February 2018

 Benefits of franchise model:

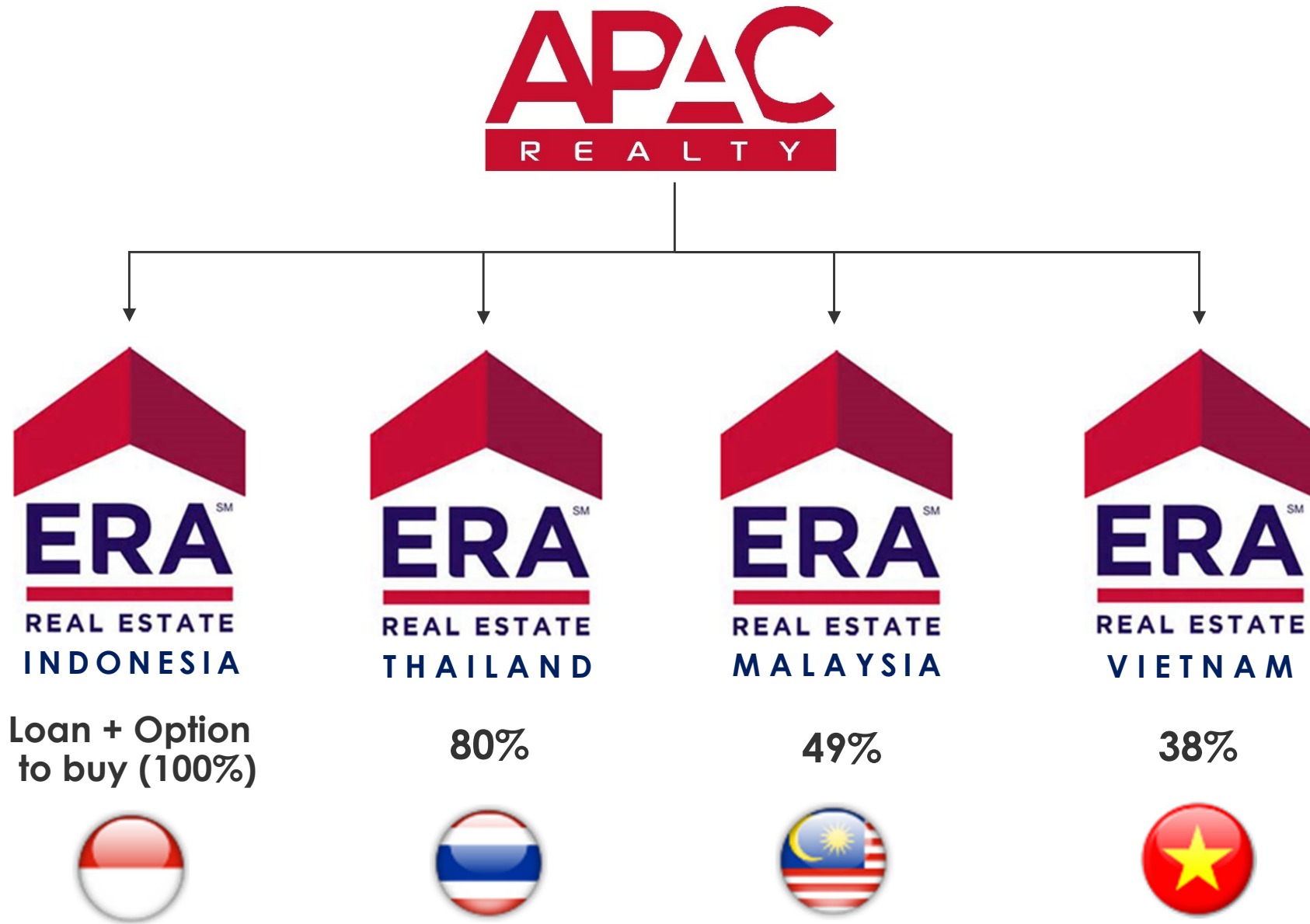
- Ability to build our regional presence and network in a capital-efficient manner
- Greater cross-selling opportunities with our overseas franchisees
- Leverage on the ERA system made available to member brokers to offer a full range of products and services

