

ASTI HOLDINGS LIMITED
(Company Registration No. 199901514C)
(Incorporated in the Republic of Singapore)
(the “Company”)

MINUTES OF ADJOURNED ANNUAL GENERAL MEETING

DATE : Wednesday, 15 May 2024

TIME : 2.00 p.m.

VENUE : Institute of Singapore Chartered Accountants, 60 Cecil Street, Meeting Room 3-2, ISCA House, Singapore 049709

PRESENT : **Board of Directors**

Mr Chow Wai San – Independent Non-executive Chairman
Mr Ng Yew Nam – Executive Director & Chief Executive Officer (“**CEO**”)
Mr Soh Pock Kheng – Executive Director & Chief Operating Officer
Mr Yap Alvin Tsok Sein – Independent Non-executive Director
Mr Raymond Lam Kuo Wei – Independent Non-executive Director

Shareholders

As set out in the attendance records maintained by the Company.

IN ATTENDANCE/ BY INVITATION : The Chief Financial Officer (“**CFO**”), Company Secretary, legal counsel, representatives from Mazars LLP and members of Management.

CHAIRMAN OF THE MEETING : Mr Chow Wai San

1. INTRODUCTION & QUORUM

- 1.1 The Chairman welcomed shareholders to the Company’s adjourned Annual General Meeting for the financial year ended 31 December 2021 (“**FY2021**”) (the “**Meeting**” or “**Adjourned AGM**”).
- 1.2 As a quorum was present, the Chairman declared the Meeting open. The Chairman introduced the Board of Directors, the CFO and professionals present at the Meeting.

2. APPOINTMENT OF CHAIRMAN OF MEETING AS PROXY AND POLL VOTING

- 2.1 Voting was by poll. Boardroom Corporate & Advisory Services Pte. Ltd. and Reliance 3P Advisory Pte. Ltd. had been appointed as polling agent and independent scrutineer (“**Scrutineer**”) respectively for the conduct of the poll. The validity of the proxies submitted by shareholders had been duly verified and the votes of all such valid proxies had been duly counted and verified by the Scrutineer.
- 2.2 It was noted that the Chairman had been appointed as proxy by some shareholders and he would be voting in accordance with the instructions of those shareholders.

3. NOTICE OF ADJOURNED AGM

- 3.1 The Notice of Adjourned AGM dated 3 May 2024 (“**Notice of Adjourned AGM**”) was taken as read.
- 3.2 It was noted that the Singapore High Court had ordered that only Resolution 1 (Adoption of Directors’ Report and Audited Financial Statements for FY2021) and Resolution 7 (Appointment of Messrs RT LLP as Auditors of the Company) in the Notice of AGM dated 16 August 2023, be tabled

for consideration and voted on by shareholders at the Company's AGM on 31 August 2023.

- 3.3 At the AGM on 31 August 2023, Resolutions 1 and 7 were put to the shareholders for voting. Resolution 1 was passed and Resolution 7 was not passed.
- 3.4 The Court had also ordered that the remaining resolutions, namely, Resolution 2, 3, 4, 5, 6 and 8 in the Notice of AGM dated 16 August 2023, be considered and voted on by the shareholders of the Company when the adjourned AGM is so reconvened.
- 3.5 The aforesaid Resolutions 2, 3, 4 and 5 relate to the re-election of Mr Anthony Loh Sin Hock, Mr Charlie Jangvijitkul, Mr Theerachai Leenabanchong and Dato' Sri Mohd Sopiyan B Mohd Rashdi as Directors of the Company. The aforesaid Directors had resigned on 15 January 2024. Accordingly, Resolutions 2, 3, 4 and 5 in the Notice of AGM date 16 August 2023 were withdrawn and would not be tabled at this Adjourned AGM.
- 3.6 The Meeting was informed that the only remaining Resolutions to be tabled at this Adjourned AGM would be Resolution 6 (Approval of payment of Directors' fees amounting to S\$232,962 for FY2021) and Resolution 8 (Authority to allot and issue shares in the share capital of the Company).

