



CHINA AVIATION OIL (SINGAPORE) CORPORATION LTD

(Company Registration No: 199303293Z)

(Incorporated in Singapore)

Minutes of 30th Annual General Meeting of the Company held on Thursday, 25 April 2024 at 3:00 p.m. at Room 700, Stephen Riady Auditorium @NTUC, One Marina Boulevard, Singapore 018989.

Present:	
Board of Directors	Mr Shi Yanliang, Executive Chairman Mr Teo Ser Luck, Lead Independent Director Mr Zhang Yuchen, Non-Executive, Non-Independent Director (via video conference) Mr Lin Yi, Chief Executive Officer/Executive Director Mr Hee Theng Fong, Independent Director Dr Fu Xingran, Independent Director Dr Jeffrey Goh, Independent Director Dr Richard Yang, Non-Executive, Non-Independent Director
Shareholders/Proxies	As set out in the attendance records maintained by the Company
In Attendance:	Mr Zou Yaoping, Chief Financial Officer/Vice President Mrs Doreen Nah, Company Secretary/General Counsel cum Head of Legal & Compliance/Office of Board Secretary Mr Koh Jia Mian, Head of Finance
By Invitation:	Ms Seah Gek Choo, Deloitte & Touche LLP Ms Han Shu Ying, Deloitte & Touche LLP Mr Kevin Ho, WongPartnership LLP Ms Valerie Lim, WongPartnership LLP Ms Charis Chan, WongPartnership LLP Mr Ng Kian Hui, BDO LLP Mr Steve Chin Yee Fong, BDO LLP

1. INTRODUCTION

Mr Zou Yaoping, Chief Financial Officer/Vice President (“**CFO/VP**”), delivered a short presentation on the financial performance of the Company for the financial year ended 31 December 2023 and its business outlook for the current financial year.

2. WELCOME ADDRESS

- 2.1 On behalf of the Board of Directors, Chairman, Mr Shi Yanliang (“**Chairman**”), welcomed all present at the 30th Annual General Meeting of the Company (“**30th AGM**”) and, having ascertained that a quorum was present, called the 30th AGM to order at 3:20 p.m.

3. NOTICE OF 30TH ANNUAL GENERAL MEETING

- 3.1 The notice convening the 30th AGM dated 1 April 2024 (“**Notice of Annual General Meeting**”) which had been published in the Business Times as well as on SGXNet and the Company’s website on 1 April 2024, was taken as read.



- 3.2 Reliance 3P Advisory Pte Ltd had been appointed as the independent scrutineer for verification and supervision of the counting of the votes cast through valid proxies and also verify votes cast by shareholders during the 30th AGM. Boardroom Corporate & Advisory Services (Pte) Ltd had been appointed as the polling agent for the 30th AGM.
- 3.3 Before proceeding with the business of the 30th AGM, Chairman added that in accordance with Regulation 64 of the Constitution of the Company, each of the Resolutions set out in the Notice of Annual General Meeting would be decided by way of a poll. Polling would be conducted electronically via wireless handheld device.
- 3.4 Chairman informed that as of 12 April 2024, 5 p.m., no questions were received from shareholders and investors who hold shares through relevant intermediaries by the aforesaid deadline.
- 3.5 Chairman proceeded to deal with the business of the 30th AGM.

4. ORDINARY BUSINESS *As Ordinary Resolutions*

4.1 Resolution 1 – Adoption of Directors’ Statement and Audited Financial Statements for the year ended 31 December 2023 and the Auditors’ Report thereon.

- (a) The Chairman tabled the motion which read as follows:

To receive and adopt the Directors’ statement and audited financial statements for the financial year ended 31 December 2023 together with the auditors’ report thereon.

- (b) The motion was proposed by Ms Penny Chai Bing Nee and seconded by Ms Ee Su Leng Susanna.

4.2 Resolution 2 – Declaration of First and Final (One-Tier, Tax Exempt) Ordinary Dividend and One-tier, Tax Exempt Special Dividend for the Financial Year ended 31 December 2023.