Note:

1. Each subject to certain conditions
2. As at 31 March 2020

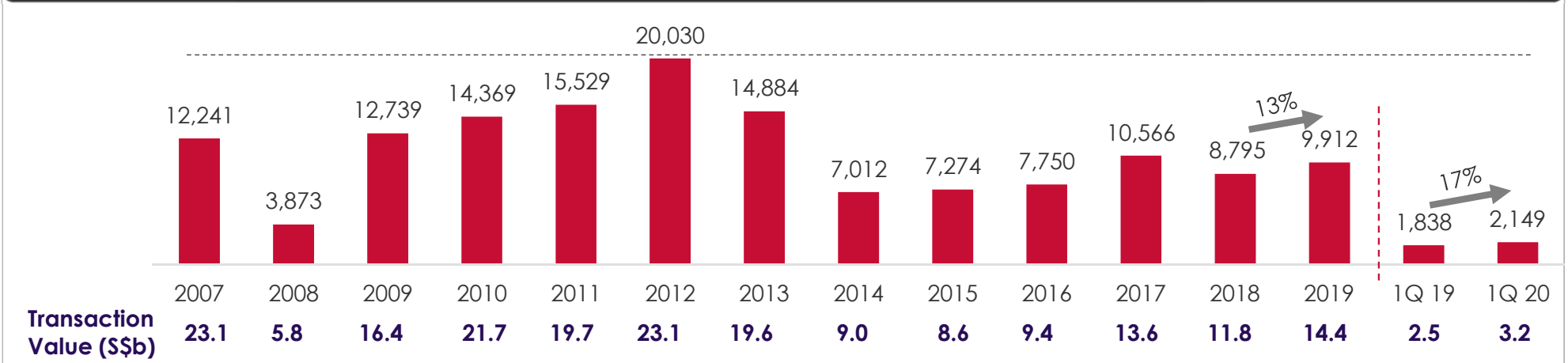


OVERSEAS EXPANSION

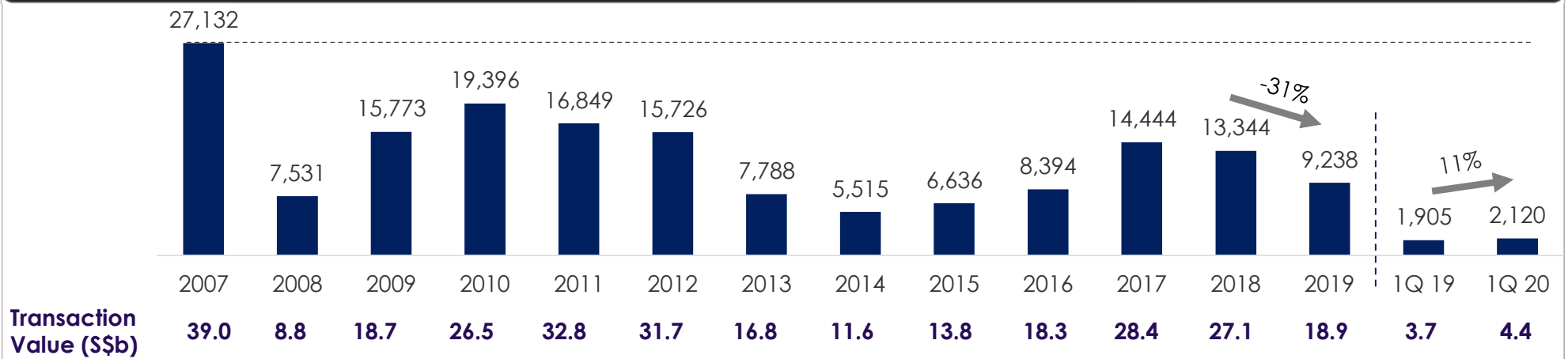


SINGAPORE PRIVATE RESIDENTIAL PROPERTY SECTOR

Singapore Primary Residential Market (Private, excluding ECs) – Transaction Volume In Units



