ASCENT BRIDGE LIMITED

(Incorporated in the Republic of Singapore)

Co. Registration No.: 198300506G

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE RNN CONFERENCE CENTRE, 137 CECIL STREET #04-01 CECIL BUILDING, SINGAPORE 069537 ON MONDAY, 23 DECEMBER 2024 AT 4.30 P.M.

		Board of Directors
PRESENT	:	Mr Qiu Peiyuan (Chairman of the meeting) Mr Sun Quan Dr Tan Khee Giap Mr Siow Chee Keong Mr Luke Anthony Furler
IN ATTENDANCE	:	Ms Foo Soon Soo (Company Secretary)
SHAREHOLDERS/ CORPORATE REPRESENTATIVES/ PROXIES/INVITEES	:	As per attendance list of the meeting

Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the names of the shareholders and proxies present at the meeting will not be published in these minutes.

1. WELCOME NOTE

On behalf of the Board of Directors, the Chairman of the meeting, Mr Qiu Peiyuan **("Chairman**") welcomed shareholders to the annual general meeting ("**AGM**") of Ascent Bridge Limited, as well as the Company's investors, Mr Hu Yidong and Mr Peng Yun.

The Chairman introduced the other members of the Board, namely Mr Sun Quan, Mr Siow Chee Keong, Dr Tan Khee Giap, and Mr Luke Anthony Furler.

He further introduced the Chief Financial Officer, Ms Denise Chong, the Company Secretary, Ms Foo Soon Soo, and the Company's Auditor, Ernst & Young LLP, represented by Mr Ang Chuen Beng.

2. QUORUM

A quorum was present. The Chairman called the meeting to order.

3. NOTICE OF AGM

The notice of the AGM which was published on SGXNET and on the Company's website was taken as read.

4. QUESTIONS RELATING TO THE ITEMS ON THE AGENDA OF THE AGM

The Chairman informed the shareholders that the Company had not received any questions from shareholders relating to the resolutions set out in the Notice of the AGM by the submission deadline, 14 December 2024 at 4.30 p.m.

5. BRIEFING ON THE PROCEEDINGS OF POLL FOR THE MEETING

The Chairman informed the shareholders that the resolutions would be put to vote by way of manual poll in accordance with the Listing Rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), and that Reliance 3P Advisory Pte. Ltd. was appointed the Scrutineer for the AGM. The Scrutineer explained the rules for the poll voting process to the shareholders.

6. AUDITED FINANCIAL STATEMENTS, DIRECTORS' STATEMENT AND AUDITORS' REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024 (RESOLUTION 1)

The Chairman addressed the first item on the agenda which was to approve the Audited Financial Statements for the financial year ended 31 March 2024 together with the Directors' Statement and Auditors' Report.

The Chairman proposed the resolution:

"That the Audited Financial Statements for the financial year ended 31 March 2024 together with the Directors' Statement and Auditors' Report thereon be and are hereby received and adopted."

Before the resolution was put to the vote, the Chairman invited questions from the shareholders.

The questions raised by shareholders and the responses of the Board and management were set out in the Appendix to the minutes.

After the questions and answers session, the resolution was put to a vote by a poll. The shareholders were asked to cast their votes on the poll voting slips.

7. DIRECTORS' FEE FOR THE FINANCIAL YEAR ENDING 31 MARCH 2025 (RESOLUTION 2)

The second item on the agenda is to approve the payment of Directors' fees for the financial year ending 31 March 2025 and the payment thereof on a quarterly basis.

The Chairman proposed the resolution:

"That the payment of the Directors' fees of S$421,000 for the financial year ending 31 March 2025 and the payment thereof on a quarterly basis be and is hereby approved."

The resolution was put to vote by poll. The shareholders were asked to cast their votes on the poll voting slips.

8. RE-ELECTION OF DR TAN KHEE GIAP (RESOLUTION 3)

The Chairman informed the meeting that Dr Tan Khee Giap, a Director retiring under Article 104 of the Company's Constitution had consented to continue in office.

