

OKH GLOBAL LTD.
(Company Registration Number: 35479)
(Incorporated in Bermuda)
(the "**Company**")

MINUTES OF ANNUAL GENERAL MEETING

PLACE : Furama City Centre, 60 Eu Tong Sen Street, Singapore 059804, Ballroom 1, Level 5

DATE : 25 October 2024

TIME : 2:00 p.m.

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

IN ATTENDANCE : As set out in the attendance records maintained by the Company.

CHAIRMAN OF THE MEETING : Mr Lock Wai Han ("**Mr Lock**" or the "**Chairman**")

INTRODUCTION

Mr Lock welcomed shareholders to the Annual General Meeting ("**Meeting**" or "**AGM**") of the Company and informed the Meeting that he would be assisting Mrs Celine Tang, the Chairman of the Board, to chair the Meeting on her behalf.

The Chairman proceeded to introduce the members of the Board and the Chief Financial Officer to those present at the Meeting.

QUORUM

There being a quorum present, the Chairman called the Meeting to order at 2:00 p.m.

NOTICE

The Chairman informed the Meeting that pertinent information relating to the proposed resolutions tabled for approval at the AGM was set out in the notice convening the Meeting dated 3 October 2024 ("**Notice of AGM**"), which was circulated together with the Annual Report for the financial year ended 30 June 2024 ("**FY2024**") to members within the statutory period. With the consent of the Meeting, the Notice of AGM was taken as read.

POLL VOTING PROCEDURE

The Chairman informed the Meeting that (i) all proxy forms lodged had been checked and found in order; (ii) he would vote in accordance with the instructions of the shareholders who had appointed him as proxy; (iii) in compliance with Rule 730A of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), he, as Chairman of the Meeting, had demanded all motions tabled at this Meeting to be voted by way of a poll; and (iv) Complete Corporate Services Pte Ltd had been appointed as the polling agent ("**Polling Agent**") and Agile 8 Advisory Pte Ltd as the scrutineers for the conduct of electronic polling at the Meeting.

As invited by the Chairman, the representative of the Polling Agent explained and demonstrated the electronic polling procedures.

ORDINARY BUSINESSES:

1. RESOLUTION 1 - AUDITED FINANCIAL STATEMENTS TOGETHER WITH DIRECTORS' STATEMENT AND INDEPENDENT AUDITORS' REPORT

The Meeting proceeded to consider the adoption of the Audited Financial Statements for FY2024, together with the Directors' Statement and the Independent Auditors' Report thereon (the "**Audited Financial Statements**").

The Chairman provided a brief update on recent developments within the Group. He then invited questions from the floor.

There being no questions, the motion to receive and adopt the Audited Financial Statements of the Company for FY2024 was duly proposed and seconded. The Chairman then put the motion to vote.

Based on the poll results as follows, the Chairman declared Ordinary Resolution 1 carried:

Total number of shares represented by votes for and against the ordinary resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
572,429,118	565,592,718	98.81	6,836,400	1.19

IT WAS RESOLVED THAT the Audited Financial Statements of the Company for FY2024 be hereby received and adopted.

2. RESOLUTION 2 - DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2025

The Board of Directors (the "**Board**") had recommended the payment of Directors' fees of S\$286,500 for the financial year ending 30 June 2025 ("**FY2025**"), to be paid quarterly in arrears.

The Chairman invited questions from the floor. The questions raised and responses from the Company were detailed in **Annex A**.

There being no further questions, the motion to approve the payment of Directors' Fees for FY2025 was duly proposed and seconded. The Chairman then put the motion to vote.

Based on the poll results as follows, the Chairman declared Ordinary Resolution 2 carried:

Total number of shares represented by votes for and against the ordinary resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
572,430,118	565,593,718	98.81	6,836,400	1.19

IT WAS RESOLVED THAT the Directors' Fees of S\$286,500 FY2025, to be paid quarterly in arrears, be hereby approved.

3. RESOLUTION 3 - RE-ELECTION OF MR ONG SOON TEIK AS DIRECTOR

Mr Ong Soon Teik (“**Mr Ong**”), who was retiring as a Director of the Company pursuant to Bye-Law 104 of the Company’s Bye-Laws, had indicated his consent to continue in office. Upon re-election as a Director of the Company, Mr Ong will be re-designated as Non-Executive Non-Independent Director and will be a member of the Audit Committee, Nominating Committee and Remuneration Committee. The Board considered Mr Ong as non-independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

The Chairman opened the floor for questions.

There being no questions, the motion to re-elect Mr Ong as a Director of the Company was duly proposed and seconded. The Chairman then put the motion to vote.

Based on the poll results as follows, the Chairman declared Ordinary Resolution 3 carried:

Total number of shares represented by votes for and against the ordinary resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
572,429,118	565,592,718	98.81	6,836,400	1.19

IT WAS RESOLVED THAT Mr Ong be hereby re-elected as a Director of the Company.

4. RESOLUTION 4 - RE-ELECTION OF MR LIM ENG HOE AS DIRECTOR

Mr Lim Eng Hoe (“**Mr Lim**”), who was retiring as a Director of the Company pursuant to Bye-Law 104 of the Company’s Bye-Laws, had indicated his consent to continue in office. Upon re-election as a Director of the Company, Mr Lim will be re-designated as Non-Executive and Non-Independent Director and will be a member of the Remuneration Committee, Audit Committee and Nominating Committee. The Board considered Mr Lim as non-independent for the purpose of Rule 704(8) of SGX-ST.

The Chairman opened the floor for questions.

There being no questions, the motion to re-elect Mr Lim as a Director of the Company was duly proposed and seconded. The Chairman then put the motion to vote.

