

ELLIPSIZ LTD

(Company Registration No.: 199408329R)
(Incorporated in the Republic of Singapore)
(the “Company”)

MINUTES OF THE 27TH ANNUAL GENERAL MEETING

Date : 25 October 2022, Tuesday

Time : 3.00 p.m. to 3.45 p.m.

Venue : 1 Orchid Club Road, Orchid Country Club, Emerald Suite, Singapore 769162

Present : Directors
Mr David Ong Kim Huat (Chairman)
Mr Kelvin Lum Wen-Sum
Mr Amos Leong Hong Kiat
Mr Clement Leow Wee Kia
Ms Iris Wu Hwee Tan
Mr Adrian Lum Wen-Hong

Company Secretary
Ms Chow Ching Sian

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

In attendance
Mr Joseph Kang, Head of Corporate Development & Operations
Mr Yong Kok Keong, Ernst & Young LLP (Auditor)
Mr Kenneth Tang, Chang See Hiang & Partners (Legal Advisor)
Ms Corin Fok, M & C Services Pte Ltd (Share Registrar)
Mr Paul Theng, Corporate Republic Advisory Pte Ltd (Scrutineer)

1. INTRODUCTION

Mr Marcus Lee, the Emcee, introduced the Board of Directors, Company Secretary, Management, Auditor and Legal Advisor to the Meeting. He informed the Meeting that voting would be conducted via real-time electronic voting system. A video clip on how to cast a vote was played and shareholders and proxies present tested the voting system via a test resolution. Thereafter, the floor of the Annual General Meeting (“AGM”) was handed over to the Chairman.

2. WELCOME REMARKS BY CHAIRMAN

The Chairman greeted and welcomed everyone attending the Meeting for their presence.

3. QUORUM

The Company Secretary confirmed that a quorum was present, and the Chairman declared the Meeting open.

4. NOTICE OF AGM

The Notice of AGM dated 10 October 2022 convening the AGM was agreed to be taken as read.

5. PROCEEDINGS

The Chairman informed the Meeting of the following:

- (a) all resolutions tabled at the Meeting would be voted by poll and counted based on votes cast at the Meeting and also specified in the proxy forms received by the Company at least 72 hours before the Meeting. The votes in the proxy forms had been counted by the polling agent and verified by the Scrutineer;
- (b) he had been appointed as proxy by a number of shareholders to vote on their behalf at the Meeting;
- (c) Shareholders and proxies would have the opportunity to pose questions to the panel after all the agenda items set out in the Notice of AGM had been introduced.
- (d) the Company had received questions from the Securities Investors Association (Singapore) in advance and had addressed and announced its responses to the questions on the SGXNet and the Company's website before the Meeting;
- (e) ConveneAGM had been appointed as the polling agent and Corporate Republic Advisory Pte Ltd had been appointed as the Scrutineer; and
- (f) the real-time voting system was opened and shareholders and proxies could cast their votes anytime during the course of the Meeting. Voting would end after the questions and answers segment of the Meeting was over and the results of the voting would be announced shortly after.

6. BUSINESSES OF THE AGM

The following businesses to be transacted at the AGM were introduced:

6.1 ORDINARY BUSINESS

6.1.1 Resolution 1 – To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2022 together with the Auditor's Report thereon.

6.1.2 Resolution 2 – To re-elect Mr David Ong Kim Huat who was first appointed by the Board of Directors of the Company on 27 January 2022 in accordance with Article 107 of the Company's Constitution as a Director.

Upon re-election as a Director of the Company, Mr Ong would continue to serve as Chairman of the Board and a member of the Audit & Risk, Nominating and Remuneration Committees.

6.1.3 Resolution 3 – To re-elect Mr Kelvin Lum Wen-Sum who retired by rotation pursuant to Article 101 of the Company's Constitution as a Director.

Upon re-election as a Director of the Company, Mr Lum, the Chief Executive Officer of the Company, would continue to serve as a member of the Nominating Committee.

6.1.4 Resolution 4 – To re-elect Mr Clement Leow Wee Kia who retired by rotation pursuant to Article 101 of the Company's Constitution as a Director.

Upon re-election as a Director of the Company, Mr Leow would continue to serve as Chairman of both the Nominating and Remuneration Committees as well as a member of the Audit & Risk Committee.

