

ANNICA HOLDINGS LIMITED
Company Registration No. 198304025N
Incorporated in the Republic of Singapore
(the “**Company**”)

MINUTES OF ANNUAL GENERAL MEETING

Date and Time : Tuesday, 28th June 2022 at 10.00 a.m.
Place : Held by electronic means
Present : As set out in the attendance sheet maintained by the Company
Chairman : Tan Sri Dato Seri Zulkefli Bin Ahmad Makinudin

QUORUM

Tan Sri Dato Seri Zulkefli Bin Ahmad Makinudin, the Non-Executive Chairman and Independent Director of the Company (the **Chairman**) welcomed shareholders and proxies of shareholders to the annual general meeting of the Company held by electronic means (“**AGM**” or “**meeting**”).

The Chairman informed the meeting that as there was a quorum present, he called the meeting to order at 10.00 am.

He informed the meeting that as a copy of the Company’s Notice of AGM (“**Notice**”) had been published on the SGXNet and the Company’s website on 13 June 2022, he would take the Notice as having been read.

INTRODUCTION

He then went on to introduce each of the members of the Board and handed conduct of the proceedings of the meeting to Ms. Sandra Liz Hon Ai Ling, Executive Director and Chief Executive Officer of the Company (“**Ms. Hon**”).

PROCEDURE AT MEETING

Ms. Hon then welcomed shareholders present online and said a short video of instructions on how shareholders would be able to vote live and online and ask questions live and online by text messages would be shown.

She informed the meeting that the Company had not received any shareholder queries prior to the AGM, and that shareholders who are present at the meeting would be able to submit questions by text online during the meeting. However, the Company would respond to questions submitted by text online that are relevant and substantial to each of the resolutions tabled. She then said appropriate time would be allocated for shareholders to submit their questions that are relevant and substantial for each resolution by text online and for the Company to respond. She then announced that the electronic platform for shareholders present to submit their questions by text online was opened.

She informed the meeting that the Company had received proxy forms from shareholders appointing the Chairman to vote on their behalf for the resolutions tabled at the meeting, and the Chairman had voted in accordance with the instructions of shareholders set out in the proxy forms submitted. She said that for shareholders who had not submitted a proxy form, they would be able to cast their votes live and online.

She informed the meeting that the procedure of how the meeting would be conducted was fully explained in the Notice published on 13 June 2022.

She also informed the meeting that Finova BPO Pte Ltd had been appointed scrutineer and polling agent for the meeting, and that the scrutineer had checked and verified the validity of the proxy forms received and would also verify the live votes cast by shareholders at the meeting. She then said that all voting would be carried out by way of a poll.

At this stage, Ms. Hon declared that the electronic platform for live and online voting was opened and invited shareholders to cast their votes. She said that voting would be closed after the last question posed by text online had been answered, and the results of the meeting would be displayed on the screen shortly thereafter.

She then proceeded to share the video of instructions on how to vote live and online and to submit questions by text online.

She then said that should any shareholder encounter technical issues during the meeting, the Company's virtual AGM service provider would work to resolve the issues and re-link the shareholder to the meeting, and sought their patience in the event such technical issues occurred.

She then said that with the introduction, a short briefing of how the morning's meeting would be conducted, and the quorum for the meeting having been confirmed, she would proceed with the formal business of the meeting.

Ms. Hon informed the meeting that there were 8 items of agenda in the Notice and 7 resolutions proposed for the approval of shareholders. She would read each of the resolutions and if there were any questions, shareholders could submit their questions by text and online at any time.

ORDINARY BUSINESS

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2021, together with the Directors' Statement and Independent Auditors' Report ("**Ordinary Resolution 1**").

Ms. Hon read out Ordinary Resolution 1 as set out above and on behalf of the Chairman, she proposed Ordinary Resolution 1 for the approval of shareholders.

2. To re-elect Tan Sri Dato Seri Zulkefli Bin Ahmad Makinudin who is retiring by rotation pursuant to Regulation 95 of the Company's constitution (the "**Constitution**"), and who, being eligible, is offering himself for re-election as a Director ("**Ordinary Resolution 2**").

Ms. Hon read out Ordinary Resolution 2 as set out above and on behalf of the Chairman, she proposed Ordinary Resolution 2 for the approval of shareholders.

3. To re-elect Mr. Su Jun Ming who is retiring by rotation pursuant to Regulation 95 of the Company's Constitution, and who, being eligible, is offering himself for re-election as a Director ("**Ordinary Resolution 3**").