Based on the poll results as follows, the Chairman declared Ordinary Resolution 4 carried:

Total number of shares represented by votes for and against the ordinary resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
572,428,118	565,591,718	98.81	6,836,400	1.19

IT WAS RESOLVED THAT Mr Lim be hereby re-elected as a Director of the Company.

5. RESOLUTION 5 – RE- APPOINTMENT OF AUDITORS

The retiring auditors, BDO LLP, had expressed their willingness to continue in office.

The Chairman invited questions from the floor.

There being no questions, the motion to re-appoint BDO LLP as auditors of the Company and authorise the Directors of the Company to fix their remuneration was duly proposed and seconded. The Chairman then put the motion to vote.

Based on the poll results as follows, the Chairman declared Ordinary Resolution 5 carried:

Total number of shares represented by votes for and against the ordinary resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
572,429,118	565,592,718	98.81	6,836,400	1.19

IT WAS RESOLVED THAT BDO LLP be hereby re-appointed as the Auditors of the Company until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors.

SPECIAL BUSINESSES:-

6. RESOLUTION 6 - AUTHORITY TO ALLOT AND ISSUE SHARES

The Chairman informed the Meeting that Ordinary Resolution 6, if passed, will empower the Directors, from the date of this Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities, not exceeding the quantum set out in the resolution.

The Chairman invited questions from the floor.

There being no questions, the motion as detailed under Resolution 6 of the Notice of AGM was duly proposed and seconded. The Chairman then put the motion to vote.

Based on the poll results as follows, the Chairman declared Ordinary Resolution 6 carried:

Total number of shares represented by votes for and against the ordinary resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
572,429,118	565,592,718	98.81	6,836,400	1.19

IT WAS RESOLVED: -

That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and Bye-laws of the Company, the Directors of the Company be authorised and empowered to:-

- (a) issue shares in the capital of the Company (“**shares**”) whether by way of bonus issue, rights issue or otherwise; and/or
- (b) 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
- (c) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

(the “**Share Issue Mandate**”),

provided that:

- (I) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution:-
 - (a) shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below), of which the aggregate number of shares and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below);
- (II) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under paragraph (I) above, the total number of issued shares and Instruments shall be based on the 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, after adjusting for:-
 - (a) new shares arising from the conversion or exercise of any Instruments or any convertible securities;
 - (b) 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; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustment in accordance with (II)(a) and (II)(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 passing of this Resolution.

- (III) in exercising the Share Issue Mandate 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 Bye-laws for the time being of the Company; and
- (IV) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) 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 or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

7. RESOLUTION 7 – RENEWAL OF THE SHARE PURCHASE MANDATE

The Meeting noted that Haiyi Holdings Pte. Ltd. and its concert parties, Mrs Celine Tang and Mr Gordon Tang, had abstained from voting on Ordinary Resolution 7.

The proposed resolution, if passed, will empower the Directors of the Company to make purchases or otherwise acquire the Company's issued Shares from time to time subject to and in accordance with the guidelines set out in the Appendix accompanying the Notice of AGM. The maximum number of shares which the Company may repurchase under this resolution shall not exceed the quantum set out in the resolution.

The Chairman invited questions from the floor.

There being no questions, the motion as detailed under Resolution 7 of the Notice of AGM was duly proposed and seconded. The Chairman then put the motion to vote.

Based on the poll results as follows, the Chairman declared Ordinary Resolution 7 carried:

Total number of shares represented by votes for and against the ordinary resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
72,429,118	65,592,718	90.56	6,836,400	9.44

IT WAS RESOLVED THAT:-

- (a) for the purpose of the Listing Manual of the SGX-ST, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire from time to time the issued and fully-paid ordinary shares of par value US\$0.01 each in the capital of the Company (the "Shares") (excluding treasury shares and subsidiary holdings) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) 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:
- (i) on-market purchases transacted on the SGX-ST through the ready market or the special trading counter on the SGX-ST trading system, through one or more duly licensed stock brokers appointed by the Company for the purpose (each a "Market Purchase"); and/or

- (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme as may be determined or formulated by the Directors of the Company as they may consider fit and in the best interests of the Company, which scheme shall satisfy all the conditions prescribed by the Listing Manual of the SGX-ST (each an “Off-Market Purchase”),

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act 1981 of Bermuda (as modified, supplemented or amended from time to time) and the listing 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**”);

- (b) the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate 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 earliest of:

- (i) 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;
- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
- (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in general meeting;

- (c) in this ordinary resolution:

“Average Closing Price” means the average of the closing market prices of the Shares over the last consecutive 5 Market Days, on which transactions in the Shares were recorded on the SGX-ST, immediately before the date of the Market Purchase 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, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs during the relevant five-day period and the date 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;

“Date of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating 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;

“Maximum Price” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares; and

“Prescribed 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 any Shares which are held as treasury shares and subsidiary holdings as at that date); 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 in their/his absolute discretion consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

CONCLUSION

There being no other business to transact, the Chairman declared the Meeting closed at 2:20 p.m. and thanked shareholders for their attendance and participation.

CERTIFIED AS A TRUE RECORD OF THE PROCEEDINGS OF THE MEETING

LOCK WAI HAN
CHAIRMAN OF THE MEETING

Annex A - Questions and Answers Session

Question 1 : A shareholder sought an explanation from the Board regarding the increase of S\$100,000 in the Directors' Fees for FY2025 compared to the previous financial year.

Response 1 : The Chairman explained that the higher Directors' Fees for FY2025 was to account for the appointment of new independent directors while retaining Mr Ong and Mr Lim, who had served on the Board for over nine years, to continue serving on the Board after their re-election, as Non-Independent Non-Executive Directors upon conclusion of the Annual General Meeting. This arrangement aimed to maintain knowledge continuity and facilitate a smooth transition for the new independent directors, and was expected to be for a period of not more than one year.