- (a) Chairman tabled the motion relating to the declaration and payment of a first and final (one-tier, tax exempt) dividend of 2.71 Singapore cents per ordinary share, and a one-tier, tax exempt special dividend of 2.34 Singapore cents per ordinary share for the financial year ended 31 December 2023.

- (b) The motion was proposed by Ms Ee Su Leng Susanna and seconded by Ms Penny Chai Bing Nee.



4.3 Resolution 3 – Approval of Directors’ Fees for the Financial Year Ended 31 December 2023

- (a) The Chairman tabled the motion relating to the proposed payment of S\$506,000 as Directors’ fees for the financial year ended 31 December 2023.
- (b) The motion was proposed by Ms Ee Su Leng Susanna and seconded by Ms Penny Chai Bing Nee.

4.4 Resolution 4 – Re-election of Mr Teo Ser Luck as a Director Pursuant to Regulation 94 of the Constitution

- (a) Chairman tabled the motion relating to the re-election of Mr Teo Ser Luck as a Director pursuant to Regulation 94 of the Constitution of the Company. Mr Teo Ser Luck indicated his willingness to be re-elected as a Director of the Company. Upon re-election, Mr Teo Ser Luck would continue to serve as Chairman of the Audit Committee and Sustainability Committee, and a member of the Risk Management Committee and Nominating Committee. He is considered a Non-Executive, Independent Director of the Company.
- (b) The motion was proposed by Ms Penny Chai Bing Nee and seconded by Mr Goh Yeow Kee.

4.5 Resolution 5 - Re-election of Mr Hee Theng Fong as a Director Pursuant to Regulation 94 of the Constitution of the Company

- (a) Chairman tabled the motion relating to the re-election of Mr Hee Theng Fong as a Director pursuant to Regulation 94 of the Constitution of the Company. Mr Hee Theng Fong had indicated his willingness to be re-elected as a Director of the Company. Upon re-election, Mr Hee Theng Fong would continue to serve as Chairman of the Risk Management Committee, and a member of the Audit Committee, Remuneration Committee and Sustainability Committee. He is considered a Non-Executive, Independent Director of the Company.
- (b) The motion was proposed by Ms Ee Su Leng Susanna and seconded by Ms Penny Chai Bing Nee.

4.6 Resolution 6 – Re-election of Mr Shi Lei as a Director Pursuant to Regulation 94 of the Constitution of the Company

- (a) Chairman tabled the motion relating to the re-election of Mr Shi Lei as a Director pursuant to Regulation 94 of the Constitution of the Company. Mr Shi Lei indicated his willingness to be re-elected as a Director of the Company. Upon re-election, Mr Shi Lei would continue to serve as Vice Chairman of the Nominating Committee and Remuneration Committee, and a member of the Risk Management Committee. He is considered a Non-Executive, Non-Independent Director of the Company.
- (b) The motion was proposed by Ms Penny Chai Bing Nee and seconded by Ms Ee Su Leng Susanna.



4.7 Resolution 7 – Re-election of Mr Shi Yanliang as a Director Pursuant to Regulation 100 of the Constitution of the Company

- (a) As Resolution 7 related to the re-election of Mr Shi Yanliang as Director pursuant to Regulation 94 of the Constitution of the Company, Mr Teo Ser Luck took over the Chair.
- (b) Mr Teo Ser Luck tabled the motion relating to the re-election of Mr Shi Yanliang as a Director pursuant to Regulation 100 of the Constitution of the Company. Mr Shi Yanliang had indicated his willingness to be re-elected as a Director of the Company. Upon re-election, Mr Shi Yanliang would continue to serve as the Executive Chairman of the Company.
- (c) The motion was proposed by Ms Ee Su Leng Susanna and seconded by Ms Penny Chai Bing Nee.

5. SPECIAL BUSINESS

As Ordinary Resolutions

5.1 Resolution 8 – Granting Authority to the Directors to Issue Ordinary Shares in the Company Pursuant to Section 161 of the Companies Act 1967 and the Listing Manual of the Singapore Exchange Securities Trading Limited.