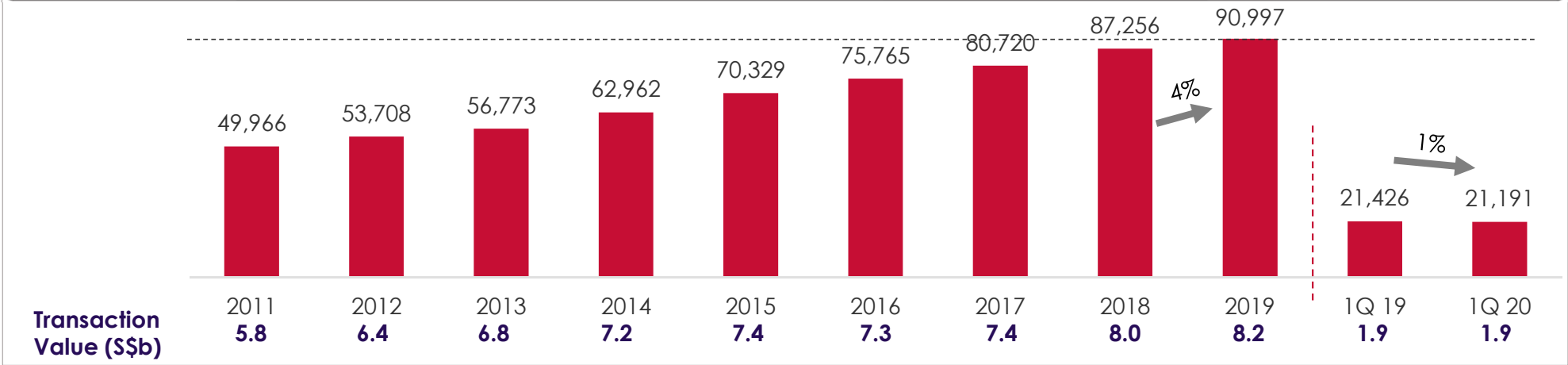
Singapore Secondary Residential Market (Private) – Transaction Volume In Units



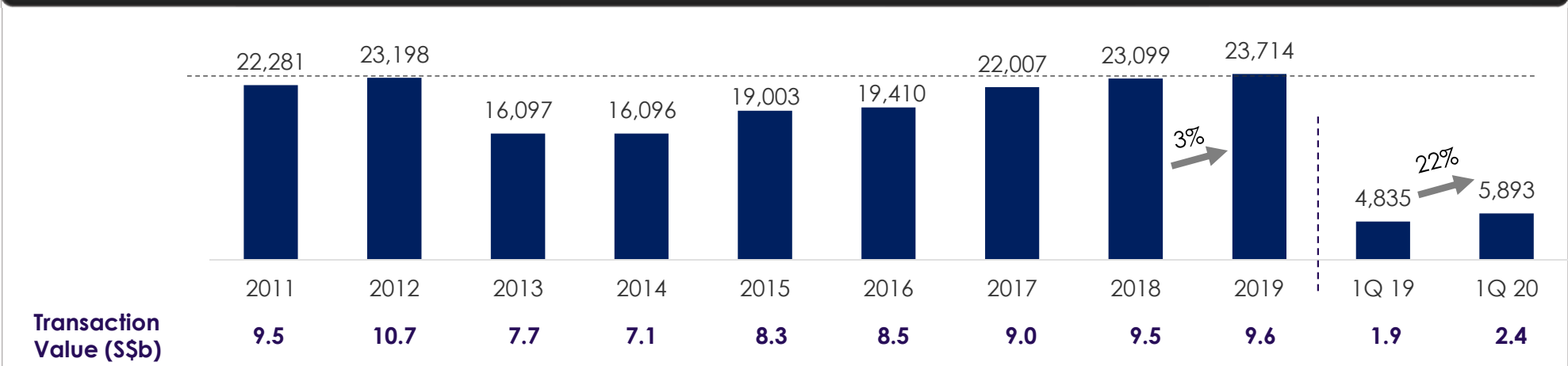
Source: Independent Market Research Report, URA

