

IPS SECUREX HOLDINGS LIMITED

(Company Registration No. 201327639H) (Incorporated in Singapore) (the "Company")

MINUTES OF ANNUAL GENERAL MEETING

PLACE : Heron Room, Level 2, Seletar Country Club, 101 Seletar

Club Rd, Singapore 798273

DATE : Tuesday, 25 October 2022

TIME : 8.30 a.m.

PRESENT : Please see attendance list.

IN ATTENDANCE : Please see attendance list.

CHAIRMAN : Mr. Chan Tien Lok

Unless otherwise defined herein or the context otherwise requires, all capitalised terms used herein shall bear the same meanings ascribed to them in the Company's announcement dated 10 October 2022 and the Company's Annual Report 2022.

INTRODUCTION

The Chairman of the Board introduced the Directors present at the AGM.

QUORUM

The chairman ("Chairman") of the annual general meeting of the Company ("AGM") sought the confirmation of the Company Secretary that a quorum was present and the Company Secretary confirmed that the quorum necessary for a general meeting as set out in the constitution of the Company ("Constitution") was present. Therefore, the Chairman declared the AGM open at 8.30 a.m..

NOTICE

With the consent of the Chairman, the Notice of AGM was taken as read. Proxy forms lodged have been checked and found to be in order.

VOTING BY POLL

The Chairman informed the meeting that all resolutions tabled at the AGM shall be voted by poll, as required under the Listing Manual – Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("Catalist Rules").

The Poll would be conducted after the formalities of the meeting pursuant to the Catalist Rules.

The Chairman informed that Boardroom Corporate & Advisory Services Pte. Ltd. was appointed as the Polling Agent and DrewCorp Services Pte Ltd ("Scrutineer") was appointed as the Scrutineer for the poll of the AGM.

The Chairman proceeded with the business to be transacted at the AGM. The Chairman also invited all proposers and seconders to identify themselves.

As of the cut-off date for submission of question, the Company did not receive any questions from shareholders of the Company ("Shareholders").

ORDINARY BUSINESSES:

1. AUDITED FINANCIAL STATEMENTS, DIRECTORS' STATEMENT OF THE COMPANY AND AUDITORS' REPORT FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022 – RESOLUTION 1

The AGM proceeded to receive and adopt the Audited Financial Statements, Directors' Statement of the Company and Auditors' Report for the financial year ended 30 June 2022. The Chairman invited Shareholders to raise questions on the Financial Statements or Directors' Statement. The list of question and answer is annexed hereto as **Appendix 1**.

The Chairman called for a proposer and a seconder for the motion. The motion was proposed and seconded by the Shareholders and proceeded to put the following resolution to vote:

"That the Directors' Statement and Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2022 together with the Auditors' Report be and are hereby received and adopted."

The Chairman reiterated that all resolutions put forth for voting in the AGM will be carried out by way of poll. The poll formalities will be explained after the formalities of the meeting.

2. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2023 PAYABLE HALF YEARLY IN ARREARS – RESOLUTION 2

The Board had recommended the payment of Directors' fees of S\$205,216 for the financial year ending 30 June 2023 payable half yearly in arrears.

The Chairman called for a proposer and a seconder for the motion. The motion was proposed and seconded by the Shareholders and proceeded to put the following resolution to vote:

"That the payment of the Directors' fees of S\$205,216 for the financial year ending 30 June 2023 payable half yearly in arrears be approved."

3. RE-ELECTION OF MR. KELVIN LIM CHING SONG AS A DIRECTOR - RESOLUTION 3

Mr. Kelvin Lim Ching Song ("Mr. Kelvin Lim"), who was retiring as a Director of the Company in accordance with Regulation 91 of the Constitution of the Company, had signified his consent to continue in office.

The Chairman called for a proposer and a seconder for the motion. The motion was proposed and seconded by the Shareholders and proceeded to put the following resolution to vote:

"That Mr. Kelvin Lim, who retired from office in accordance with Regulation 91 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company."

4. RE-ELECTION OF MR. MR. ONG BENG CHYE AS A DIRECTOR – RESOLUTION 4

Mr. Ong Beng Chye who was retiring as a Director of the Company in accordance with Regulation 91 of the Constitution of the Company, had signified his consent to continue in office.

The Chairman called for a proposer and a seconder for the motion. The motion was proposed and seconded by the Shareholders and proceeded to put the following resolution to vote:

"That Mr. Ong, who retired from office in accordance with Regulation 91 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company."

Mr. Ong will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(7) of Catalist Rules.

