

AMCORP GLOBAL LIMITED
(Company Registration No.: 201230851R)
(Incorporated in the Republic of Singapore)
(the “Company”)

MINUTES OF EXTRAORDINARY GENERAL MEETING

PLACE	:	Via live audio-visual webcast
DATE	:	28 July 2022
TIME	:	4.20 p.m.
PRESENT	:	Er. Dr. Lee Bee Wah (as proxy) Ms Wan Phooi Har Ms Chan Yoke Chan Ms Yip Pui Chen (Representative of RHB Bank Nominees Pte Ltd)
IN ATTENDANCE	:	Mr. Kamil Ahmad Merican (Independent Director) Mr. Tay Beng Chai (Independent Director) Mr. Soo Kim Wai (Non-Independent and Non-Executive Director) Mr. Shahman Azman (Non-Independent and Non-Executive Director) Mr. Toh Leng Poh (Chief Operating Officer) Mr. Ng Tah Wee (Financial Controller and Joint Company Secretary)
CHAIRMAN	:	Er. Dr. Lee Bee Wah

QUORUM

There being a quorum, the Chairman declared the meeting open at 4.20 p.m.

NOTICE

The Notice of Extraordinary General Meeting (“EGM”) dated 13 July 2022 convening the meeting was taken as read.

NOTE ON CONDUCT OF THE MEETING

The Chairman informed the meeting that, in accordance with the COVID-19 (Temporary Measures) Act 2020 and the related order on the conduct of alternative arrangements for general meetings, all votes on the resolutions tabled at this EGM were based on the proxy forms received and only the Chairman of the meeting was appointed as a proxy. In her capacity as Chairman of the meeting, she had been appointed as the proxy by the shareholders and she would vote in accordance with the specific instructions of these shareholders.

The Company had made an announcement on SGXNet on 13 July 2022 informing shareholders to submit their proxy forms by 4.30 p.m. on 26 July 2022 to appoint the Chairman of the Meeting to cast votes on their behalf. All resolutions tabled at this EGM had been voted on by poll based on the proxy forms that were submitted to the Company at least 48 hours before the meeting.

The Chairman informed the shareholders that Finova BPO Pte Ltd and B.A.C.S. Private Limited had been appointed as Scrutineer and Polling Agent respectively. The validity of the proxies submitted by the shareholders by the submission deadline of 4.30 p.m. on 26 July 2022 had been reviewed and the votes of all such valid proxies had been counted and verified.

The Chairman also informed the meeting that, as stated in the Notice of EGM, there would not be a “live” question and answer session during the meeting, and noted that no question was received from shareholders during the notice period.

The Chairman proceeded with the ordinary business of the meeting.

ORDINARY RESOLUTIONS:

THE PROPOSED ADOPTION OF THE AMCORP GLOBAL EMPLOYEE SHARE OPTION SCHEME 2022 (THE “ESOS”) – RESOLUTION 1

Ordinary Resolution 1 was to approve the proposed adoption of the Amcorp Global Employee Share Option Scheme 2022.

The text of the resolution was set out under Ordinary Resolution 1 in the Notice of the meeting on page N-1 of the Circular and the Chairman proposed the said resolution.

The Chairman casted her votes in accordance with the voting instructions received as follows:

	Number of Shares	Percentage (%)
For the Resolution	413,692,384	100
Against the Resolution	333	0
Abstained on the Resolution	-	-
Total number of valid votes cast	413,692,717	100

Based on the polling results, the Chairman declared the motion carried.

It was RESOLVED:

“That:

- (a) the 2013 ESOS be and is hereby terminated;
- (b) the employee share option scheme to be known as the “Amcorp Global Employee Share Option Scheme 2022” (the “**ESOS**”), the rules of which (the “**ESOS Rules**”) has been appended to and a summary of which is set out in the Circular and under which options (the “**Options**”) will be granted to such persons to subscribe for ordinary fully-paid shares in the capital of the Company (the “**Shares**”) on such terms and conditions and in accordance with the ESOS Rules, be and is hereby approved and adopted;
- (c) the directors of the Company (the “**Directors**”), and/or such committee comprising Directors duly authorised and appointed by the board of Directors of the Company (the “**Board**”) to administer the ESOS, be and are hereby authorised:
 - (i) to establish and administer the ESOS;
 - (ii) to modify and/or amend the ESOS from time to time provided that such modifications and/ or amendments are effected in accordance with the ESOS Rules and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESOS;
 - (iii) in accordance with section 161 of the Companies Act 1967 of Singapore (2020 Revised Edition), to offer and grant Options in accordance with the ESOS Rules and to allot and issue or deliver from time to time such number of new Shares required pursuant to the exercise of the Options under the ESOS (provided that the aggregate number of Shares available pursuant to the ESOS, the ESAS (as defined below) and any other share-based incentive schemes or share plans of the Company (if any), shall not exceed 15% of the total number of issued Shares of the Company excluding treasury shares and subsidiary holdings from time to time);
 - (iv) subject to the same being allowed by law, to apply any Share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any treasury shares) towards the satisfaction of the Options granted under the ESOS; and
 - (v) to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient to give effect to or

for the purposes of this resolution or as they shall deem fit in the interests of the Company.”