SINGAPORE PRIVATE RESIDENTIAL LEASING AND HDB RESALE SECTOR

Singapore Private Residential Leasing – Transaction Volume In Units



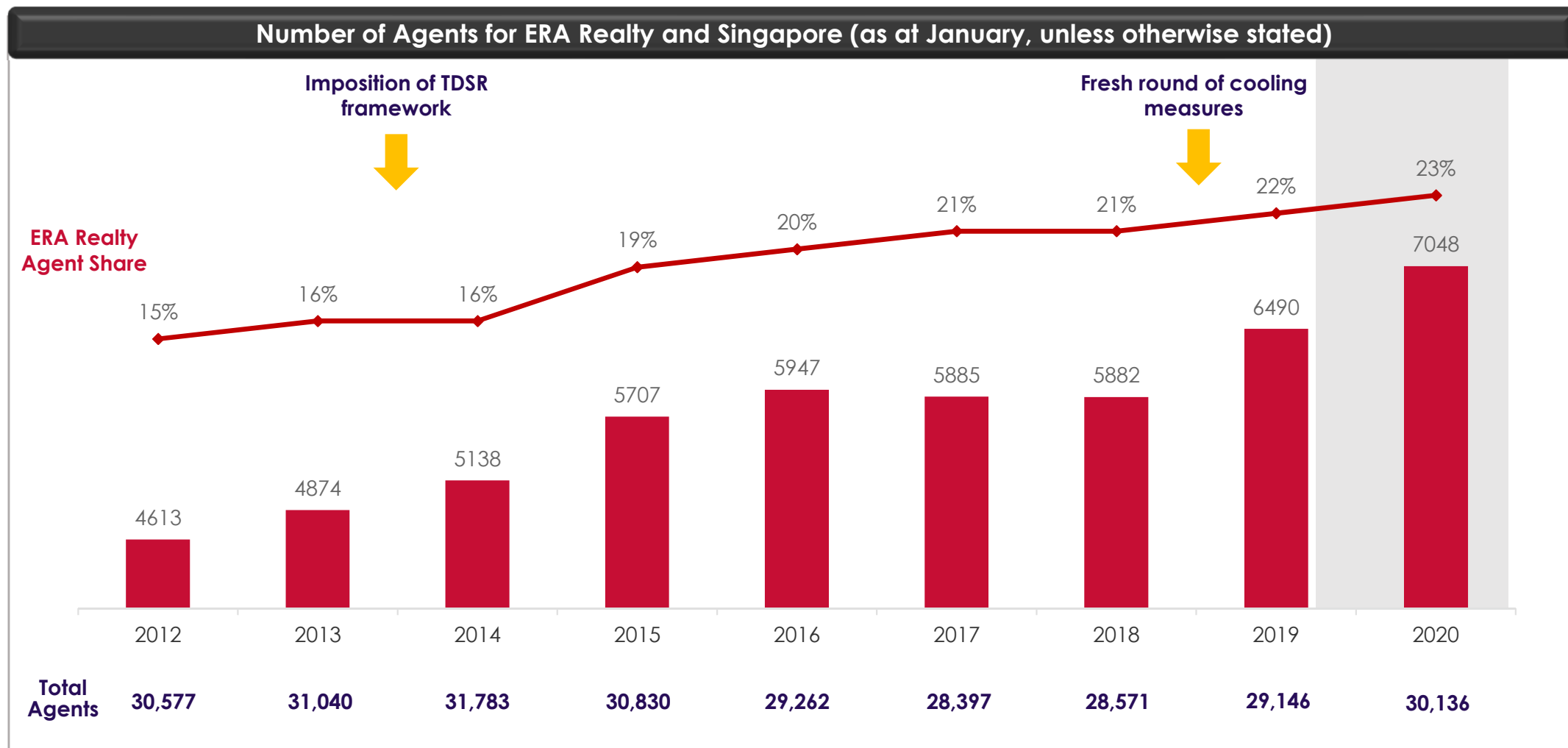
Singapore HDB Resale Market – Transaction Volume In Units