5. MR. ONG BENG CHYE'S ("MR. ONG") CONTINUED APPOINTMENT AS AN INDEPENDENT DIRECTOR – RESOLUTION 5

Mr. Ong's continued appointment as an Independent Director pursuant to Rule 406(3)(d)(iii)(A) of the Catalist Rules, and such Resolution shall remain in force until the earliest of the following (i) retirement or resignation of Mr. Ong as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

The Chairman called for a proposer and a seconder for the motion. The motion was proposed and seconded by the Shareholders and proceeded to put the following resolution to vote:

"That Mr. Ong's continued appointment as an Independent Director be and is hereby approved."

6. APPROVAL OF SHAREHOLDERS (EXCLUDING THE DIRECTORS AND THE CHIEF EXECUTIVE OFFICER ("CEO") OF THE COMPANY, AND THEIR RESPECTIVE ASSOCIATES) FOR MR. ONG'S CONTINUED APPOINTMENT AS AN INDEPENDENT DIRECTOR – RESOLUTION 6

Shareholders, excluding the Directors and the Chief Executive Officer ("**CEO**") of the Company, and their respective associates, to approve Mr. Ong's continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(B) of the Catalist Rules, and such Resolution shall remain in force until the earliest of the following (i) retirement or resignation of Mr. Ong; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

Pursuant to Rule 406(3)(d)(iii)(B) of the Catalist Rules, the Directors and the CEO of the Company, and their respective associates, holding in aggregate of 63.49% ordinary shares in the capital of the Company, are required to abstain and have abstained from voting at the AGM in respect of the Ordinary Resolution 6.

The Chairman called for a proposer and a seconder for the motion. The motion was proposed and seconded by the Shareholders and proceeded to put the following resolution to vote:

"That Mr. Ong's continued appointment as an Independent Director be and is hereby approved with the approval of the shareholders, excluding the Directors and the CEO of the Company, and their respective associates."

7. MR. JOSEPH TAN PENG CHIN'S ("MR. JOSEPH TAN") CONTINUED APPOINTMENT AS AN INDEPENDENT DIRECTOR – RESOLUTION 7

Mr. Joseph Tan's continued appointment as an Independent Director pursuant to Rule 406(3)(d)(iii)(A) of the Catalist Rules, and such Resolution shall remain in force until the earliest of the following (i) retirement or resignation of Mr. Joseph Tan as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

The Chairman called for a proposer and a seconder for the motion. The motion was proposed and seconded by the Shareholders and proceeded to put the following resolution to vote:

"That Mr. Joseph Tan's continued appointment as an Independent Director be and is hereby approved."

8. APPROVAL OF SHAREHOLDERS (EXCLUDING THE DIRECTORS AND THE CHIEF EXECUTIVE OFFICER ("CEO") OF THE COMPANY, AND THEIR RESPECTIVE ASSOCIATES) FOR MR. ONG'S CONTINUED APPOINTMENT AS AN INDEPENDENT DIRECTOR – RESOLUTION 8

Shareholders, excluding the Directors and the Chief Executive Officer ("CEO") of the Company, and their respective associates, to approve Mr. Joseph Tan's continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(B) of the Catalist Rules, and such Resolution shall remain in force until the earliest of the following (i) retirement or resignation of Mr. Joseph Tan; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

Pursuant to Rule 406(3)(d)(iii)(B) of the Catalist Rules, the Directors and the CEO of the Company, and their respective associates, holding in aggregate of 63.49% ordinary shares in the capital of the Company, are required to abstain and have abstained from voting at the AGM in respect of the Ordinary Resolution 8.

The Chairman called for a proposer and a seconder for the motion. The motion was proposed and seconded by the Shareholders and proceeded to put the following resolution to vote:

"That Mr. Joseph Tan's continued appointment as an Independent Director be and is hereby approved with the approval of the shareholders, excluding the Directors and the CEO of the Company, and their respective associates."

9. APPOINTMENT OF MESSRS RSM Chio Lim LLP AS THE AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION – RESOLUTION 9

Subject to Shareholders' approval at the AGM, the Board had proposed to appoint Messrs RSM Chio Lim LLP as the auditors of the Company in place of the retiring Auditors of the Company, KPMG LLP, to hold office until the conclusion of the next AGM and to authorise the Directors of the Company to fix their remuneration.

The Chairman called for a proposer and a seconder for the motion. The motion was proposed and seconded by the Shareholders and proceeded to put the following resolution to vote:

"That RSM Chio Lim LLP be appointed as Auditors of the Company in place of the retiring Auditors of the Company, KPMG LLP and to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration."

ANY OTHER BUSINESS

As no notice of any other ordinary business to be transacted at the AGM had been received by the Company Secretary, the AGM proceeded to deal with the special business outlined in the Notice of AGM.

