

CASA HOLDINGS LIMITED
(the “Company”)
(Company Registration No.199406212Z)
(Incorporated in the Republic of Singapore)

Minutes of the Annual General Meeting (“AGM”) of the Company held on Friday, 31 December 2021 by way of electronic means via live webcast and live audio feed at 10.00 a.m.

PRESENT

DIRECTORS

Dr Low Seow Chay	-	Chairman of the Meeting
Mr Lim Soo Kong @ Lim Soo Chong	-	Chief Executive Officer (“CEO”)
Mr Stefan Matthieu Lim Shing Yuan	-	Executive Director/Deputy CEO
Mr Lim Yian Poh	-	Independent Director
Mr Hu Zhong Huai	-	Non-Executive Director

IN ATTENDANCE

Ms Margaret Chak Lee Hung	-	Group Financial Controller (“GFC”) and Joint Company Secretary
Ms Ng Wee Pin	-	Senior Finance Manager
Mr Sunny Hue	-	IT, Casa Holdings Limited
Ms Christine Lee Look Ling	-	Engagement Partner, Nexia TS Public Accounting Corporation, External Auditors
Ms Lin Moi Heyang	-	Joint Company Secretary
Ms Joyce Choo Siew Gaik	-	Tricor Evatthouse Corporate Services
Mr Sean Ng	-	Tricor Barbinder Share Registration Services
Ms Sandra Lee	-	Entrust Advisory Pte Ltd

MEMBERS

As per attendance list.

WELCOME AND INTRODUCTION

The Chairman of the Company, Dr Low Seow Chay, welcomed Members to the Annual General Meeting (the “Meeting”) of the Company.

The Chairman informed that due to the COVID-19 situation, the AGM was held via electronic means pursuant to the Covid-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

The Chairman acknowledged that Members who were participating the Meeting and whose identities were verified by the share registrar of the Company before the Meeting would be taken as electronically present at the Meeting and for quorum purpose.

The Chairman introduced his fellow Directors, the Management team of the Company and persons in attendance of the Meeting via live webcast.

QUORUM

There being a quorum present, the Chairman of the Board declared the Meeting open.

NOTICE

The Notice convening the Meeting, having been in the hands of Members for the requisite period was taken as read.

VOTING

The Chairman of the Meeting informed that he had been appointed as proxy by some shareholders and he had voted in accordance with their specific instructions by way of polls. The votes casted by him had been verified before the Meeting by Entrust Advisory Pte. Ltd. the independent scrutineer appointed for the polling process of the Meeting.

QUESTION FROM MEMBERS

The Chairman informed that all the substantive questions received from members had been answered and published at SGXNet on 30 December 2021 and the members could log on to the website for the information.

AUDITED FINANCIAL STATEMENTS

The Chairman tabled the Audited Financial Statements of the Company for the financial year ended 30 September 2021 and the Directors' Statement and the Auditors' Report thereon to the Members.

ORDINARY BUSINESS

The Chairman proceeded to put the proposed resolutions at the Meeting and announced the results of the polls as follows:-

RESOLUTION 1 – FINAL DIVIDEND

“That a final one-tier tax exempt dividend of 0.5 cents per share for the financial year ended 30 September 2021 be declared.”

The verified results of the poll were:

No. of votes for	:	105,602,242 representing 100%
No. of votes against	:	0
Total votes cast	:	105,602,242
	:	

The Chairman declared Ordinary Resolution 1 carried.

RESOLUTION 2 - DIRECTORS' FEES

“That the payment of Directors’ Fees of S\$151,000/- for the financial year ending 30 September 2021 be approved.”

The verified results of the poll were:

No. of votes for	:	105,602,242 representing 100%
No. of votes against	:	0
Total votes cast	:	105,602,242

The Chairman declared Ordinary Resolution 3 carried.

RESOLUTION 3 - RE-ELECTION OF MR. LIM YIAN POH

“That Mr. Lim Yian Poh (“Mr Lim”), who retires pursuant to Article 107 of the Company’s Constitution, be re-elected as a Director of the Company.”

The verified results of the poll were:

No. of votes for	:	104,345,242 representing 98.81%
No. of votes against	:	1,257,000 representing 1.19%
Total votes cast	:	105,602,242

The Chairman declared Ordinary Resolution 3 carried.

RESOLUTION 4 – CONTINUED APPOINTMENT OF MR. LIM AS AN INDEPENDENT DIRECTOR BY ALL SHAREHOLDERS

“That contingent upon the passing of Resolutions 3 above and 5 below, Mr. Lim’s continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the Mainboard Listing Manual (“Listing Manual”) of the Singapore Exchange Securities Trading Limited (“SGX-ST”) which takes effect from 1 January 2022 be approved, and such Resolution shall remain in force until the earlier of the following:

*Mr Lim's retirement or resignation; or
the conclusion of the third AGM following the passing of this Resolution.*

The verified results of the poll were:

No. of votes for	:	104,345,242 representing 98.81%
No. of votes against	:	1,257,000 representing 1.19%
Total votes cast	:	105,602,242

The Chairman declared Ordinary Resolution 4 carried.

RESOLUTION 5 – CONTINUED APPOINTMENT OF MR. LIM AS AN INDEPENDENT DIRECTOR BY SHAREHOLDERS (EXCLUDING THE DIRECTORS AND THE CHIEF EXECUTIVE OFFICER OF THE COMPANY, AND THEIR RESPECTIVE ASSOCIATES).