THE PROPOSED GRANT OF OPTIONS AT A DISCOUNT UNDER THE ESOS – RESOLUTION 2

Subject to and contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 2 dealt with the proposed grant of options at a discount under the ESOS.

The text of the resolution was set out under Ordinary Resolution 2 in the Notice of the meeting on page N-2 of the Circular and the Chairman proposed the said resolution.

The Chairman casted her votes in accordance with the voting instructions received as follows:

	Number of Shares	Percentage (%)
For the Resolution	413,692,384	100
Against the Resolution	333	0
Abstained on the Resolution	-	-
Total number of valid votes cast	413,692,717	100

Based on the polling results, the Chairman declared the motion carried.

It was RESOLVED:

“That approval be and is hereby given for Options to be granted under the ESOS with exercise prices set at a discount not exceeding 20% of the Market Price (as defined below) for the Shares at the time of the grant of the Option, provided that such discount does not exceed the relevant limits set by the SGX-ST from time to time.

In this notice, “**Market Price**” means a price equal to the average of the last dealt prices for a Share, as determined by reference to the daily official list or other publication published by the SGX-ST for the five (5) consecutive days on which the SGX-ST is open for trading in securities (“**Market Days**”) immediately preceding the relevant date of grant of an Option under the ESOS, provided always that in the case of a Market Day on which the Shares are not traded on the SGX-ST, the last dealt price for Shares on such Market Day shall be deemed to be the last dealt price of the Shares on the immediately preceding Market Day on which the Shares were traded, rounded up to the nearest whole cent in the event of fractional prices.”

THE PROPOSED ADOPTION OF THE AMCORP GLOBAL EMPLOYEE SHARE AWARD SCHEME 2022 (THE “ESAS”) – RESOLUTION 3

Ordinary Resolution 3 was to approve the proposed adoption of the Amcorp Global Employee Share Award Scheme 2022.

The text of the resolution was set out under Ordinary Resolution 3 in the Notice of the meeting on page N-2 of the Circular and the Chairman proposed the said resolution.

The Chairman casted her votes in accordance with the voting instructions received as follows:

	Number of Shares	Percentage (%)
For the Resolution	413,692,384	100
Against the Resolution	333	0
Abstained on the Resolution	-	-
Total number of valid votes cast	413,692,717	100

Based on the polling results, the Chairman declared the motion carried.

It was RESOLVED:

“That:

- (a) the 2013 PSP be and is hereby terminated;
- (b) the employee share award scheme to be known as the “Amcorp Global Employee Share Award Scheme 2022” (the “**ESAS**”), the rules of which (the “**ESAS Rules**”) has been appended to and a summary of which is set out in the Circular and under which awards (the “**Awards**”) of ordinary fully-paid Shares will be granted on such terms and conditions and in accordance with the ESAS Rules, be and is hereby approved and adopted;
- (c) the Directors, and/or such committee comprising Directors duly authorised and appointed by the Board of the Company to administer the ESAS, be and are hereby authorised:
 - (i) to establish and administer the ESAS;
 - (ii) to modify and/or amend the ESAS from time to time provided that such modifications and/ or amendments are effected in accordance with the ESAS Rules and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESAS;
 - (iii) in accordance with section 161 of the Companies Act 1967 of Singapore (2020 Revised Edition), to offer and grant Awards in accordance with the ESAS Rules and to allot and issue or deliver from time to time such number of new Shares required pursuant to the vesting of the Awards under the ESAS (provided that the aggregate number of Shares available pursuant to the ESAS, the ESOS and any other share-based incentive schemes or share plans of the Company (if any), shall not exceed 15% of the total number of issued Shares of the Company excluding treasury shares and subsidiary holdings from time to time);
 - (iv) subject to the same being allowed by law, to apply any Share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any treasury shares) towards the satisfaction of the Awards granted under the ESAS; and
 - (v) to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient to give effect to or for the purposes of this resolution or as they shall deem fit in the interests of the Company.”

CONCLUSION

There being no other business to transact, the Chairman declared the Extraordinary General Meeting of the Company closed at 4.30 p.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings held

Er. Dr. Lee Bee Wah
Chairman of the Meeting