SPECIAL BUSINESSES:

10. AUTHORITY TO ALLOT AND ISSUE SHARES - RESOLUTION 10

The Chairman called for a proposer and a seconder for the motion. The motion was proposed and seconded by the Shareholders and proceeded to put the following resolution to vote:

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

- (a) (i) allot and 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 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 pursuant to any Instrument made or granted by the Directors of the Company while this Resolution was in force,

("Share Issue Mandate")

PROVIDED ALWAYS that:

- the aggregate number of Shares (including Shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (100.0%) 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 and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed fifty per centum (50.0%) 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 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 shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards 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
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with Rule 806(3)(a) or Rule 806(3)(b) of the Catalist Rules 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 the resolution approving the mandate.

- (3) in exercising the Share Issue Mandate 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) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) 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 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."

11. AUTHORITY TO ISSUE SHARES UNDER THE IPS SECUREX EMPLOYEE SHARE OPTION – RESOLUTION 11

The Chairman called for a proposer and a seconder for the motion. The motion was proposed and seconded by the Shareholders and proceeded to put the following resolution to vote:

"That pursuant to Section 161 of the Companies Act and the provisions of the IPS Securex Employee Share Option Scheme ("IPS Securex ESOS"), the Directors of the Company be authorised and empowered to offer and grant share options under the IPS Securex ESOS and to issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of share options granted by the Company under the IPS Securex ESOS, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the IPS Securex ESOS shall not exceed fifteen per centum (15.0%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier."

12. AUTHORITY TO ISSUE SHARES UNDER THE IPS SECUREX PERFORMANCE SHARE PLAN – RESOLUTION 12

The Chairman called for a proposer and a seconder for the motion. The motion was proposed and seconded by the Shareholders and proceeded to put the following resolution to vote:

"That pursuant to Section 161 of the Companies Act and the provisions of the IPS Securex Performance Share Plan ("IPS Securex PSP"), the Directors of the Company be authorised and empowered to offer and grant share awards under the IPS Securex PSP and to issue from time to time such number of Shares as may be required to be issued pursuant to the vesting of share awards under the IPS Securex PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the IPS Securex PSP shall not exceed fifteen per centum (15.0%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue 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."

13. RENEWAL OF THE SHARE BUYBACK MANDATE - RESOLUTION 13

The Chairman called for a proposer and a seconder for the motion. The motion was proposed and seconded by the Shareholders and proceeded to put the following resolution to vote:

"That:

(a) for the purposes of Section 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire Shares not exceeding the Prescribed Limit (as defined hereinafter), at such price(s) as may be determined by the Directors of the

Company from time to time up to the Maximum Price (as defined hereinafter), whether by way of:

- (i) on-market purchases, transacted on the SGX-ST through the SGX-ST's trading system ("Market Purchase"); and/or
- (ii) off-market purchases pursuant to an equal access scheme in accordance with Section 76C of the Companies Act and the Catalist Rules ("Off-Market Purchase"),

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("Share Buyback Mandate");

- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
 - (i) the date on which the next AGM is held or required by law to be held;
 - (ii) the date on which the purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; and
 - (iii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by shareholders of the Company in a general meeting;
- (c) in this Resolution:

"Prescribed Limit" means 10.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of passing of this Resolution, unless the Company has effected a reduction of the Shares in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period;

"Relevant Period" means the period commencing from the date on which this Resolution authorising the Share Buyback Mandate is passed, and expiring on the date the next AGM is or is required by law to be held, whichever is the earlier;

"Average Closing Price", in the case of a Market Purchase, means the average of the closing market prices of the Shares over the last five Market Days on which transactions in the Shares were recorded preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period, or in case of an Off-Market Purchase, means the average of the closing market prices of a Share over the last five Market Days, on which transactions in the Shares were recorded, preceding the date on which the Company makes an offer for the purchase or acquisition of Shares from shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, 105.0% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.0% of the Average Closing Price of the Shares; and
- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

The Chairman informed that all resolutions tabled at the AGM have been proposed and seconded by the Shareholders and put forth for voting.

The Scrutineer briefed the meeting on the procedures for the poll voting.

As there were no questions raised as to the poll voting procedures, the AGM proceeded with the formalities of conducting the poll.

The AGM was adjourned pending the results of the votes cast on the resolutions.

