

**MSM INTERNATIONAL LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 200918800R)  
(the “**Company**”)

**MINUTES OF ANNUAL GENERAL MEETING**

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<b>PLACE</b>	: 77 Robinson Road #06-03 Robinson 77 Singapore 068896
<b>DATE</b>	: Friday, 26 July 2024
<b>TIME</b>	: 10.30 a.m.
<b>PRESENT</b>	: As per attendance record maintained by the Company
<b>IN ATTENDANCE</b>	: As per attendance record maintained by the Company

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**CHAIRMAN**

At the request of the Executive Chairman, Mr Chan Kee Sieng, and at the concurrence of the shareholders, Mr Chan Wen Chau, Executive Director and Chief Executive Officer (“**CEO**”) of the Company was appointed as Chairman of the Annual General Meeting of the Company (the “**Meeting**”).

**QUORUM**

The Company Secretary confirmed that a quorum was present and the Chairman of the Meeting, declared the Meeting open at 10.30 a.m.

**NOTICE**

The Notice convening the Meeting dated 11 July 2024 was taken as read.

**INTRODUCTION AND OPENING ADDRESS**

The Chairman welcomed everyone present at the Meeting including the Company’s Directors, the Company’s Auditors, Sponsors, Company Secretary, share registrar team, polling agent and independent scrutineers (“**Scrutineer**”).

The Chairman informed that shareholders had been given the opportunity to ask questions prior to the Meeting. The Company has not received any questions from the shareholders.

The Chairman informed that in line with the requirements of the SGX Listing Rules, all resolutions to be tabled at the Meeting would be voted by way of poll. The procedures for conducting the voting by poll and the counting and verifying of the votes was handled by the polling agent and Scrutineer engaged by the Company.

The Scrutineer explained to the shareholders the procedures of the poll.

The Chairman then proceeded with the following Agenda of the Meeting.

**ORDINARY BUSINESS:**

**REPORTS AND AUDITED FINANCIAL STATEMENTS – RESOLUTION 1**

Resolution 1 was to receive and adopt the Audited Financial Statements for the financial year ended 31 March 2024 together with the Directors’ Statement and Auditors’ Report thereon.

The motion for Resolution 1 was proposed by Ms Lai Khar Khei and seconded by Mr Chua Zi Jun.

## **DIRECTORS' FEES – RESOLUTION 2**

Resolution 2 was to approve the payment of Directors' fees of S\$83,000/- for the financial year ending 31 March 2025.

The motion for Resolution 2 was proposed by Mr Chua Zi Jun and seconded by Ms Lai Khar Khei.

## **RE- ELECTION OF DIRECTORS – RESOLUTIONS 3 AND 4**

On Resolutions 3 and 4, the Chairman informed that Mr Wong Kok Seong and Mr Lee Kean Cheong were retiring as Directors of the Company pursuant to Article 107 of the Company's Constitution.

Mr Wong Kok Seong and Mr Lee Kean Cheong had signified their respective consent to continue in office.

## **RE-ELECTION OF MR WONG KOK SEONG – RESOLUTION 3**

The motion for Resolution 3 on the re-election of Mr Wong Kok Seong as a Director of the Company was proposed by Mr Chua Zi Jun and seconded by Ms Lai Khar Khei.

It was noted that upon re-election as a Director of the Company, Mr Wong Kok Seong will be redesignated as a Non-Independent Non-Executive Director and a member of the Audit, Nominating and Remuneration Committees. He is considered by the Board to be not independent for the purpose of Rule 704(7) of Catalist Rules.

## **RE-ELECTION OF MR LEE KEAN CHEONG – RESOLUTION 4**

The motion for Resolution 4 on the re-election of Mr Lee Kean Cheong as a Director of the Company was proposed by Ms Lai Khar Khei and seconded by Mr Chua Zi Jun.

It was noted that upon re-election as a Director of the Company, Mr Lee Kean Cheong will remain as an Independent Director and a member of the Audit, Nominating and Remuneration Committees. He is considered by the Board to be independent for the purpose of Rule 704(7) of Catalist Rules.

### ***Post Meeting Note:***

***Following the re-election of Mr Lee Kean Cheong as a Director of the Company, he remained as an Independent Director. Further to the re-composition of the Board and Board Committees of the Company, Mr Lee Kean Cheong was appointed as the Chairman of the Nominating and Remuneration Committees and remained as a member of the Audit Committee.***

## **RETIREMENTS OF MR CHAN KIT MOI AND MR LEOW WEE KIA CLEMENT**

The Chairman informed that Mr Chan Kit Moi and Mr Leow Wee Kia Clement will retire at the conclusion of the AGM. Details of their retirement were in the Explanatory Notes to the Notice of AGM dated 11 July 2024.

On behalf of the Board of Directors, the Chairman thanked Mr Chan and Mr Leow for their valuable contributions to the Company during their tenure as Directors and wished them all the best in their future endeavours.

## **RE-APPOINTMENT OF AUDITORS – RESOLUTION 5**

On Resolution 5, the shareholders were informed that the retiring auditors, CLA Global TS Public Accounting Corporation, had expressed their willingness to continue in office.

The motion for Resolution 5 was proposed by Ms Lai Khar Khei and seconded by Mr Chua Zi Jun.

## **ANY OTHER ORDINARY BUSINESS**

As no notice of any other ordinary business had been received by the Company Secretary, the Chairman proceeded to deal with the special business of the Meeting.