Dr Tan, upon being re-elected as Director of the Company, will remain as the Lead Independent Director, Chairman of the Nominating Committee, and member of the Audit & Risk and Remuneration Committees. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The Chairman proposed the resolution:

"That Dr Tan Khee Giap be and is hereby re-elected as a Director of the Company."

The resolution was put to vote by poll. The shareholders were asked to cast their votes on the poll voting slips.

9. RE-ELECTION OF MR LUKE ANTHONY FURLER (RESOLUTION 4)

The Chairman informed the meeting that Mr Luke Anthony Furler, a Director retiring under Article 108 of the Company's Constitution had consented to continue in office.

Mr Furler, upon being re-elected as Director of the Company, will remain as Non-Executive and Non-Independent Director.

The Chairman proposed the resolution:

"That Mr Luke Anthony Furler be and is hereby re-elected as a Director of the Company."

The resolution was put to vote by poll. The shareholders were asked to cast their votes on the poll voting slips.

10. RE-APPOINTMENT OF AUDITORS (RESOLUTION 5)

The Chairman informed the meeting that the Audit & Risk Committee had recommended the re-appointment of Ernst & Young LLP as Auditors of the Company.

The Chairman proposed the resolution:

"That Ernst & Young LLP be and are hereby re-appointed Auditors of the Company until the conclusion of the next Annual General Meeting at a fee to be agreed between the Directors and the Auditors."

The resolution was put to vote by poll. The shareholders were asked to cast their votes on the poll voting slips.

11. SPECIAL BUSINESS - AUTHORITY TO ALLOT AND ISSUE SHARES (RESOLUTION 6)

The last item on the agenda is to grant authority to the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967.

The text of Resolution 6 was set out in the Notice of the AGM.

The Chairman proposed the resolution as set out in the Notice of the AGM.

The resolution was put to vote by poll. The shareholders were asked to cast their votes on the poll voting slips.

12. ADJOURNMENT OF MEETING FOR COUNTING OF THE VOTES

The meeting was adjourned for the counting of votes and verification by the appointed scrutineer, Reliance 3P Advisory Pte. Ltd.

13. RESULTS

The meeting resumed after the counting of the votes was completed. The Chairman delivered the results as follows:

Reso No.	Total number of shares represented by votes for and against the relevant resolution	For	% of total votes	Against	% of total votes
1	69,541,149	69,538,149	100.00	3,000	0.00
2	69,541,149	65,149,197	93.68	4,391,952	6.32
3	69,541,149	65,162,621	93.70	4,378,528	6.30
4	50,403,108	45,797,380	90.86	4,605,728	9.14
5	69,541,149	69,530,725	99.99	10,424	0.01
6	69,541,149	35,064,769	50.42	34,476,380	49.58

Based on the result of the poll, the Chairman declared all resolutions carried.

14. ANY OTHER BUSINESS

The Company Secretary confirmed that there was no notice received for any other business.

15. CONCLUSION

There being no other business, the Chairman thanked the members and declared the meeting closed at 6.00 p.m.

Confirmed by

Qiu Peiyuan
Chairman of the meeting

Appendix

Questions and Answers at the AGM of Ascent Bridge Limited held on 23 December 2024

A summary of the questions raised by shareholders and the answers given by the Board, paraphrased as appropriate in the context of the matters being discussed is given below.

QUESTIONS RAISED RELATING TO ADOPTION OF THE AUDITED FINANCIAL STATEMENTS UNDER RESOLUTION 1

Question 1:

I refer to "fair value gain on derivative instrument at FVPL" on page 70 of the Annual Report amounting to S$7.2 million. What is this derivative?

Response:

The derivative instrument represents the put option granted by Capital Impetus Group Limited ("CIGL"), the previous owner of MTBL Group. This option is granted in relation to the acquisition of MTBL Group, which entitles the Company to sell back the entire issued shares of MTBL when the triggering events of the option occur. This will be done on terms and subjected to the conditions of the sale and purchase agreement. A valuation was conducted on the put option which gives rise to the fair value gain of S$7.2 million. The valuation was assessed by independent valuer.

Question 2:

The auditors have given a disclaimer of opinion. Will this lead to delisting and what about the impact to the reputation of the Company.