Ms. Hon read out Ordinary Resolution 3 as set out above and on behalf of the Chairman, she proposed Ordinary Resolution 3 for the approval of shareholders.

4. To re-elect Mr. Robin Stevens who is retiring pursuant to Regulation 94 of the Company's Constitution, and who, being eligible, is offering himself for re-election as a Director ("**Ordinary Resolution 4**").

Ms. Hon read out Ordinary Resolution 4 as set out above and on behalf of the Chairman, she proposed Ordinary Resolution 4 for the approval of shareholders.

5. To approve the payment of Directors' fees of \$242,000 for the financial year ending 31 December 2022, to be paid quarterly in arrears (31 December 2021: \$179,000) ("**Ordinary Resolution 5**").

Ms. Hon read out Ordinary Resolution 5 as set out above and on behalf of the Chairman, she proposed Ordinary Resolution 5 for the approval of shareholders.

6. To re-appoint PKF-CAP LLP as the Independent Auditor of the Company and to authorise the Directors to fix its remuneration ("**Ordinary Resolution 6**").

Ms. Hon read out Ordinary Resolution 6 as set out above and on behalf of the Chairman, she proposed Ordinary Resolution 6 for the approval of shareholders.

7. Ms. Hon then said that as item 7 of the agenda related to any other business that may properly be transacted at the meeting, and as no additional agenda was received by any of the Directors or the Company Secretary, she would proceed to item 8 of the Notice.

SPECIAL BUSINESS

8. Ordinary resolution 7, which is set out in item 8 of the Notice, related to the authority to be given to the Directors to allot and issue shares and convertible securities of the Company pursuant to Section 161 of the Companies Act and subject to Rule 806 of the Catalist Rules ("**Ordinary Resolution 7**").

Ms. Hon noted that as the text of Ordinary Resolution 7 had been set out in full in the Notice, she would take it as having been read and, on behalf of the Chairman, she proposed Ordinary Resolution 7 for the approval of shareholders.

Q & A SESSION

Ms. Hon reported that the Company did not receive any shareholder queries prior to the AGM. She went on to add that questions that were submitted online by text during the meeting, if any, would be responded to by the Company in the order of those that were submitted first in time and so on.

After some time, the Company's virtual AGM service provider informed Ms. Hon that no questions had been submitted online.

Ms. Hon then asked shareholders present online to cast their votes online if they had not already done so. She then again reminded shareholders of the location of the function for live voting for those who were using a mobile device and those who were using a laptop or desktop computer. She again asked shareholders to cast their votes live if they had not done so and that the results of the resolutions proposed and voted on would be displayed after 3 minutes.

RESULTS OF THE AGM

Ms. Hon then announced the results of the AGM as follows:

Ordinary Resolution 1 – based on the results of the poll, of the 6,186,072,583 shares represented, 100% voted for Ordinary Resolution 1, and zero voted against or abstained from voting.

Ordinary Resolution 2 – based on the results of the poll, of the 6,186,022,583 shares represented, 100% voted for Ordinary Resolution 2, zero voted against and 50,000 shares represented abstained from voting.

Ordinary Resolution 3 - based on the results of the poll, of the shares 6,131,391,591 represented, 100% voted for Ordinary Resolution 3, zero voted against and 54,680,992 shares represented abstained from voting.

Ordinary Resolution 4 - based on the results of the poll, of the 6,186,022,583 shares represented, 100% voted for Ordinary Resolution 4, zero voted against and 50,000 shares represented abstained from voting.

Ordinary Resolution 5 - based on the results of the poll, of the 6,186,022,583 shares represented, 100% voted for Ordinary Resolution 5, zero voted against and 50,000 shares represented abstained from voting.

Ordinary Resolution 6 - based on the results of the poll, of the 6,186,072,583 shares represented, 100% voted for Ordinary Resolution 6, and zero voted against or abstained from voting.

Ordinary Resolution 7 - based on the results of the poll, of the 6,186,072,583 shares represented, 100% voted for Ordinary Resolution 7, and zero voted against or abstained from voting.

Ms. Hon also informed the meeting that the results of the AGM would be announced via SGXNet later that day.

CLOSING OF THE AGM

As there were no further matters to be discussed, Ms. Hon declared the AGM closed at about 10.30 a.m. and thanked shareholders for their attendance.

Confirmed by

Ms. Sandra Liz Hon Ai Ling
Executive Director and CEO

This announcement has been reviewed by the Company's sponsor, Stamford Corporate Services Pte. Ltd. (the "Sponsor"). It 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 Mr. Bernard Lui.
Tel: 6389 3000 Email: bernard.lui@morganlewis.com*