- (a) Chairman explained that Resolution 8, if passed, would give authority to Directors to issue ordinary shares in the Company pursuant to Section 161 of the Companies Act 1967 and the Listing Manual of the Singapore Exchange Securities Trading Limited, the details of which had been set out in the Notice of Annual General Meeting.
- (b) The motion was proposed by Mr Kar Boon Chwee and seconded by Mr Seah Kok Hong.

5.2 Resolution 9 – Proposed Renewal of the General Mandate for Interested Person Transactions

- (a) Resolution 9 sought shareholders' approval to renew the General Mandate for Interested Person Transactions. The full text and detailed explanations had been set out in the Notice of Annual General Meeting.
- (b) The motion was proposed by Mr Goh Yeow Kee and seconded by Ms Ee Su Leng Susanna.

5.3 Resolution 10 – Proposed Renewal of the Share Purchase Mandate

- (a) Resolution 10 sought shareholders' approval to renew the Share Purchase Mandate. The full text and detailed explanation of this Resolution had been set out in the Notice of Annual General Meeting.
- (b) The motion was proposed by Ms Ee Su Leng Susanna and seconded by Mr Seah Kok Hong.



5.4 Resolution 11 – Approval of Change of Auditors of the Company from Deloitte & Touche LLP to BDO LLP

- (a) Resolution 11 sought shareholders' approval to approve the change of auditors of the Company from Deloitte & Touche LLP to BDO LLP. The full text and detailed explanation of this Resolution had been set out in the Notice of Annual General Meeting.
- (b) The motion was proposed by Ms Penny Chai Bing Nee and seconded by Mr Seah Kok Hong.

6. Questions and Answers Session

- 6.1 In response to Mr Anselm Richter's enquiry on the trade sanctions risk exposure faced by the Company in relation to its procurement of oil products, Mr Lin Yi, Chief Executive Officer/Executive Director ("**CEO/ED**"), replied that the Company had implemented strict measures to mitigate trade sanctions-related risk. The Company had also put in place robust sanctions screening processes to ensure that the Group does not procure oil products from sanctioned entities or countries. He added that the Company strictly prohibits any business dealings with sanctioned parties and that the Company's trade sanctions-related risks are effectively managed.
- 6.2 In response to Mr Khoo Yee Hock's enquiry on the proposed appointment of BDO LLP as the new external auditors of the Company, CFO/VP replied that in line with the Company's Financial Audit Management Measures (the "**Management Measures**"), the Company shall not retain the same external auditors for more than five (5) consecutive full-year audits, or in the case where the existing external auditors have been assessed to deliver good quality audits and, subject to Board approval, the Company may retain the same external auditors for up to eight (8) consecutive full-year audits. As Deloitte & Touche LLP ("**Deloitte**") had been retained as auditors of the Company for eight (8) consecutive full-year audits, in line with applicable requirements of the Management Measures and as part of the Company's good corporate governance initiatives, the Audit Committee had recommended a rotation of the Company's auditors. The Audit Committee and the Board had approved and recommended the proposed appointment of BDO LLP as the new auditors of the Company at the 30th AGM. In selecting BDO LLP as the proposed new auditors, the Company had considered the international network and resources, recognition and global presence of BDO LLP, their audit approach and methodology, as well as their internal governance processes, key personnel and fees.
- 6.3 In response to Mr Yam Hong's enquiry on when the Company's revenue and net profit would return to its pre-Covid levels, CEO/ED said that the multifaceted challenges faced by the Company, such as the complex geopolitical landscape and muted recovery of international flights in China continued to exacerbate operational challenges for the Company. As such, the Company's FY2023 financial performance had yet to recover to pre-Covid levels. Notwithstanding this, the Company's net profit and earnings per share had increased 75.9% and 75.38% year-on-year respectively. He added that while the Company does not provide a forecast of its earnings, it would continue to strive to deliver better financial results.