Source: Independent Market Research Report, URA, HDB

MARKET LEADER IN SINGAPORE WITH ONE OF THE LARGEST AGENT NETWORKS

Our agent network has increased steadily amidst market consolidation, testament to our Group's success in retaining and recruiting agents



Source: Independent Market Research Report, CEA

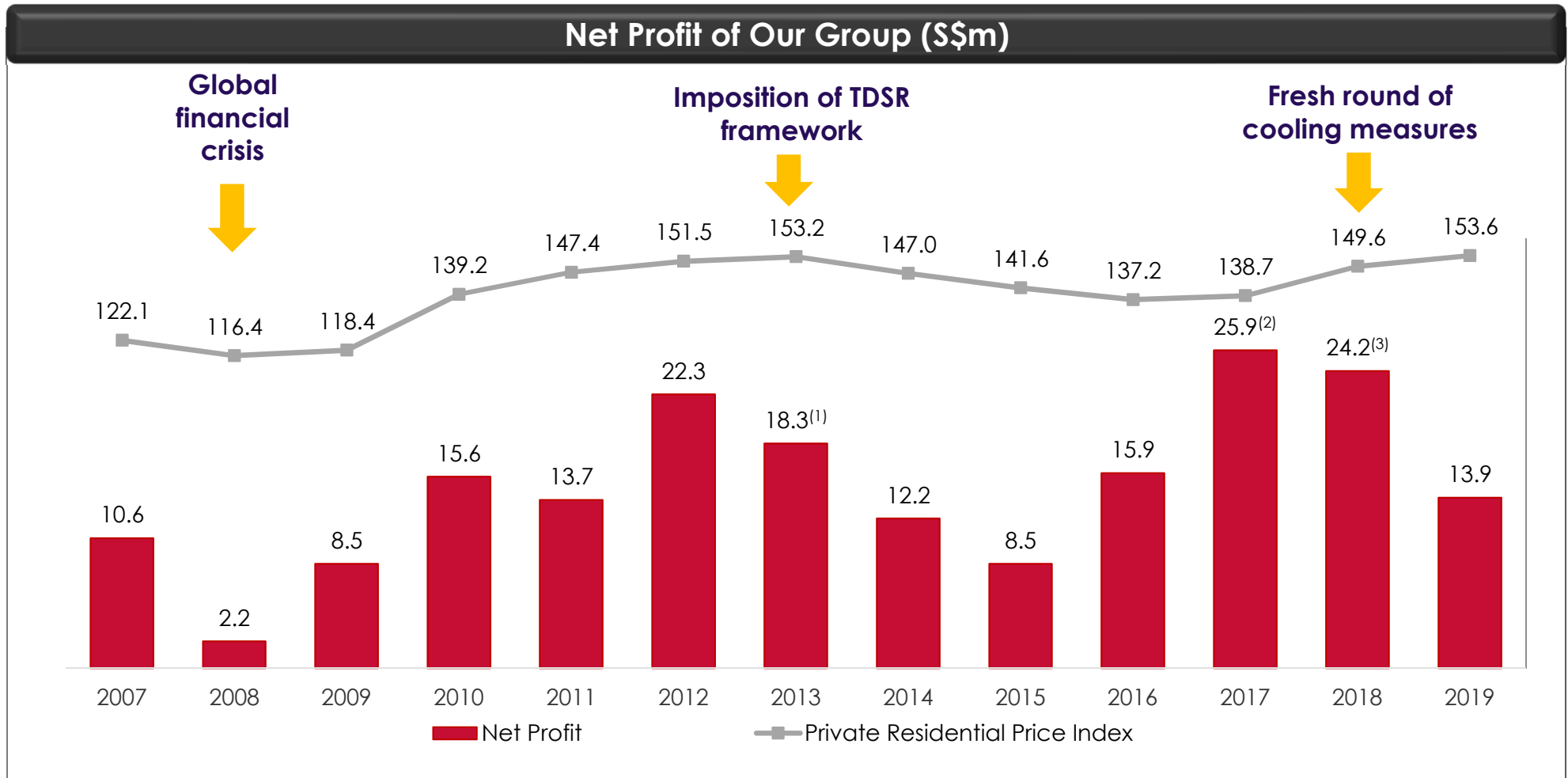


PROJECT MARKETING – SECURED MARKETING AGENT ROLES IN 38 PROJECTS FOR 2020

Project	Location	Developer	No. of Units
43 projects already launched in Year 2019			15,352
The Avenir	River Valley Close	Hong Leong Investment / GuocoLand	396
Leedon Green	Farrer Road	Yanlord Land Group / MCL Land	638
Van Holland	Holland Road	Koh Brothers Group	69
Sloane Residences	Balmoral Road	Tiong Seng / Ocean Sky	52
Parc Canberra (EC)	Canberra Link	Hoi Hup / Sunway	496
Verticus	Jalan Kemaman	Soilbuild	162
The M	Middle Road	Wing Tai Holdings	522
19 Nassim	Nassim Hill	Keppel Land	101
Tedge	Changi Road	Macly Group	47
KOPAR at Newton	Kampong Java Road	CEL	436
Ola (EC)	Anchorvale Crescent	Evia Real Estate and Gamuda	548
Davley Haus	Dalvey Road	KOP	65
15 Holland Hill	Holland Hill	Kheng Leong	59
13 projects already launched in Year 2020 to-date			3,591
25 more projects to be launched in Year 2020 & 1H 2021			12,304

RESILIENT BUSINESS MODEL

A resilient business model allows us to maintain profitability during economic downturns and property market cycles



Note:

1. Excludes expenses related to the acquisition of our subsidiaries from Hering
2. Includes IPO expenses of \$1.18m
3. Includes one-off expenses relating to acquisition of Toa Payoh property of \$0.3m

Net profit from 2007 to 2013 are calculated based on a summation of the net profits of the wholly-owned subsidiaries of APAC Realty Limited for each of the respective financial years.



- 

Strengthen and expand presence in Singapore

1
- 

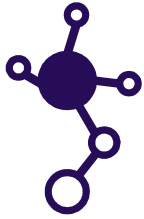
Expand range of services and geographical presence in Asia-Pacific region

