

ASIAN MICRO HOLDINGS LIMITED
(Company Registration No. 199701052K)
(Incorporated in Singapore)
(the “Company”)

MINUTES OF ANNUAL GENERAL MEETING (“AGM” OR “MEETING”)

PLACE	:	Orchid Country Club, Octagon Room, 1 Orchid Club Road, Singapore 769162
DATE	:	Friday, 20 October 2023
TIME	:	10.00 a.m.
PRESENT	:	Per the attendance list maintained by the Company
IN ATTENDANCE	:	Per the attendance list maintained by the Company
CHAIRMAN	:	Mr. Cheah Wee Teong

INTRODUCTION & QUORUM

As a quorum was present, Mr. Cheah Wee Teong, the Independent Non-Executive Chairman of the Company, declared the Meeting open and introduced the Directors present at the Meeting.

NOTICE

The Annual Report and Notice of AGM (“**Notice**”) dated 4 October 2023 had been circulated to shareholders. The Notice convening the Meeting was taken as read.

The Chairman demanded for a poll in accordance with Article 59 of the Company’s Constitution. This also complies with the requirement of the listing manual of the Singapore Exchange Securities Trading Limited for all listed companies to conduct voting by poll for all general meetings, as well as to accord due respect to the full voting rights of shareholders. Observers were not permitted to participate or vote at meetings and were therefore, not permitted to ask questions or propose any motion that came before the Meeting.

It was noted that the Chairman had been appointed as a proxy by some shareholders and would be voting in accordance with their instructions. He directed the poll on each motion to be taken after all the motions had been formally proposed.

The shareholders were informed that once the voting for the AGM had been completed and while the polling agent was tabulating the results of the votes for the AGM, the Company would adjourn the AGM and continue with the proceedings of the Extraordinary General Meeting (“**EGM**”).

QUESTIONS AND ANSWERS

It was noted that as at the stipulated deadline for submission of questions ahead of the AGM set out in the Notice of AGM (i.e. 10.00 a.m. on 12 October 2023), the Company did not receive any questions from shareholders.

After addressing to the questions raised by a shareholder which were substantial and relevant to the resolutions to be tabled for approval at the Meeting or the Company’s businesses and operations (“**Summary of Q&A at the AGM**”), the Chairman proceeded with the agenda of the Meeting. The Summary of Q&A at the AGM is attached to these minutes as Appendix 1.

ORDINARY BUSINESS:

DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS – RESOLUTION 1

The Meeting proceeded to receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 30 June 2023 together with the Auditors' Report.

The motion for ordinary resolution 1 was proposed by the Chairman.

RE-ELECTION OF DIRECTORS – RESOLUTIONS 2 AND 3

The Meeting was informed that Mr. Lim Kee Liew @ Victor Lim and Mr. Cheah Wee Teong, the Directors who were retiring under Article 89 of the Company's Constitution, had signified their consents to continue in office.

Re-election of Mr. Lim Kee Liew @ Victor Lim as a Director – Resolution 2

The motion for the re-election of Mr. Lim Kee Liew @ Victor Lim as a Director of the Company pursuant to Article 89 of the Company's Constitution was proposed by the Chairman.

Re-election of Mr. Cheah Wee Teong as a Director – Resolution 3

As Resolution 3 dealt with the Chairman's re-election as Director of the Company, Mr. Ng Chee Wee took over the chair of the Meeting for this motion.

It was noted that Mr. Cheah Wee Teong would, upon re-election as a Director of the Company, remain as the Independent Non-Executive Chairman of the Company, Chairman of the Nominating and Remuneration Committees and a member of the Audit Committee and would be considered independent for the purpose of Rule 704(7) of the Listing Manual – Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**").

The motion for the re-election of Mr. Cheah Wee Teong as a Director of the Company pursuant to Article 89 of the Company's Constitution was proposed by Mr. Ng Chee Wee.

Mr Ng Chee Wee returned the chair to the Chairman to resume the conduct of the meeting.

DIRECTORS' FEES – RESOLUTION 4

The Board had recommended the payment for a sum of S\$30,000 as Directors' fees for the financial year ended 30 June 2023.

The motion for ordinary resolution 4 was proposed by the Chairman.