## **SPECIAL BUSINESS:**

### **AUTHORITY TO ALLOT AND ISSUE NEW SHARES – RESOLUTION 6**

Resolution 6, if approved, will authorise and empower the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Rules of Catalist of the SGX-ST.

The motion for Resolution 6 was proposed by Ms Lai Khar Khei and seconded by Mr Chua Zi Jun.

## **POLLING PROCESS**

All the resolutions put forth at the Meeting were duly proposed and seconded. There were no questions raised by the shareholders concerning Resolutions 1 to 6. The Chairman invited the shareholders to complete their poll voting slip and the duly completed poll voting slips were collected by the Scrutineer for counting and verifying.

With the approval of the Chairman, the Meeting was adjourned to conduct the poll vote count.

## **ANNOUNCEMENT ON POLL RESULTS**

The Chairman resumed the Meeting to announce the poll voting results. The Chairman then read out the poll results in respect of Resolutions 1 to 6.

### **RESOLUTION 1 – REPORTS AND AUDITED FINANCIAL STATEMENTS**

The poll voting result in respect of Resolution 1 was as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes cast for and against the resolution (%)	Number of shares	As a percentage of total number of votes cast for and against the resolution (%)
1. To receive and adopt the Audited Financial Statements for the financial year ended	80,625,029	80,625,029	100.00	0	0.00

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes cast for and against the resolution (%)	Number of shares	As a percentage of total number of votes cast for and against the resolution (%)
31 March 2024 together with the Directors' Statement and Auditors' Report					

The Chairman declared that Resolution 1 was duly carried and passed as follows:

**“THAT the Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Directors' Statement and Auditors' Report be received and adopted.”**

#### **RESOLUTION 2 – DIRECTORS' FEES**

The poll voting result in respect of Resolution 2 was as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes cast for and against the resolution (%)	Number of shares	As a percentage of total number of votes cast for and against the resolution (%)
2. Approval of Directors' fee of S\$83,000 for the financial year ending 31 March 2025	80,625,029	80,625,029	100.00	0	0.00

The Chairman declared that Resolution 2 was duly carried and passed as follows:

**“THAT the payment of Directors' fees of S\$83,000/- for the financial year ending 31 March 2025, be approved.”**

**RESOLUTION 3 – RE-ELECTION OF MR WONG KOK SEONG**

The poll voting result in respect of Resolution 3 was as follows:

Resolution number and details		Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
			Number of shares	As a percentage of total number of votes cast for and against the resolution (%)	Number of shares	As a percentage of total number of votes cast for and against the resolution (%)
3.	Re-election of Mr Wong Kok Seong as a Director of the Company	80,625,029	80,625,029	100.00	0	0.00

The Chairman declared that Resolution 3 was duly carried and passed as follows:

**“THAT Mr Wong Kok Seong be re-elected as a Director of the Company.”**

**RESOLUTION 4 – RE-ELECTION OF MR LEE KEAN CHEONG**

The poll voting result in respect of Resolution 4 was as follows:

Resolution number and details		Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
			Number of shares	As a percentage of total number of votes cast for and against the resolution (%)	Number of shares	As a percentage of total number of votes cast for and against the resolution (%)
4.	Re-election of Mr Lee Kean Cheong as a Director of the Company	80,625,029	80,625,029	100.00	0	0.00

The Chairman declared that Resolution 4 was duly carried and passed as follows:

**“THAT Mr Lee Kean Cheong be re-elected as a Director of the Company.”**

**RESOLUTION 5 – RE-APPOINTMENT OF AUDITORS**

The poll voting result in respect of Resolution 5 was as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes cast for and against the resolution (%)	Number of shares	As a percentage of total number of votes cast for and against the resolution (%)
5. Re-appointment of CLA Global TS Public Accounting Corporation as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration	80,625,029	80,625,029	100.00	0	0.00

The Chairman declared that Resolution 5 was duly carried and passed as follows:

**“THAT CLA Global TS Public Accounting Corporation, be re-appointed as Auditors of the Company at a remuneration to be determined by the Directors.”**

**RESOLUTION 6 – AUTHORITY TO ALLOT AND ISSUE NEW SHARES**

The poll voting result in respect of Resolution 6 was as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes cast for and against the resolution (%)	Number of shares	As a percentage of total number of votes cast for and against the resolution (%)
6. Authority to allot and issue new shares in the capital of the Company	80,625,029	80,625,029	100.00	0	0.00

The Chairman declared that Resolution 6 was duly carried and passed as follows:

**“THAT pursuant to Section 161 of the Companies Act 1967 (the “Act”) and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) (“Catalist Rules”), the Directors of the Company be authorised and empowered to:**

- (I) (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 (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; and**
- (II) (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:

- (a) 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), shall not exceed one hundred per cent (100%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing members of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);**
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:**
  - (i) new Shares arising from the conversion or exercise of any convertible securities;**
  - (ii) new Shares arising from the exercise of share options or vesting of share awards which are outstanding and/or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and**
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;**

Any adjustments made in accordance with sub-paragraphs (b)(i) or (b)(ii) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and**
- (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”**

**CONCLUSION**

There being no other business to transact, the Chairman declared the AGM of the Company closed at 10.43 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings held



Chan Wen Chau  
Chairman of the Meeting



*This announcement has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "**Sponsor**").*

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**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 Mr Lance Tan, Senior Vice President, 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.*