2
- 

Enhance technological capabilities

3

STRENGTHEN AND EXPAND PRESENCE IN SINGAPORE



Establish a centralised business centre



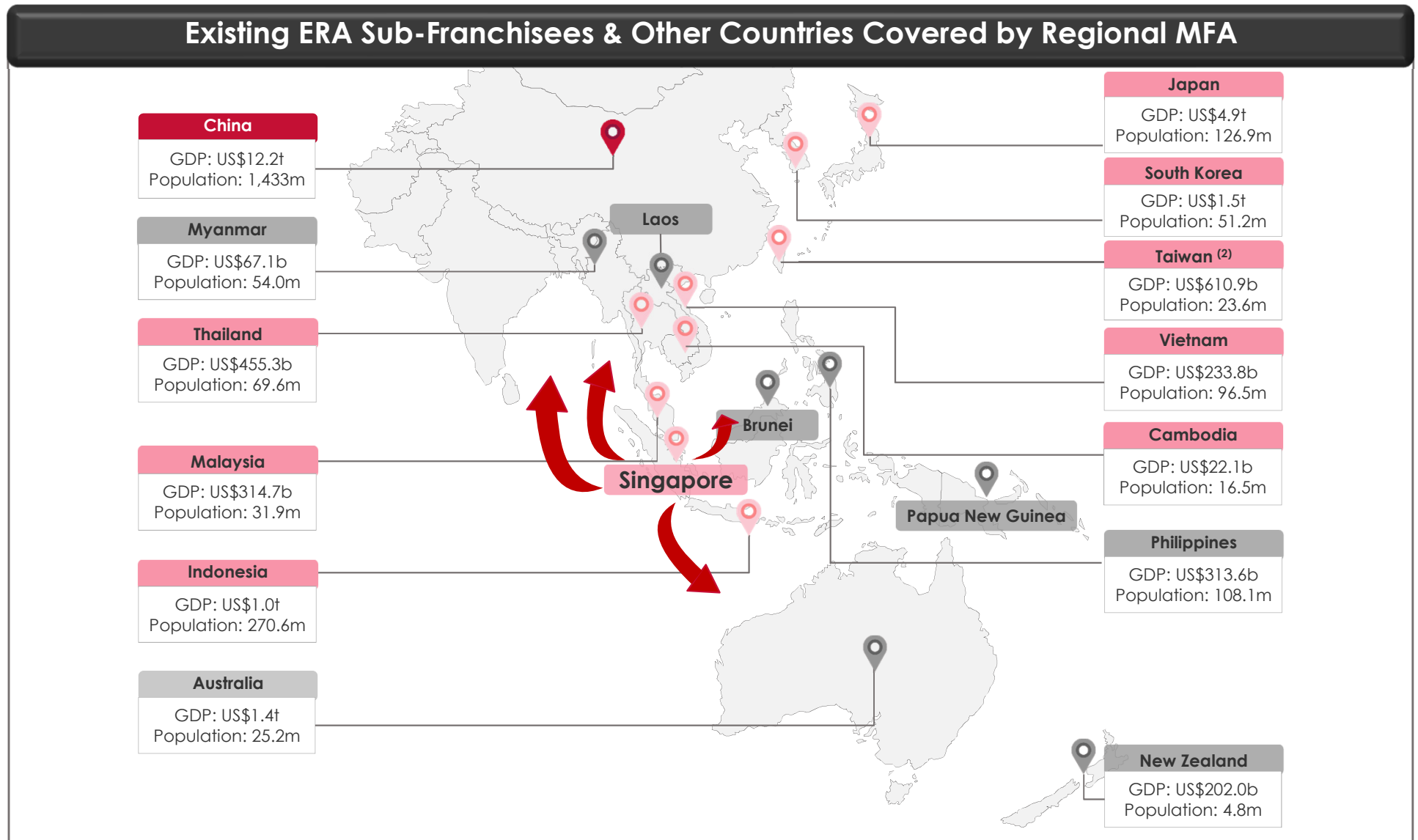
Additional stream of recurring income through leasing part of the business centre as private office space to agents



Increase agent network through recruitment to capture the increasing property sales volume



... and Geographical Presence in Asia-Pacific Region



Note:

1. United Nations Database, GDP at current prices and population figures for 2019 (extracted 8 June 2020)
2. National Statistics Bureau, Republic of China (Taiwan), www.eng.stat.gov.tw (extracted 8 June 2020)

ENHANCE TECHNOLOGICAL CAPABILITIES

Sourcing



iERA & ERA Pro

- ◆ App helps agents in direct sourcing and also supporting them in closing deals via various visual features

24/7 Prop Watch

24/7 Prop Watch Web

URBAN ZOOM

- ◆ Web portal facilitates on-going agent-client relationships
- ◆ Facilitates leads generation

Evaluation

Negotiation

Administration

Focus of innovation and value-add



- ◆ App provides agents with resources at their fingertips, helping them navigate admin and address clients' queries



- ◆ Web portal helps agents track their performance and navigate admin