RE-APPOINTMENT OF AUDITORS – RESOLUTION 5

The Meeting was informed that the retiring Auditors, Messrs. Ernst & Young LLP, Public Accountants and Chartered Accountants, Singapore had expressed their willingness to continue in office.

The motion for ordinary resolution 5 was proposed by the Chairman.

ANY OTHER ORDINARY BUSINESS

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

SPECIAL BUSINESS

AUTHORITY TO ISSUE SHARES – RESOLUTION 6

Resolution 6 was to authorise the Directors of the Company to allot and issue new shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rules.

The Chairman informed the shareholders that the text of the resolution was set out under item 6 in the Notice of AGM on pages 125 and 126 of the Annual Report.

The motion for ordinary resolution 6 was proposed by the Chairman.

POLLING

The Chairman proceeded to put ordinary resolutions 1 to 6 to vote by poll as all the motions in the Notice had been duly proposed.

For the conduct of the poll, Agile 8 Advisory Pte. Ltd. and B.A.C.S. Private Limited had been appointed as Scrutineer and Polling Agent respectively. Poll procedures were explained by the Scrutineer.

After all the completed poll voting slips were handed to representatives of the Scrutineer, the Chairman adjourned the AGM and continued with the EGM at 10.15 a.m. while the Polling Agent and Scrutineer were counting and verifying the votes of the AGM.

The EGM was adjourned at 10.25 a.m. for the Polling Agent and Scrutineer to count and verify the votes of the AGM and the EGM. Shareholders were requested to assemble in the room at 10.55 a.m. or when the results of the polls for the AGM and the EGM were ready.

The AGM resumed at 10.55 a.m. for the announcement of the results of the polls of the AGM and the EGM.

RESULTS OF POLL

Following the tabulation of votes as verified by the Scrutineer, the Chairman announced the results of the poll as follows:

Ordinary Resolution 1

	Votes	Percentage (%)
No. of shares for:	947,505,514	100
No. of share against:	0	0

Based on the results of the poll, the Chairman declared ordinary resolution 1 carried and IT WAS RESOLVED:

"That the Directors' Statement and the Audited Financial Statements for the financial year ended 30 June 2023 together with the Auditors' Report be received and adopted."

Ordinary Resolution 2

	Votes	Percentage (%)
No. of shares for:	370,042,446	99.997
No. of shares against:	12,000	0.003

Based on the results of the poll, the Chairman declared ordinary resolution 2 carried and IT WAS RESOLVED:

“That Mr. Lim Kee Liew @ Victor Lim be re-elected as a Director of the Company pursuant to Article 89 of the Constitution of the Company.”

Ordinary Resolution 3

	Votes	Percentage (%)
No. of shares for:	947,505,514	100
No. of share against:	0	0

Based on the results of the poll, the Chairman declared ordinary resolution 3 carried and IT WAS RESOLVED:

“That Mr. Cheah Wee Teong be re-elected as a Director of the Company pursuant to Article 89 of the Constitution of the Company.”

Ordinary Resolution 4

	Votes	Percentage (%)
No. of shares for:	947,493,514	99.999
No. of shares against:	12,000	0.001

Based on the results of the poll, the Chairman declared ordinary resolution 4 carried and IT WAS RESOLVED:

“That the payment of Directors’ fees of S\$30,000 for the financial year ended 30 June 2023 be approved.”

Ordinary Resolution 5

	Votes	Percentage (%)
No. of shares for:	947,492,714	99.999
No. of shares against:	12,800	0.001

Based on the results of the poll, the Chairman declared ordinary resolution 5 carried and IT WAS RESOLVED:

“That Messrs Ernst & Young LLP, Public Accountants and Chartered Accountants, Singapore, be re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting, at a remuneration to be determined by the Directors.”

Ordinary Resolution 6

	Votes	Percentage (%)
No. of shares for:	947,483,514	99.998
No. of shares against:	22,000	0.002

Based on the results of the poll, the Chairman declared ordinary resolution 6 carried and IT WAS RESOLVED:

“That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rules, 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) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) 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 (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed fifty per centum (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 (2) below);
- (2) (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) 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) 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 exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules;
- (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) 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 Singapore Exchange Securities Trading Limited) 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 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.”

CONCLUSION

There being no other business to transact, the AGM of the Company was declared closed at 11.15 a.m.

Confirmed as True Record of Proceedings held

Cheah Wee Teong
Chairman