That contingent upon the passing of Resolutions 3 and 4 above, Mr. Lim's continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the Mainboard Listing Manual ("Listing Manual") of the Singapore Exchange Securities Trading Limited ("SGX-ST") which takes effect from 1 January 2022 be approved, and such Resolution shall remain in force until the earlier of the following:

*Mr Lim's retirement or resignation; or
the conclusion of the third AGM following the passing of this Resolution.*

The verified results of the poll were:

No. of votes for	:	710,000 representing 36.10%
No. of votes against	:	1,257,000 representing 63.90%
Total votes cast	:	1,967,000

The Chairman declared Ordinary Resolution 5 not carried.

RESOLUTION 6 - RE-ELECTION OF DR. LOW SEOW CHAY

As Resolutions 6 to 8 dealt with the Chairman's re-election as Director of the Company and continued appointment as an Independent Director, the Chairman requested that the CEO, Mr Lim Soo Kong @ Lim Soo Chong ("Mr Lim Soo Kong") take over the chairmanship of the meeting for these resolutions.

"That Dr. Low Seow Chay ("Dr Low"), who retires pursuant to Article 107 of the Company's Constitution, be re-elected as a Director of the Company."

The verified results of the poll were:

No. of votes for	:	104,345,242 representing 98.81%
No. of votes against	:	1,257,000 representing 1.19%
Total votes cast	:	105,602,242

The Chairman of the Meeting for this agenda declared Ordinary Resolution 6 carried.

RESOLUTION 7 – CONTINUED APPOINTMENT OF DR. LOW AS AN INDEPENDENT DIRECTOR BY ALL SHAREHOLDERS

"That contingent upon the passing of Resolutions 6 above and 8 below Dr. Low's continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the Mainboard Listing Manual ("Listing Manual") of the Singapore Exchange Securities Trading Limited ("SGX-ST") which takes effect from 1 January 2022 be approved, and such Resolution shall remain in force until the earlier of the following:

*Dr Low's retirement or resignation; or
the conclusion of the third AGM following the passing of this Resolution.*

The verified results of the poll were:

No. of votes for	:	104,345,242 representing 98.81%
No. of votes against	:	1,257,000 representing 1.19%

Total votes cast : 105,602,242

The Chairman of the Meeting for this agenda declared Ordinary Resolution 7 carried.

RESOLUTION 8 – CONTINUED APPOINTMENT OF DR. LOW AS AN INDEPENDENT DIRECTOR BY SHAREHOLDERS (EXCLUDING THE DIRECTORS AND THE CHIEF EXECUTIVE OFFICER OF THE COMPANY, AND THEIR RESPECTIVE ASSOCIATES).

That contingent upon the passing of Resolutions 6 and 7 above, Dr. Low’s continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the Mainboard Listing Manual (“Listing Manual”) of the Singapore Exchange Securities Trading Limited (“SGX-ST”) which takes effect from 1 January 2022 be approved, and such Resolution shall remain in force until the earlier of the following:

*Dr Low's retirement or resignation; or
the conclusion of the third AGM following the passing of this Resolution.*

The verified results of the poll were:

No. of votes for : 710,000 representing 36.10%
No. of votes against : 1,257,000 representing 63.90%
Total votes cast : 1,967,000

The Chairman of the Meeting for this agenda declared Ordinary Resolution 8 not carried.

Mr Lim Soo Kong then returned the Chair to Dr Low, who resumed conduct of the meeting.

RESOLUTION 9 - RE-ELECTION OF MR. STEFAN MATTHIEU LIM SHING YUAN

“That Mr. Stefan Matthieu Lim Shing Yuan, who retires pursuant to Article 93 of the Company’s Constitution, be re-elected as a Director of the Company.”

The verified results of the poll were:-

No. of votes for : 105,602,242 representing 100%
No. of votes against : 0
Total votes cast : 105,602,242

The Chairman declared Ordinary Resolution 9 carried.

RESOLUTION 10 - RE-APPOINTMENT OF AUDITORS

“That Messrs. Nexia TS Public Accounting Corporation, Certified Public Accountants, Singapore, be and are hereby re-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.”

The verified results of the poll were:

No. of votes for : 105,602,242 representing 100%

No. of votes against : 0
Total votes cast : 105,602,242

The Chairman declared Ordinary Resolution 10 carried.

SPECIAL BUSINESS

The Chairman put forward the following proposed resolutions as special business to the Meeting:-

RESOLUTION 11 - AUTHORITY TO ALLOT AND ISSUE SHARES

- (a) *“That, pursuant to Section 161 of the Companies Act, Chapter 50, 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 total number of issued shares excluding treasury shares of the Company, 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 total number of issued shares excluding treasury shares of the Company, and for the purpose of this resolution, the issued share capital shall be the Company’s total number of issued shares excluding treasury shares 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 bonus issue, 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."*

The verified results of the poll were:

No. of votes for	:	105,577,242 representing 99.98%
No. of votes against	:	25,000 representing 0.02%
Total votes cast	:	105,602,242

The Chairman declared Ordinary Resolution 11 carried.

There being no other business, the Meeting concluded at 10.15 a.m. with a vote of thanks to the Chair.

Confirmed as a correct record of the proceedings

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DR LOW SEOW CHAY
CHAIRMAN OF THE BOARD