KTMG LIMITED

(Co. Reg. No.197401961C)
(Incorporated in the Republic of Singapore)

MINUTES OF ANNUAL GENERAL MEETING ("AGM")

PLACE	:	Imagination Room, Level 5, National Library Singapore, 100 Victoria St, Singapore 188064
DATE	:	Wednesday, 30 April 2025
TIME	:	10.30 a.m.
PRESENT	:	**Directors** 1. Mr Lim Siau Hing @ Lim Kim Hoe – Executive Chairman 2. Mr Damien Lim Vhe Kai – Executive Director and Chief Executive Officer (the "**CEO**") 3. Mr Koh Boon Huat – Lead Independent Non-Executive Director 4. Mr Ooi Jit Huat – Independent Non-Executive Director 5. Mr Lau Ping – Independent Non-Executive Director **Key Executives** 1. Mr Chew Chong Kiat – Chief Operating Officer 2. Mr Bong Wee Khong – Chief Financial Officer
SHAREHOLDERS AND ATTENDANCE	:	As per Attendance List
CHAIRMAN	:	Mr Lim Siau Hing @ Lim Kim Hoe

PERSONAL DATA PRIVACY

Due to the restriction on the use of personal date pursuant to the provisions of the Personal Data Protection Act 2012, the names of the shareholders and proxies present at the meeting will not be published in this minutes.

CHAIRMAN

Mr Damien Lim Vhe Kai (the "**CEO**") had assisted the Chairman in conducting the proceedings of the AGM on behalf of the Chairman.

QUORUM

As a quorum was present, the CEO declared the Meeting open at 10.30 a.m.

NOTICE

The Notice convening the Meeting, having been circulated to shareholders for the requisite period was, with the permission of the Meeting, taken as read.

It was noted that all the proposed resolutions at this Meeting were conducted by way of a poll. Tricor Barbinder Share Registration Services Pte. Ltd. had been appointed as Poll Counting Agent and Entrust Advisory Pte Ltd has been appointed as the Independent Scrutineers to count and verify the votes taken at the Meeting.

In order to facilitate the conduct of the Meeting, the poll will be conducted after all the proposed resolutions at this Meeting had been proposed and seconded.

It was noted that the Management had not received any questions in advance from shareholders relating to the resolutions tabled at this Meeting.

The CEO together with Mr Bong Wee Khong, the Chief Financial Officer of the Company gave a presentation, which had been released on SGXNET on 30 April 2025, to the shareholders on the Company's overview, financial highlights for the financial year ended 31 December 2024 ("**FY2024**") as well as the Company's business outlook and strategy going forward.

After the above presentation, the CEO proceeded with the agenda of the Meeting.

The motion was duly proposed and seconded by the respective shareholders. The CEO invited questions from shareholders on the respective proposed resolutions. However, it was noted that no question was raised by the shareholders in the Meeting.

The Meeting stood adjourned at 10.51 a.m. and the counting and verification of the votes on all the resolutions by poll were conducted.

The Meeting was resumed at 11.03 a.m. and the Scrutineers duly presented the results of the poll to the CEO as follows:

RESULTS OF THE POLL

ORDINARY RESOLUTIONS:

		No. of Shares	Percentage
RESOLUTION 1	FOR	132,912,947	99.9985%
	AGAINST	2,052	0.0015%
	TOTAL NO. OF VALID VOTES	132,914,999	100.0000%

		No. of Shares	Percentage
RESOLUTION 2	FOR	132,912,947	99.9984%
	AGAINST	2,152	0.0016%
	TOTAL NO. OF VALID VOTES	132,915,099	100.0000%

		No. of Shares	Percentage
RESOLUTION 3	FOR	132,912,947	99.9984%
	AGAINST	2,152	0.0016%
	TOTAL NO. OF VALID VOTES	132,915,099	100.0000%

		No. of Shares	Percentage
RESOLUTION 4	FOR	132,912,947	99.9984%
	AGAINST	2,152	0.0016%
	TOTAL NO. OF VALID VOTES	132,915,099	100.0000%

		No. of Shares	Percentage
RESOLUTION 5	FOR	132,913,047	99.9985%
	AGAINST	2,052	0.0015%
	TOTAL NO. OF VALID VOTES	132,915,099	100.0000%

		No. of Shares	Percentage
RESOLUTION 6	FOR	132,913,047	99.9985%
	AGAINST	2,052	0.0015%
	TOTAL NO. OF VALID VOTES	132,915,099	100.0000%

Based on the above results of the poll, the CEO declared that all the following resolutions were carried on behalf of the Chairman.