4. QUESTION & ANSWER SESSION

- 4.1 As set out in the Notice of Adjourned AGM, shareholders were invited to submit in advance their questions relating to the Resolutions tabled at the Meeting. However, the Company did not receive any questions from shareholders prior to the Adjourned AGM.
- 4.2 Shareholders were invited to raise their questions, if any, before proceeding to the Resolutions.
- Dragon Group International Limited and Eocell, Inc.*
- 4.3 Shareholder Mr Lee Lai Heng referred to a recent announcement by the Company's subsidiary, Dragon Group International Limited ("**DGI**"), relating to the financial difficulties of DGI's associate, Eocell ("**EoCell**"). Mr Lee Lai Heng enquired on the following:
- (i) the reason(s) for the sudden change in Eocell's financial position, given that the Company's former Directors (the "**Previous Board**") had projected a positive outlook for Eocell via various announcements;
 - (ii) the justification(s) given by the Previous Board for the continued financial support to DGI;
 - (iii) in view of the common Directors and members of management of the Company and DGI previously, whether the Previous Board was able to avoid conflicts of interest and act in the best interests of the Company; and
 - (iv) whether the Board intended to pursue legal action against the Previous Board for any potential breaches in fiduciary duties.
- 4.4 The Chairman informed that Eocell, being a start-up business, was loss-making when the Previous Board was in office. The Board, which was reconstituted on 16 January 2024, has been looking into, among others, the Group's investment in Eocell and the CEO had travelled to the United States to assess Eocell's situation. It was noted that Eocell's management is responsible for resolving Eocell's current financial crisis.
- 4.5 To assess the situation, the CEO had met with Eocell's President and management team during his visit to Eocell. The CEO opined that based on current circumstances, Eocell does not appear as promising as announced by the Previous Board.
- 4.6 The Chairman shared that, since assuming office, the Board has been focused on three areas, namely, to (i) stabilise the Group's business and operations; (ii) look into the Group's various transactions and issues (including without limitation Eocell); and (iii) look into potential exit offers for the Company.

- 4.7 The Chairman agreed that DGI had been in financial distress for a long time and shared that the Board is assessing the situation and deliberating on the Company's financial support to DGI. The Company will make further announcements to update shareholders on material developments on the matter as necessary.

Office premises

- 4.8 Proxy Mr Toh Peng Ting enquired on the Company's office premises at 25 Kallang Avenue and the equipment located in those premises.
- 4.9 The CEO informed that the Company had moved out of the office premises at 25 Kallang Avenue and the said equipment had already been disposed of.

Share price

- 4.10 Mr Toh Peng Ting enquired on the value/price of the Company's shares at this juncture.
- 4.11 Shareholders were informed that prior to the suspension of trading, the Company's shares were trading at 1.4 cents per share. The Chairman commented that the net asset value per share had been disclosed in the unaudited financial statements for the half year ended 30 June 2023 released by the Previous Board. Any potential exit offer/deal secured would also ascribe a value to the Company's shares. However, currently there is no definitive indicator of the value of the Company's shares as trading of its shares had been suspended.

Previous Director's remuneration & Advanced Systems Automation Limited ("ASA")

- 4.12 Proxy Mr Harvinder Singh referred to the details of Directors' remuneration disclosed in the Company Annual Report for FY2021. Former Director and CEO Dato' Michael Loh was entitled to an aggregate payment of S\$1,973,270 pursuant to his employment contract comprising (i) S\$1,378,270, (ii) approximately S\$510,000 as payment in lieu of notice and (iii) a contractual bonus of S\$85,000 for FY2020 paid in FY2021. Mr Harvinder Singh pointed out that, pursuant to Section 168 of the Companies Act 1967, shareholder approval was required if the payment to a Director as compensation for loss of office or retirement exceed the total emoluments of the Director for the year immediately preceding his termination of employment. Mr Harvinder Singh enquired whether the Board was investigating the acts of the Previous Board to determine if they had breached their fiduciary duties.
- 4.13 Mr Harvinder Singh also noted that ASA, in which the Company held a 26% interest, currently owed the Company approximately S\$11 million. Mr Singh enquired whether the Previous Board actively engaged with ASA to recover this outstanding amount for the Company.
- 4.14 The Chairman commented that the issue of the remuneration package of Dato' Michael Loh as well as the outstanding amount due from ASA had been raised by the Company's shareholders on various platforms. The Board is currently reviewing these matters. The CEO added that the Board will take appropriate action following a proper review of these matters with its legal counsel. At this juncture, the Company has to allocate its limited resources appropriately in the best interest of the Company.

Personal data protection

- 4.15 Shareholder Mr Yeo Sin Teck expressed concern about shareholders' personal data being misused, specifically he was concerned about the requirement to furnish shareholders' and appointed proxies' full NRIC numbers in the proxy forms. He suggested that the Company look into protecting shareholders' personal data, such as replacing NRIC number with the CDP number of shareholders. Mr Yeo Sin Teck's comments were duly noted.