- 6.4 Referring to the Company's strong cash position, Mr Seah Kok Hong enquired if the Company would consider undertaking share buybacks to enhance its share value, and whether the Company has a fixed price range for share buyback. CFO/VP explained that the Company would need to maintain a strong cash position to carry out its international trading business while ensuring that the Company has sufficient funds to mitigate potential business risks associated with volatility in oil prices as well as to meet the working capital requirements of its oil trading business. At the same time, the Company would be able to leverage its sufficient cash reserves and seize opportunities to enhance its asset structure and invest in oil-related assets that are synergetic to the Company's core businesses. In doing so, the Company would be able to enhance sustainable growth and create long-term shareholder returns. Responding to Mr Seah's question relating to share buyback, Mrs Doreen Nah, Company Secretary/General Counsel cum Head of Legal & Compliance/Office of Board Secretary, ("**Company Secretary**") said that no fixed range of the Company's share price has been set for share buyback, and it depends on prevailing market conditions and where the Company's share price is, relative to the prospect at the point in time. She also added that in the near term, the Company does not have any plans to undertake share buybacks.
- 6.5 Mr Leong Kok Yeow enquired if the Company would consider paying higher dividends to attract more investors, and whether the Company would carry out speculative options trading. In response to Mr Leong's enquiry relating to higher dividend payouts, the Company Secretary said that the Company has always been committed to creating value for its shareholders. She added that the guiding principles for dividend distributions by the Company under the Company's dividend policy included inter alia, the distribution by the Company of 30% of the annual consolidated net profits attributable to shareholders (one-tier, tax exempt) in a financial year. If the Company's performance continues to grow, the dividends distributed to shareholders will also increase, fulfilling the Company's commitment to creating value for its shareholders.

Referring to Mr Leong's question relating to whether the Company has carried out speculative options trading, CFO/VP replied that the Company did not undertake any speculative options trading. At present, the Company uses oil futures and swaps to hedge its exposure to physical commodity prices uncertainty and volatility. Considering that the Company strictly prohibits undertaking of any business transactions that are purely speculative in nature, all risks associated with trading in financial derivatives are managed and controlled within the Company's risk appetite. In response to Mr Leong Kok Yeow's third enquiry on the Company's plans on transition to a low-carbon emission corporation, CEO/ED replied that the Company's commitment to mitigating climate change has been exemplified through intensive efforts into sustainable aviation fuel ("**SAF**"). For instance, the Company had secured the required accreditations for the supply and trading of SAF as well as establishing a comprehensive business model and value chain of "procurement, logistics and sales" in relation to its SAF business. He added that the Company would continue to grow and develop its SAF business and remain committed to driving the sustainability transition to reducing its carbon footprint.



6.6 In response to Mr Foo Kok Chong's enquiry on whether the Company would need to undertake capital investments to support its SAF business, CEO/ED replied that investment in SAF-related infrastructures is not a prerequisite for the SAF business. However, as the Company scales up its SAF business, it would proactively source for suitable investment opportunities in SAF-related assets that are synergistic to the Company's business to better support the expansion of its SAF business.

7. Polling Results

7.1 Resolution 1 – Adoption of Directors' Statement and Audited Financial Statements for the year ended 31 December 2023 and the Auditors' Report thereon.

(a) Chairman put Resolution 1 to vote. The results of the votes conducted by poll were as follows:

For		Against	
Number of Shares	%	Number of Shares	%
633,830,612	99.99	70,300	0.01

(b) Based on the results of the poll, Chairman declared Resolution 1 carried.

7.2 Resolution 2 – Declaration of First and Final (One-Tier, Tax Exempt) Ordinary Dividend and One-tier, Tax Exempt Special Dividend for the Financial Year Ended 31 December 2023.

(a) Chairman put Resolution 2 to vote. The results of the votes conducted by poll were as follows:

For		Against	
Number of Shares	%	Number of Shares	%
634,888,535	99.99	89,980	0.01

(b) Based on the results of the poll, Chairman declared Resolution 2 carried.

7.3 Resolution 3 – Approval of Directors' Fees for the Financial Year Ended 31 December 2023

(a) Chairman put Resolution 3 to vote. The results of the votes conducted by poll were as follows:

For		Against	
Number of Shares	%	Number of Shares	%
633,870,435	99.91	583,471	0.09

(b) Based on the results of the poll, Chairman declared Resolution 3 carried.