14. **RESULTS OF ANNUAL GENERAL MEETING**

The Chairman re-convened the AGM and announced the results of the poll as follows:

	Total		For		Against	
Ordinary Resolution AS ORDINARY BU	number of shares represented by votes for and against the relevant resolution SINESS	Number of Shares	As a percentage of total number of votes for and against the relevant resolution (%)	Number of Shares	As a percentage of total number of votes for and against the relevant resolution (%)	Results
Resolution 1 Audited Financial Statements, Directors' Statement and Auditors' Report for the financial year ended 30 June 2022	342,218,800	342,218,800	100.00	0	0.00	Carried
Resolution 2 Approval of Directors' fees amounting to S\$205,216 for the financial year ending 30 June 2023, payable quarterly in arrears	341,798,800	341,798,800	100.00	0	0.00	Carried
Resolution 3 Re-election of Mr. Kelvin Lim Ching Song as a Director	342,218,800	342,218,800	100.00	0	0.00	Carried

	Total		For		Against	
Ordinary Resolution	number of shares represented by votes for and against the relevant resolution	Number of Shares	As a percentage of total number of votes for and against the relevant resolution (%)	Number of Shares	As a percentage of total number of votes for and against the relevant resolution (%)	Results
Re-election of Mr. Ong Beng Chye ⁽¹⁾ (" Mr. Ong ") as a Director	342,218,800	342,218,800	100.00	0	0.00	Carried
Resolution 5 Approval of Mr. Ong's ⁽¹⁾ continued appointment as an Independent Director for the purpose of Rule 406(3)(d)(iii)(A) of the Catalist Rules by all Shareholders	342,218,800	342,218,800	100.00	0	0.00	Carried
Resolution 6 Approval of Mr. Ong's(1) continued appointment as an Independent Director for the purpose of Rule 406(3)(d)(iii)(B) of the Catalist Rules by all shareholders (excluding the Directors and the Chief Executive Officer of the Company, and their respective associates)	34,964,400	34,964,400	100.00	0	0.00	Carried

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	Total		For	Δ	gainst	
Ordinary Resolution	number of shares represented by votes for and against the relevant resolution	Number of Shares	As a percentage of total number of votes for and against the relevant resolution (%)	Number of Shares	As a percentage of total number of votes for and against the relevant resolution (%)	Results
Resolution 7 Approval of Mr. Joseph Tan Peng Chin's ("Mr. Tan") ⁽²⁾ continued appointment as an Independent Director for the purpose of Rule 406(3)(d)(iii)(A) of the Catalist Rules by all Shareholders	342,218,800	342,218,800	100.00	0	0.00	Carried
Resolution 8 Approval of Mr. Tan's ⁽²⁾ continued appointment as an Independent Director for the purpose of Rule 406(3)(d)(iii)(B) of the Catalist Rules by all shareholders (excluding the Directors and the Chief Executive Officer of the Company, and their respective associates)	34,964,400	34,964,400	100.00	0	0.00	Carried

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	Total		For	Δ.	gainst	
Ordinary Resolution	number of shares represented by votes for and against the relevant resolution	Number of Shares	As a percentage of total number of votes for and against the relevant resolution (%)	Number of Shares	As a percentage of total number of votes for and against the relevant resolution (%)	Results
Resolution 9 Appointment of Messrs RSM Chio Lim LLP, Certified Public Accountants, as the Auditors of the Company in place of retiring auditors of the Company, Messrs KPMG LLP, and to authorise the Directors of the Company to fix their remuneration	342,218,800	342,218,800	100.00	0	0.00	Carried
AS SPECIAL BUSI	NESS					
Resolution 10 Authority to allot and issue shares	342,218,800	342,218,800	100.00	0	0.00	Carried
Resolution 11 Authority to allot and issue shares under the IPS Securex Employee Share Option	342,218,800	342,218,800	100.00	0	0.00	Carried
Resolution 12 Authority to allot and issue shares under the IPS Securex Performance Share Plan	342,218,800	342,218,800	100.00	0	0.00	Carried

	Total	For				
Ordinary Resolution	number of shares represented by votes for and against the relevant	Number of	As a percentage of total number of votes for and against the relevant	Number of	As a percentage of total number of votes for and against the relevant	
	resolution	Shares	resolution (%)	Shares	resolution (%)	Results
Resolution 13 Renewal of Share Buyback Mandate	342,218,800	342,218,800	100.00	0	0.00	Carried

Notes:-

- (1) Mr. Ong was re-elected as a Director and his continued appointment as Lead Independent Director was also approved by Shareholders by way of a two-tier voting process at the AGM.
 - Mr. Ong will remain as the Chairman of the Audit Committee and a member of Nominating Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.
- (2) Mr.Tan was re-elected as a Director and his continued appointment as an Independent Director was also approved by Shareholders by way of a two-tier voting process at the AGM.
 - Mr. Tan will remain as the Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

CONCLUSION

There being no other business to transact, the Chairman declared the AGM of the Company closed at 9.15 a.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD

CHAN TIEN LOK
CHAIRMAN OF THE MEETING