6.1.5 Resolution 5 – To approve the payment of a final tax-exempt (one-tier) dividend of 1.00 cent per ordinary share for the financial year ended 30 June 2022.

Upon approval, the dividend would be paid on 21 November 2022.

6.1.6 Resolution 6 – To approve the payment of additional Directors' fees of \$29,580 for the financial year ended 30 June 2022.

6.1.7 Resolution 7 – To approve the payment of Directors' fees of \$297,000 for the financial year ending 30 June 2023, to be paid quarterly in arrears.

6.1.8 Resolution 8 – To re-appoint Ernst & Young LLP as the Auditor of the Company and to authorise the Directors to fix their remuneration.

6.2 SPECIAL BUSINESS

6.2.1 Resolution 9 – To approve a general mandate to be granted to the Directors to:

- (a) (i) allot and issue shares in the Company (the “Shares”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, the “**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 may in their absolute discretion deem fit; and

- (b) (notwithstanding that 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 while this Resolution was in force,

provided that the conditions set out in the Notice of AGM were met.

6.2.2 Resolution 10 – To approve the renewal of the Share Purchase Mandate.

7. QUESTIONS AND ANSWERS

7.1 The Chairman proceeded to open the floor for questions relevant to the agenda of the AGM.

7.2 Shareholder A thanked the Chairman and the Board of Directors for holding a physical AGM. Shareholder A raised the following questions:

- (i) He enquired on the Group’s plans for the land in Bintan and sought clarification on the Alas Hak title held by the Group.
- (ii) He noted that the investment in the 4th egg farm was quite substantial and a shareholder loan was extended. He hoped that the Company had done sufficient study prior to making this acquisition. He would like to know if ISE Capital Management Pte Ltd would be able to repay the shareholder loan.
- (iii) He would like to understand how the recent export controls imposed by the US on China had impacted the Group’s semiconductor business.

The Chairman explained that the Group was exposed to the cyclical nature of the semiconductor industry that it operated in which was attributable to the volatile world economy, geo-political tensions as well as fluctuations in supply and demand. The Company had to think out of the box and diversify and had hence looked into a stable and steady business in egg production which, together with the investment in the land in Bintan, could spread the business risks and at the same time widen the revenue streams for the Group.

Mr Kelvin Lum (“KL”) explained that the Bintan land was located in an area zoned for tourism. It should be tourism-related options if the Company was to embark on any development. He shared that there were no concrete plans at the moment to develop the land and that Covid-19 had also disrupted some of the plans. He further explained that Alas Hak was the basic title issued to land owners as proof of right of land ownership. When the Company had concrete plans to develop the land, it would have to upgrade the Alas Hak to Hak Guna Bangunan (Right to Build) title. Acquiring land based on Alas Hak was normal in Indonesia. The Company had engaged a lawyer to ensure compliance with the local laws prior to the acquisition of the land. Like many other countries, ownership rights would be rescinded if foreign investors did not follow the local laws.

On the egg farm business which was very different from the Group’s existing semiconductor business, KL shared that the Company had done detailed analysis and study before venturing into this investment. He added that food security was a vital agenda for many countries and especially so for Singapore. The Company was proud to be part of the national project and this investment complemented the Group’s semiconductor business in that both were vital businesses for many countries and economies. The Company was partnering a reputable Japanese partner which was one of the world’s largest egg producers. By leveraging on its expertise and know-how and that of consultants with local poultry farming experience, the Board found this a good opportunity for the Company. He agreed that the investment sum was not small and hoped that the farms would do well when operational to generate returns to reward shareholders. KL said that clauses on repayment terms and charging of interests were provided in the shareholder’s loan agreement. In addition, certain number of shares in the investee companies were also taken as collaterals.

On question (iii), Mr Joseph Kang (“JK”) shared that the recent export control restrictions imposed by the US government was to restrict the export of advanced computing chips and equipment to Chinese companies. One of the intentions was to slow down the pace of Chinese companies in developing their technology. He said that the Group’s distribution and services solutions (“DSS”) business would not be directly impacted as it had only one supplier based in the US for consumables and its business in China focused more on the inspection analysis for the foundry process. The restrictions did not impact DSS business directly at the moment.