7.4 Resolution 4 – Re-election of Mr Teo Ser Luck as a Director Pursuant to Regulation 94 of the Constitution

- (a) Chairman put Resolution 4 to vote. The results of the votes conducted by poll were as follows:

For		Against	
Number of Shares	%	Number of Shares	%
618,684,018	97.48	15,963,795	2.52

- (b) Based on the results of the poll, Resolution 4 was declared carried.

7.5 Resolution 5 - Re-election of Mr Hee Theng Fong as a Director Pursuant to Regulation 94 of the Constitution of the Company

- (a) Chairman put Resolution 5 to vote. The results of the votes conducted by poll were as follows:

For		Against	
Number of Shares	%	Number of Shares	%
633,241,220	99.81	1,191,862	0.19

- (b) Based on the results of the poll, Chairman declared Resolution 5 carried.

7.6 Resolution 6 – Re-election of Mr Shi Lei as a Director Pursuant to Regulation 94 of the Constitution of the Company

- (a) Chairman put Resolution 6 to vote. The results of the votes conducted by poll were as follows:

For		Against	
Number of Shares	%	Number of Shares	%
617,829,942	97.36	16,722,888	2.64

- (b) Based on the results of the poll, Chairman declared Resolution 6 carried.



7.7 Resolution 7 – Re-election of Mr Shi Yanliang as a Director Pursuant to Regulation 100 of the Constitution of the Company

- (a) Chairman put Resolution 7 to vote. The results of the votes conducted by poll were as follows:

For		Against	
Number of Shares	%	Number of Shares	%
633,589,086	99.85	954,124	0.15

- (b) Based on the results of the poll, Chairman declared Resolution 7 carried.

7.8 Resolution 8 – Granting Authority to the Directors to Issue Ordinary Shares in the Company Pursuant to Section 161 of the Companies Act 1967 and the Listing Manual of the Singapore Exchange Securities Trading Limited.

- (a) Chairman put Resolution 8 to vote. The results of the votes conducted by poll were as follows:

For		Against	
Number of Shares	%	Number of Shares	%
621,153,543	97.90	13,318,447	2.10

- (b) Based on the results of the poll, Chairman declared Resolution 8 carried.

7.9 Resolution 9 – Proposed Renewal of the General Mandate for Interested Person Transactions

- (a) Chairman stated that by virtue of the interests of China National Aviation Fuel Group Limited (“**CNAF**”) and BP Investments Asia Limited (“**BPIA**”) in the proposed renewal of the General Mandate for Interested Person Transactions, CNAF and BPIA would abstain from voting on Resolution 9.

- (b) Chairman put Resolution 9 to vote. The results of the votes conducted by poll were as follows:

For		Against	
Number of Shares	%	Number of Shares	%
19,425,098	98.13	371,176	1.87

- (c) Based on the results of the poll, Chairman declared Resolution 9 carried.



7.10 Resolution 10 – Proposed Renewal of the Share Purchase Mandate

- (a) Chairman put Resolution 10 to vote. The results of the votes conducted by poll were as follows:

For		Against	
Number of Shares	%	Number of Shares	%
633,455,916	99.86	862,500	0.14

- (b) Based on the results of the poll, Chairman declared Resolution 10 carried.

7.11 Resolution 11 – Approval of Change of Auditors of the Company from Deloitte & Touche LLP to BDO LLP

- (a) Chairman put Resolution 11 to vote. The results of the votes conducted by poll were as follows:

For		Against	
Number of Shares	%	Number of Shares	%
633,442,960	99.96	255,068	0.04

- (b) Based on the results of the poll, Chairman declared Resolution 11 carried.

There being no other business, the Chairman declared the Meeting closed at 4.45 p.m. and thanked all present for their attendance.

SIGNED AS A CORRECT RECORD OF THE PROCEEDINGS OF THE MEETING

MR SHI YANLIANG
CHAIRMAN