

ABUNDANCE INTERNATIONAL LIMITED

(Incorporated in Singapore)

(Co. Reg. No. 197501572K)

MINUTES OF THE ANNUAL GENERAL MEETING

- PLACE** : By way of Electronic Means
- DATE** : 27 April 2021
- TIME** : 10.00 A.M.
- PRESENT** : **Board of Directors**
Mr Sam Kok Yin (Chairman)
Mr Chan Cher Boon
Mr Francis Yau Thiam Hwa
Mr Tham Hock Chee
Mr Shi Jiangang
Mr Jiang Hao
- Company Secretary**
Ms Ong Beng Hong
- Shareholders and Proxies Participation**
As per Attendance List maintained by the Company
- In Attendance by Invitation**
As per Attendance List maintained by the Company
- NOTICE OF MEETING** : The Notice convening the Meeting was taken as read.
- CHAIRMAN** : Mr Sam Kok Yin was appointed by the Chairman of the Board of Directors, Mr Shi Jiangang, to chair the meeting.

COMMENCEMENT OF MEETING

The Chairman welcomed the shareholders at 10.00 a.m. The Chairman noted that in light of the current COVID-19 situation and the safe distancing measures being in place during this Phase 3 period, the Company's AGM was held by way of electronic means.

As a quorum was present, the Chairman declared the Meeting open.

The Chairman noted that in his capacity as Chairman of the Meeting, he had been appointed as a proxy by some shareholders and would be voting in accordance with their instructions.

ORDINARY BUSINESS

1. ADOPTION OF DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS

Resolution 1 on the Agenda was to receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditors' Report.

In view that the Directors' Statement, the Audited Financial Statements of the Company for the financial year ended 31 December 2020, the Chairman Message to Shareholders and the Auditors' Report had been in the shareholders' hands for the prescribed period, the Chairman proposed, with the shareholders' permission, that the documents be taken as read.

Resolution 1 was put to vote and passed by way of a poll.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	496,925,300	100
Against the Resolution	0	0

Based on the above result, the Chairman declared the motion carried and the following resolution was passed:

“Resolved that the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditors' Report be and are hereby received and adopted.”

2. RE-ELECTION OF DIRECTOR - MR SAM KOK YIN

Resolution 2 on the Agenda was to re-elect Mr Sam Kok Yin who was retiring from office by rotation.

In accordance with Regulation 91 of the Company's Constitution, Mr Sam Kok Yin, as a Director, retired by rotation and being eligible, offered himself for re-election. It was noted that Mr Sam Kok Yin would, upon re-election as a Director of the Company, remain as a Managing Director of the Company.

Whilst Mr Sam Kok Yin is not required to abstain from voting in respect of this resolution, as a matter of good corporate governance practice, Mr Sam Kok Yin has voluntarily abstained from voting on Ordinary Resolution 2 in respect of his own re-election as a Director of the Company.

Resolution 2 was put to vote and passed by way of a poll.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	249,702,900	100
Against the Resolution	0	0

Based on the above result, the Chairman declared the motion carried and the following resolution was passed:

“Resolved that Mr Sam Kok Yin, who retires by rotation pursuant to Regulation 91 of the Company's Constitution, be and is hereby re-elected as a Director of the Company.”

3. RE-ELECTION OF DIRECTOR - MR CHAN CHER BOON

Resolution 3 on the Agenda was to re-elect Mr Chan Cher Boon who was retiring from office by rotation.

In accordance with Regulation 91 of the Company's Constitution, Mr Chan Cher Boon, as a Director, retired by rotation and being eligible, offered himself for re-election. It was noted that Mr Chan Cher Boon would, upon re-election as a Director of the Company, remain as an Independent Director of the Company as well as the Chairman of the Nominating Committee and a member of the Remuneration Committee and Audit Committee of the Company.

Resolution 3 was put to vote and passed by way of a poll.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	496,925,300	100
Against the Resolution	0	0

Based on the above result, the Chairman declared the motion carried and the following resolution was passed:

“Resolved that Mr Chan Cher Boon, who retires by rotation pursuant to Regulation 91 of the Company's Constitution, be and is hereby re-elected as a Director of the Company.”

4. APPROVAL OF MR CHAN CHER BOON CONTINUED APPOINTMENT AS AN INDEPENDENT DIRECTOR BY ALL SHAREHOLDERS IN ACCORDANCE WITH RULE 406(3)(D)(III) OF THE LISTING MANUAL (SECTION B: RULES OF CATALIST) OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“CATALIST RULES”) WHICH WILL TAKE EFFECT ON 1 JANUARY 2022

Resolution 4 on the Agenda concerns the approval of Mr Chan Cher Boon continued appointment as an Independent Director by all shareholders in accordance with Rule 406(3)(d)(iii) of the Catalist Rules which will take effect on 1 January 2022.