7.3 Shareholder B raised the following questions:

- (i) He would like to understand the long-term strategy and direction of the Group with the investment in land in Bintan as well as the egg farm. He expressed his concerns on the Group’s diversification into non semiconductor and electronics sectors.
- (ii) He enquired on the business strategy that would be adopted by the Company being the 4th player in the Singapore egg market. He noted that the cost of egg production in Singapore was high compared to Malaysia.

In response to question (i), the Chairman explained that just focusing on the semiconductor industry could be quite tricky for the Group and that it was good to have an alternative strategy to better spread the risks. He added that the Company would not cut down on its investment in the semiconductor industry and would continue to grow its business in this area. On the investment in the egg farm, the Chairman said that the Company was glad to be part of this national project working hand in hand with the Singapore Food Agency. He shared that the consumption of eggs in Singapore was approximately 2 billion a year. The reason for developing a 4th egg farm was to boost the local egg production to contribute to Singapore's "30 by 30" food security goal. This would reduce the risk of food supply disruption. The 4th egg farm, when fully operational, would have the capacity to produce 360 million eggs per year. The business, though also subjected to uncertainties due to external factors, was a defensive business and this investment would be beneficial to the Group.

On question (ii), JK said that the 4th egg farm would adopt strategies that would be different from the other local players. However, he was not able to share the details at the moment as they were still being worked on. One of the key reasons for collaborating with a Japanese partner was to produce high-quality eggs for the local market. The feedback received from egg distributors was that quality was one key consideration of consumers.

When there were no further questions, the Chairman thanked the shareholders and closed this session.

8. **VOTING**

The Chairman invited shareholders and proxies who had not cast their votes for the Resolutions to proceed to do so. A further one minute was provided for the casting of votes.

9. **POLLING RESULTS**

The Chairman informed the Meeting that votes had been counted and verified and declared the results of the poll as follows.

Resolution No.	Total number of Ordinary Shares represented by votes for and against a resolution	For		Against	
		Number of Ordinary Shares	%	Number of Ordinary Shares	%
<u>Ordinary Resolution 1</u> Adoption of the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2022 together with the Auditor's Report thereon	102,240,048	101,925,648	99.69	314,400	0.31

Resolution No.	Total number of Ordinary Shares represented by votes for and against a resolution	For		Against	
		Number of Ordinary Shares	%	Number of Ordinary Shares	%
<u>Ordinary Resolution 2</u> Re-election of Mr David Ong Kim Huat as a Director	102,240,048	101,925,648	99.69	314,400	0.31
<u>Ordinary Resolution 3</u> Re-election of Mr Kelvin Lum Wen-Sum as a Director	102,123,548	101,915,548	99.80	208,000	0.20
<u>Ordinary Resolution 4</u> Re-election of Mr Clement Leow Wee Kia as a Director	102,123,548	101,925,648	99.81	197,900	0.19
<u>Ordinary Resolution 5</u> Declaration of a final tax-exempt (one-tier) dividend of 1.00 cent per ordinary share	102,123,548	101,925,648	99.81	197,900	0.19
<u>Ordinary Resolution 6</u> Approval of additional Directors' fees of \$29,580 for the financial year ended 30 June 2022	102,097,748	101,865,148	99.77	232,600	0.23
<u>Ordinary Resolution 7</u> Approval of Directors' fees of \$297,000 for the financial year ending 30 June 2023, to be paid quarterly in arrears	102,082,848	101,874,848	99.80	208,000	0.20
<u>Ordinary Resolution 8</u> Re-appointment of Ernst & Young LLP as Auditor of the Company and authorising the Directors to fix their remuneration	102,097,748	101,899,848	99.81	197,900	0.19
<u>Ordinary Resolution 9</u> Approval of authority to issue new shares	102,097,748	101,685,145	99.60	412,603	0.40

Resolution No.	Total number of Ordinary Shares represented by votes for and against a resolution	For		Against	
		Number of Ordinary Shares	%	Number of Ordinary Shares	%
<u>Ordinary Resolution 10</u> Approval of Share Purchase Mandate	102,123,548	101,903,645	99.78	219,903	0.22

10. CLOSURE OF AGM

There being no other business, the Chairman thanked the shareholders and proxies for their attendance and votes and declared the Meeting closed at 3.45 p.m.

Confirmed as a true record of the proceedings

David Ong Kim Huat
Chairman of the Meeting