

**OSSIA INTERNATIONAL LIMITED**  
(Company Registration No. 199004330K)  
(Incorporated in the Republic of Singapore)  
(the "Company")

**MINUTES OF THE ANNUAL GENERAL MEETING**

Minutes of the Annual General Meeting of the Company held via electronic means on 29 July 2022 at 9.30 a.m.

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**PRESENT**

**Directors**

Mr. Goh Ching Wah (Group Executive Chairman)  
Mr. Goh Ching Huat  
Mr. Wong King Kheng  
Mr. Anthony Clifford Brown  
Ms. Heng Su-Ling, Mae

**In attendance**

As set out in the attendance records maintained by the Company

**Members**

As set out in the attendance records maintained by the Company

**QUORUM**

There being a quorum present, the Chairman declared the meeting open.

**NOTICE OF MEETING**

The Notice convening the meeting, having been in the hands of members for the requisite period, was with the concurrence of the meeting, taken as read.

**VOTING TO BE BY WAY OF A POLL**

The Chairman advised all members present that pursuant to the requirements of the Listing Rules of the Singapore Exchange Trading Securities Limited, all resolutions for this meeting would be put to the vote, by way of a poll.

The Chairman further advised, that with this in view, Messrs Max Lewis Consultants Pte Ltd had been appointed Scrutineers, for the conduct of the poll.

The Chairman informed that in his capacity as Chairman of this AGM, he has been appointed by some shareholders as proxy and will be voting in accordance with their instructions.

The Chairman then proceeded to propose all the resolutions as set out in the agenda to the notice of the meeting.

### **1) REPORT OF THE DIRECTORS AND AUDITED FINANCIAL STATEMENTS**

The Chairman addressed the first item on the Agenda which was to receive and adopt the Report of the Directors and the audited financial statements of the Company for the financial year ended 31 March 2022. A copy of the Annual Report had been sent to the shareholders on 14 July 2022.

The following motion had been duly proposed.

**RESOLVED that the Directors' Report and Audited Financial Statements for the financial year ended 31 March 2022 and the Auditor's Report contained therein be hereby received and adopted.**

For Resolution 1, there were 190,260,887 votes for the motion, representing 100% of the votes cast and no votes against the motion.

The Chairman declared Resolution 1 carried unanimously.

### **2) RE-ELECTION OF DIRECTOR RETIRING PURSUANT TO ARTICLE 89 OF THE COMPANY'S CONSTITUTION**

The second item on the Agenda was the re-election of Mr. Goh Ching Huat as a Director retiring by rotation pursuant to Article 89 of the Company's Constitution.

The following motion had been duly proposed.

**RESOLVED that pursuant to Article 89 of the Company's Constitution, Mr. Goh Ching Huat, be re-elected as Director of the Company.**

For Resolution 2, there were 190,260,887 votes for the motion, representing 100% of the votes cast and no votes against the motion.

The Chairman declared Resolution 2 carried unanimously.

### **3) RE-ELECTION OF DIRECTOR RETIRING PURSUANT TO ARTICLE 89 OF THE COMPANY'S CONSTITUTION**

The next director due to retire pursuant to Article 89 of the Company's Constitution was Mr. Goh Ching Lai.

The following motion had been duly proposed.

**RESOLVED that pursuant to Article 89 of the Company's Constitution, Mr. Goh Ching Lai be re-elected as Director of the Company.**

For Resolution 3, there were 190,260,887 votes for the motion, representing 100% of the votes cast and no votes against the motion.

The Chairman declared Resolution 3 carried unanimously.

#### 4) DECLARATION OF FINAL DIVIDEND

The fourth item on the Agenda was to approve the payment of a Final one-tier tax exempt dividend of 0.90 cents per share for the financial year ended 31 March 2022.

The following motion had been duly proposed.

**RESOLVED that the payment of a final one-tier tax exempt dividend of 0.90 cent per share, for the financial year ended 31 March 2022 be approved.**

For Resolution 4, there were 190,260,887 votes for the motion, representing 100% of the votes cast and no votes against the motion.

The Chairman declared Resolution 4 carried unanimously.

#### 5) RE-APPOINTMENT OF AUDITORS

The Chairman addressed item 5 on the Agenda which was to appoint Messrs. Mazars LLP as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

The Board had been advised by Messrs Ernst & Young LLP that they did not wish to seek re-election as Auditors of the Company.

There being no other nomination, the Chairman recommended that Messrs. Mazars LLP, be appointed Auditors of the Company at a remuneration to be fixed by the Directors.

The following motion had been duly proposed.

**RESOLVED that Messrs. Mazars LLP, be and are hereby appointed Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors.**

For Resolution 5, there were 190,260,887 votes for the motion, representing 100% of the votes cast and no votes against the motion.

The Chairman declared Resolution 5 carried unanimously.

### **SPECIAL BUSINESS** **ORDINARY RESOLUTIONS**

#### 6) NON-EXECUTIVE DIRECTORS' FEES

The next item of the Agenda under special business, related to approval for the payment of Directors' Fees of S\$137,500/- to Non-Executive Directors for the financial year ended 31 March 2022.

The following motion had been duly proposed.

**RESOLVED that the payment of Directors' Fees of S\$137,500/- to Non-Executive Directors for the financial year ended 31 March 2022 be and is hereby approved.**

For Resolution 6, there were 190,260,887 votes for the motion, representing 100% of the votes cast and no votes against the motion.

The Chairman declared Resolution 6 carried unanimously.

## **7) AUTHORITY TO ALLOT AND ISSUE SHARES**

The Chairman advised that the last item on the Agenda was to consider the motion as set out in the notice convening the meeting to grant authority to the Directors to allot and issue shares in the capital of the Company pursuant to the provisions of Section 161 of the Companies Act and the listing rules of the Singapore Exchange Securities Trading Limited.

The following motion had been duly proposed.

### **RESOLVED:**

- (a) **That, pursuant to Section 161 of the Companies Act 1967, and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:-**
- (i) **issue shares in the capital of the Company whether by way of rights, bonus or otherwise;**
  - (ii) **make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;**
  - (iii) **issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and**
- (b) **Notwithstanding the authority conferred by the shareholders may have ceased to be in force issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that**
- (i) **the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the Company's issued share capital, of which the aggregate number of shares**

(including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the issued share capital of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's issued share capital at the time this resolution is passed, after adjusting for:

- (a) new shares arising from the conversion or exercise of convertible securities, or
  - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited, and
  - (c) any subsequent consolidation or subdivision of the Company's shares, and
- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

For Resolution 7, there were 190,260,887 votes for the motion, representing 100% of the votes cast and no votes against the motion.

The Chairman declared Resolution 7 carried unanimously.

There being no other business, the meeting terminated at 9.50 am with a vote of thanks to the Chairman.

**CONFIRMED AS A CORRECT RECORD OF THE PROCEEDINGS**

  
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GOH CHING WAH, GEORGE  
CHAIRMAN