Resolution 4 was put to vote and passed by way of a poll.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	496,925,300	100
Against the Resolution	0	0

Based on the above result, the Chairman declared the motion carried and the following resolution was passed:

“Resolved that Mr Chan Cher Boon continued appointment as an Independent Director by all shareholders in accordance with Rule 406(3)(d)(iii) of the Catalist Rules which will take effect on 1 January 2022, be and is hereby re-elected as a Director of the Company.”

5. APPROVAL OF MR CHAN CHER BOON CONTINUED APPOINTMENT AS AN INDEPENDENT DIRECTOR BY SHAREHOLDERS (EXCLUDING DIRECTORS, CHIEF EXECUTIVE OFFICER, AND THEIR ASSOCIATES) IN ACCORDANCE WITH RULE 406(3)(D)(III) OF THE CATALIST RULES WHICH WILL TAKE EFFECT ON 1 JANUARY 2022

Resolution 5 on the Agenda concerns the approval of Mr Chan Cher Boon continued appointment as an Independent Director by shareholders (excluding directors, chief executive officer, and their associates in accordance with Rule 406(3)(d)(iii) of the Catalist Rules which will take effect on 1 January 2022.

Resolution 5 is subject to and contingent to the passing of Resolution 3 and 4.

The directors, chief executive officer, and their associates have to abstain from voting at the AGM on Resolution 5. Accordingly, the Company will disregard any votes on this Resolution by proxy by the directors, chief executive officer, and their associates.

Resolution 5 was put to vote and passed by way of a poll.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	3,784,900	100
Against the Resolution	0	0

Based on the above result, the Chairman declared the motion carried and the following resolution was passed:

“Resolved that Mr Chan Cher Boon continued appointment as an Independent Director by shareholders (excluding directors, chief executive officer, and their associates in accordance with Rule 406(3)(d)(iii) of the Catalist Rules which will take effect on 1 January 2022, be and is hereby re-elected as a Director of the Company.”

6. APPROVAL OF DIRECTORS' FEES

Resolution 6 on the Agenda was to approve the payment of Directors' fees for the financial year ended 31 December 2020. It was noted that the Board of Directors had recommended the payment of a sum of S\$99,000 as Directors' fees for the financial year ended 31 December 2020.

Resolution 6 was put to vote and passed by way of a poll.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	496,925,300	100
Against the Resolution	0	0

Based on the above result, the Chairman declared the motion carried and the following resolution was passed:

“Resolved that the payment of Directors' fees of S\$99,000 for the financial year ended 31 December 2020 be and is hereby approved.”

7. **RE-APPOINTMENT OF AUDITORS**

Resolution 7 on the Agenda was to re-appoint Foo Kon Tan LLP as the Company's Auditors and to authorise the Directors to fix their remuneration.

Resolution 7 was put to vote and passed by way of a poll.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	495,925,300	100
Against the Resolution	0	0

Based on the above result, the Chairman declared the motion carried and the following resolution was passed:

“Resolved that Foo Kon Tan LLP be re-appointed as the Company's Auditors and the Directors be authorised to fix their remuneration.”

SPECIAL BUSINESS:

8. **SHARE ISSUE MANDATE**

Resolution 8 on the Agenda was to seek the shareholders' approval for the Directors to be granted the authority to allot and issue new shares and convertible securities in the Company, the details of which are set out in the text of the Ordinary Resolution in item 9 of the Notice of Annual General Meeting.

Resolution 8 was put to vote and passed by way of a poll.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	496,925,300	100
Against the Resolution	0	0

Based on the above result, the Chairman declared the motion carried and the following resolution was passed:

“Resolved that pursuant to Section 161 of the Companies Act, Cap. 50 (the “**Act**”) and Rule 806 of the Catalist Rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be given to the Directors of the Company to issue shares (“**Shares**”) whether by way of rights, bonus or otherwise, and/or 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) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed hundred percent (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro

rata basis to all existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty percent (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 (b) below);

(b) (subject to such manner of calculation and adjustments 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 (a) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution, after adjusting for:

- (i) new shares arising from the conversion or exercise of convertible securities;
- (ii) new shares arising from exercising share options or vesting of Share awards, provided the options or awards granted 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,

and in sub-paragraph (a) above and this sub-paragraph (b), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST, Section B: Rules of Catalist.

Adjustments in accordance with (b)(i) or (b)(ii) above 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 this Resolution is passed; and

(c) and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company’s 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 earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities.”

9. TERMINATION

There being no other business to transact, the Chairman declared the Annual General Meeting of the Company closed and thanked everyone for their attendance and support.

Sam Kok Yin
Chairman of the Meeting