Response:

The disclaimer of opinion itself will not lead to the delisting of the Company. The Company recognises the impact to the reputation of the Company. The Company had many issues; shareholders can refer to the announcements released by the Company. However, many of the issues are now behind us and we are moving forward in the coming financial year.

Question 3:

Please refer to page 94 of the Annual Report on the revenue from geographical segment. For United States, the revenue basically disappeared in 2024. It is unlikely due to aggressive pricing by competitors as stated in the Annual Report. What went wrong?

Response:

We have the license in United States for distribution. However, the market in the United States require efforts in marketing to generate sales. Due to the issues in the Company, we lack resources in marketing, and this has contributed to the poor sales in United States. We are looking to restructuring our business in the USA in FY 2025 to seek better results to present to shareholders at the next annual general meeting.

Question 4:

Based on the Company's announcement on 14 November 2024 for the first half 2025 results, revenue continued to decline 48% from S$2.22 million in 1H2024 to S$1.56 million in 1H2025, mainly due to reduction in sales from duty paid domestic markets such as HK & Macau and Cambodia. It is understood that China is in a deflationary environment with consumption downgrade. How does Management see the baijiu trend in Greater China region.

Response:

We have built up our distribution channels via market networking which are duty paid channels. While sales were good initially, there was a lack of repeat sales. From 2024 we also seek sales through duty free distribution channels which will generate repeat sales for us. We continue to see prospect for baijiu in the Greater China region.

Question 5:

On page 94 of the Annual Report, it was reported: revenue of S$3.95 million in 2023 and S$3.73 million in 2024. What is the percentage of total revenue attributable to MTBL Global Fund?

Response:
The Company has acquired the Moutai Bulao business and all the revenue is wholly owned by the Group. There is no revenue attributable to MTBL Global Fund.

Question 6:

On page 82 of the Annual Report, there was an allowance for expected credit losses of S$1.42 million. Who were the trade parties? Is it related to MTBL Global Fund?

Response:
It is not related to MTBL Global Fund. The allowance for expected credit losses was mainly provided for 7 unrelated customers in the United States.

Question 7:
On page 8 of the Annual Report, 26.8% of total revenue was from non-Moutai Bulao SKUs amounting to about S$1 million. How many SKUs are non- Moutai Bulao?

Response:

Our sales are derived mainly from our SKUs of 125ml Moutai Bulao and Moutai Bulao Classic Blue 500ml. We are introducing other liquor to test the market and expand our product range.

Question 8:

On page 8 of the Annual Report, it was reported that gross profit margin dropped from 59% in FY2023 to 41% in FY2024, as a result of the pricing pressures in the Hong Kong and Macau markets, leading to the reduced margins. How does management see the trend of gross profit margin going forward.

Response:

We are expanding our distribution to duty free channels in addition to duty paid channels. Duty free channels will give us repeat sales with lower gross margins. It is inevitable that with expansion of sales from duty free channels, there will be a decrease in overall gross margin. On the whole, we seek an increase in revenue and profits.

Question 9:

On page 92 of the Annual Report on business segment under "Changchang Card", what is the nature of this Changchang Card? Noted on page 83 of the Annual Report, there was prepayment of about S$1.5 million pertaining to payment made to an external party for the development, issuance and maintenance of the Changchang Card.

Response:

The Changchang Card is a form of digital wallet that enables customers to pay for the Moutai Bulao and assist in money transfers. The card enables customers to enjoy exclusive rewards, promotions and other lifestyle benefits on purchases of Moutai Bulao and other products in Changchang card application environment. This is a marketing and distribution channel that leverages technology.

The Changchang card has not shown results, and as a result we have discontinued the sales team and retained the IT team to maintain the system. We are exploring the use of AI technology to improve the utilisation and promotion of the card.

Question 10:

On page 71 of the Annual Report, employee benefit expenses including directors' remuneration amounted to S$3.86 million. How does the Remuneration Committee plan to manage the expenses?