Resolution 1: Approval of Directors' fees for FY2021

- 4.16 Proxyholder Mr Koh Peng Tih referred to Resolution 1 tabled at this Meeting relating to Directors' fees for FY2021. He queried whether Management would, if warranted, take legal action against the former Directors. He also enquired whether it was true that a party had recently offered 11 cents per share for the Company.
- 4.17 The Chairman clarified that Resolution 1 was tabled by the Previous Board at the AGM held on 31 August 2023. At this Adjourned AGM, the Board is obliged to complete the business tabled at the AGM held on 31 August 2023. Shareholders have full discretion and right to vote for or against Resolution 1. The said potential exit offer had lapsed as announced by the Previous Board on 25 October 2023.

Resolution 2: Authority to allot and issue shares

- 4.18 Shareholder Ms Gan Kim Choo referred to Resolution 2 tabled at this Meeting and enquired whether the Board required this resolution to be passed in order to carry out its duties. The CEO advised that Resolution 2, if approved by shareholders at this Meeting, would give the Company greater flexibility in managing the affairs of the Company. .
- 4.19 Having addressed the shareholders' questions, the Chairman declared the Q&A session closed and proceeded to the Resolutions.

ORDINARY BUSINESS

5. ORDINARY RESOLUTION 1 – DIRECTORS' FEES FOR FINANCIAL YEAR ENDED 31 DECEMBER 2021

- 5.1 The Meeting was informed that Resolution 1 was tabled as Resolution 6 at the Company's AGM on 31 August 2023. If passed, the amount of S\$232,962 will be paid as Directors fees for FY2021 to the former Directors of the Company, namely, Dato' Michael Loh Soon Gnee, Timothy Lim Boon Liat, Dr Kriengsak Chareonwongsak, Mandie Chong Man Sui, Dr Daniel Yeoh Ghee Chong, Dato' Sri Mohd Sopiyan B Mohd Rashdi and Dato' Ahmad Rasidi B Hazizi.
- 5.2 The Chairman proposed the motion:

"That the payment of S\$232,962 as Directors' fees for the financial year ended 31 December 2021 be approved."

SPECIAL BUSINESS

6. ORDINARY RESOLUTION 2 – AUTHORITY TO ISSUE SHARES

- 6.1 Shareholders were informed that Resolution 2 was tabled as Resolution 8 at the Company's AGM on 31 August 2023.
- 6.2 Resolution 2 is to authorise the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited. The full text of this Resolution is set out in the Notice of Adjourned AGM and was taken as read.
- 6.3 The Chairman proposed the motion:

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

- (a) (i) *issue shares in 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 of the Company may in their absolute discretion deem fit; and*
- (b) *(notwithstanding 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 of the Company while this Resolution was in force,*

provided that:

- (1) *the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);*
- (2) *(subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued Shares and Instruments (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:*
- (a) *new Shares arising from the conversion or exercise of any convertible securities;*
- (b) *new Shares arising from exercising share options or vesting of share awards, provided the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and*
- (c) *any subsequent bonus issue, consolidation or subdivision of Shares;*
- Adjustments in accordance with 2(a) or 2(b) 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 of the passing of this Resolution;*
- (3) *in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and*
- (4) *unless revoked or varied by the Company in a general meeting, such authority shall continue in force (i) 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 earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.”*

7. RESULTS OF POLL VOTING

7.1 The Meeting proceeded to conduct the voting of the shareholders by poll. A representative from the Scrutineer explained the procedures for the conduct of the poll. Shareholders were given time to finalise and cast their votes. Following a short interval, the following poll results, which were duly verified by the Scrutineer, were announced by the Chairman.

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 for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Business					
Ordinary Resolution 1 Approval of Directors' fees of S\$232,962 for FY2021	214,603,522	12,008,594	5.60	202,594,928	94.40
Special Business					
Ordinary Resolution 2 Authority to allot and issue shares	214,323,522	136,093,494	63.50	78,230,028	36.50

7.2 Based on the poll results, the Chairman declared Resolution 1 not carried and Resolution 2 carried.

8. CONCLUSION OF AJOURNED AGM

8.1 There being no further business, the Chairman declared the Adjourned AGM closed at 3.17 p.m. and thanked shareholders for their attendance and support.

Confirmed as a True Record of Proceedings Held

Mr Chow Wai San
Chairman of the Meeting