ORDINARY BUSINESS

ORDINARY RESOLUTION 1 - ADOPTION OF DIRECTORS' STATEMENT, AUDITED FINANCIAL STATEMENTS AND AUDITORS' REPORT

It was resolved that the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2024 together with the Auditors' Report thereon be and are hereby received and adopted.

Based on the results of the poll, the CEO declared the Ordinary Resolution 1 carried.

ORDINARY RESOLUTION 2 - RE-ELECTION OF MR LIM VHE KAI AS DIRECTOR

It was resolved that Mr Lim Vhe Kai, who retired pursuant to Regulations 118 and 119 of the Company's Constitution, being eligible and having offered himself for re-election, be and is hereby re-elected as Director of the Company.

It was noted that Mr Lim Vhe Kai, upon re-election as the Director of the Company, will continue to serve as Executive Director and Chief Executive Officer of the Company

Based on the results of the poll, the CEO declared the Ordinary Resolution 2 carried.

ORDINARY RESOLUTION 3 - RE-ELECTION OF MR KOH BOON HUAT AS DIRECTOR

It was resolved that Mr Koh Boon Huat, who retired pursuant to Regulations 118 and 119 of the Company's Constitution, being eligible and having offered himself for re-election, be and is hereby re-elected as Director of the Company.

It was noted that Mr Koh Boon Huat, upon re-election as a Director of the Company, will continue to serve as Non-Executive and Lead Independent Director of the Company, the Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee. He is considered an Independent Director pursuant to Rule 704(7) of the Rule of Catalist of the SGX-ST.

Based on the results of the poll, the CEO declared the Ordinary Resolution 3 carried.

ORDINARY RESOLUTION 4 - APPROVAL OF DIRECTORS' FEES

It was resolved that the payment of Directors' Fees of S$85,157 for the financial year ended 31 December 2024 be and is hereby approved.

Based on the results of the poll, the CEO declared the Ordinary Resolution 4 carried.

ORDINARY RESOLUTION 5 - RE-APPOINTMENT OF FOO KON TAN LLP AS AUDITORS

It was resolved that Messrs Foo Kon Tan LLP be and is hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.

Based on the results of the poll, the CEO declared the Ordinary Resolution 5 carried.

SPECIAL BUSINESS

ORDINARY RESOLUTION 6 - RENEWAL OF SHARE ISSUE MANDATE

It was resolved that pursuant to Section 161 of the Companies Act 1967 and subject to Rule 806 of the Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

(a) (i) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options or convertible securities (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 may in their absolute discretion deem fit;

(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 Resolutions was in force, provided always that:

(i) the aggregate number of Shares and convertible securities to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 100% 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), and provided further that where shareholders of the Company ("**Shareholders**") are not given the opportunity to participate in the same on a pro-rata basis, then the Shares and convertible securities to be issued under such circumstances 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);

(ii) (subject to the manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution, after adjusting for:

(1) new Shares arising from the conversion or exercise of convertible securities;

(2) 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 of the Rules of Catalist of the SGX-ST; and

(3) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with (1) and (2) 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 the passing of this Resolution;

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Rules of Catalist of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and

(iv) 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 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 the earlier; and

(c) the Directors be and are hereby authorised to do any and all acts which they deem necessary and expedient in connection with paragraphs (a) and (b) above."

Based on the results of the poll, the CEO declared the Ordinary Resolution 6 carried.

There being no further business, on behalf of the Chairman, the CEO declared the AGM of the Company closed at 11.06 a.m.

Confirmed as a correct record of
the proceedings of the Meeting,

……..
LIM SIAU HING @ LIM KIM HOE
Chairman
Date: 29 May 2025

---

*This announcement has been reviewed by the Company's sponsor SAC Capital Private Limited (the "**Sponsor**"). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made, or reports contained in this announcement.*

The contact person for the Sponsor is Ms. Lim Qi Fang (Tel: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.