Response:

We have a remuneration framework in place. There are no changes to the framework. Due to the lack of resources, we strive to reduce costs. We have reduced the sales teams in Hong Kong and Macau and are re-organising to put in place new marketing teams. Our sales team in the United States has been reduced to one person. As said earlier, we have ceased the sales team for the Changchang Card. We are also reducing overhead costs.

While we have established a joint CEO structure, the CEO's remuneration remains unchanged and is shared between the 2 joint CEOs.

Question 11:

On page 104 of the Annual Report, the Company entered into a bridging loan agreement. It was stated that "Pursuant to the Bridging Loan Agreement, the Company shall grant the charged shares of MTBL Global Pte Ltd ("Charged Shares") as collateral to the Lenders. As such, for the duration the loan remains outstanding, the Company will not be allowed to exercise the Put Option."

If the bridging loan is not returned or net-off, and in the event of default, may I clarify with the Audit Committee the accounting treatment for the S$7.87 million put option and will it likely to be written off?

Response:

As set out in the Company's announcement on 6 November 2024, the Company endeavours to pay off the loan by undertaking the placement or rights issue. The placement has been approved by the Singapore Exchange Regulation and since completed. As a result, the issue related to the put option is no longer relevant.

Question 12:

On page 83 of the Annual Report which shows the refundable deposit of S$5 million due from the Octopus Group, is there any update?

Response:

Our lawyer is pursuing the matter for us, and if necessary, we will commence legal proceedings to recover the deposit.

Question 13:

On page 80 of the Annual Report pertaining to the disposal of its aluminium extrusion business for S$1.5 million. Based on the Company's announcement on 6 December 2024, for the reason of lack of funds,

the Company would take legal action to recover the S$1 million receivable after the completion of the placement issue. Although S$1million full provision for doubtful debt has already been made, will the Board proceed with legal action to recover the debt.

Response:

The Company will pursue legal action to recover the receivable.

Question 14:

On page 91 of the Annual Report on related party disclosures, it was stated that in in prior year, the Group made total advances of $2,842,000 to a related company for a business joint venture transaction. Can the Board help me to recap what is the nature of this business joint venture with Capital Impetus Group Limited valued at $2.84 million?

Response:

Prior to the acquisition of MTBL Group, the Group entered into an agreement with MTBL whereby the Group is responsible for providing the advances and MTBL will be responsible for the distribution and sales of the Moutai Bulao. The advance was later transferred to Capital Impetus Group Limited **("CIGL"**), then holding company of MTBL. CIGL has agreed with the Company on a schedule of payments for the $2.84 million.

Question 15:

MTBL Global Fund which holds about 32 % shareholdings in the Company is in liquidation. Have they given notice to the Company what it intends to do with the Company's shares?

Response:

The Company believes the liquidators to the Fund will seek to recover as much monies as they could for the creditors of the Fund. The Company has not received any notice from the liquidators.

Question 16:

Is the Company able to continue as a going concern? Do you think the Company can survive another year? Can the Board tell us what plans it has for the Company?

Response:

We have investors who have taken up our placement issue which demonstrates their confidence in the Company.

Please refer to pages 2 and 3 of the Annual Report under "Strategic Developments" which lays out the strategic initiatives in duty-paid and duty-free channels.

QUESTION RAISED RELATING TO APPROVAL OF DIRECTORS' FEE FOR FINANCIAL YEAR ENDED 31 MARCH 2024 UNDER RESOLUTION 2

Question 17:

I refer to page 22 of the Annual Report on corporate governance which sets out Principle 8 of the Code of Corporate Governance specifying the relationship between remuneration, performance and value creation. I refer to page 70 of the Annual Report, note 6 which shows directors' remuneration of S$516,000. As Mr Sun is the Executive Director, I understand this amount is his salary. The Company is not performing. The revenue for 2024 was S$3.7 million, and yet we pay out half a million in remuneration. Where is the value creation? Remuneration should relate to value creation.

Response:

Both the Remuneration Committee Chairman speaking on behalf of the Committee, and the Lead Independent Director agree with the shareholder. The Board shares the concern and is unhappy with the Company's performance. The Board has therefore taken steps to improve the situation by appointing a Joint CEO and will continue working to improve the Company's performance.