

**ISOTEAM LTD.**  
(the “**Company**”)  
(Company Registration No. 201230294M)  
(Incorporated in the Republic of Singapore)

**MINUTES OF ANNUAL GENERAL MEETING**

**PLACE** : 8 Changi North Street 1, ISOTeam Building, Singapore 498829  
**DATE** : Tuesday, 24 October 2023  
**TIME** : 10.00 a.m.  
**PRESENT** : As per the attendance list maintained by the Company

**1. CHAIRMAN**

Mr Ng Cheng Lian (the “**Chairman**”) took the chair of the annual general meeting (the “**Meeting**” or “**AGM**”) and extended a warm welcome to all present. The Chairman proceeded to introduce the members of the board of directors (the “**Board**”) and relevant professionals to those present at the meeting.

**2. QUORUM**

Having ascertained that a quorum was present, the Chairman called the Meeting to order at 10.00 a.m.

**3. NOTICE OF AGM**

The Chairman referred to the earlier announcement of Notices by Electronic Communications via SGXNET, and informed that it is taken that all shareholders are aware of the changes relating to physical dispatch of documents.

The Chairman informed the Meeting that the notice of the AGM dated 9 October 2023 together with the Annual Report and the Addendum having been published on SGXNET and the Company’s website for the requisite period, was taken as read.

The Chairman further informed the Meeting that in his capacity as Chairman of the Meeting, he had been appointed as proxy by certain shareholders to vote on their behalf and would be voting according to their instructions. All proposed resolutions would require a simple majority of votes for them to be carried.

The Chairman also informed that in accordance with Rule 730A(2) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**Catalist Rules**”), all motions tabled at the AGM would be voted by way of a poll pursuant to Regulation 80 of the Company’s Constitution. Polling would be conducted in a paperless manner via electronic voting using smartphones. The Company had appointed Convene SG Pte. Ltd. as its polling agent and Agile 8 Solutions Pte. Ltd. as its scrutineer. The polling agent played a video guide to demonstrate the live voting procedure and instructions to shareholders.

**4. QUESTIONS FROM SHAREHOLDERS**

The Chairman informed that the Company had on 20 October 2023 responded to substantial and relevant questions from shareholders submitted before 5.00 p.m. on 16 October 2023 and posted on SGXNET and the Company’s website. The Chairman further informed that questions which were substantial and relevant to the resolutions to be tabled would be addressed before the relevant motion be put to the vote.

**5. ORDINARY RESOLUTION 1: AUDITED FINANCIAL STATEMENTS**

The first item on the agenda was to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2023 together with the Independent Auditor's Report thereon.

The Chairman proposed the following motion to the Meeting:

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

The motion was duly seconded by a shareholder.

The motion was put to vote by way of a poll and the results were as follows:

Votes for	:	358,057,012 shares	(100.00%)
Votes against	:	12,000 shares	(0.00%)

The Chairman declared the motion carried.

**6. ORDINARY RESOLUTION 2: DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2024**

The second item on the agenda was to seek shareholders' approval for the payment of directors' fees for the financial year ending 30 June 2024. The board recommended the payment of directors' fees of \$147,735 for the financial year ending 30 June 2024, to be paid quarterly in arrears.

The Chairman proposed the following motion to the Meeting:

"That the payment of Directors' fees of S\$147,735 for the financial year ending 30 June 2024, to be paid quarterly in arrears, be approved."

The motion was duly seconded by a shareholder.

The motion was then put to vote by way of a poll and the results were as follows:

Votes for	:	358,298,012 shares	(100.00%)
Votes against	:	12,000 shares	(0.00%)

The Chairman declared the motion carried.

**7. ORDINARY RESOLUTION 3: RE-ELECTION OF MR NG CHENG LIAN**

The third item on the agenda was to seek shareholders' approval for the re-election of Mr Ng Cheng Lian ("**Mr Ng**") as a director of the Company, who is retiring under Regulation 107 of the Constitution of the Company. As this resolution pertains to the Chairman's re-election as a director, Mr Foo Joon Lye ("**Mr Foo**") took conduct of the Meeting for this resolution.

Mr Foo informed the Meeting that Mr Ng will remain as the Executive Chairman of the Company upon his re-election, and that he had indicated his consent to continue in office.

Mr Foo proposed the following motion to the Meeting:

"That Mr Ng Cheng Lian be and is hereby re-elected as a Director of the Company."

The motion was duly seconded by a shareholder.

The motion was then put to vote by way of a poll and the results were as follows:

Votes for : 358,297,012 shares (100.00%)

Votes against : 17,000 shares (0.00%)

Mr Foo declared the motion carried, and handed back conduct of the Meeting to Mr Ng.

**8. ORDINARY RESOLUTION 4: RE-ELECTION OF MR TAN ENG ANN**

The fourth item on the agenda was to seek shareholders' approval for the re-election of Mr Tan Eng Ann ("**Mr Tan**") as a director of the Company, who is retiring under Regulation 107 of the Constitution of the Company.

The Chairman informed the Meeting that Mr Tan will remain as the Lead Independent Director, Chairman of the Audit Committee, and as member of the Nominating Committee and Remuneration Committee of the Company upon his re-election. Mr Tan had also indicated his consent to continue in office.

The Chairman proposed the following motion to the Meeting:

"That Mr Tan Eng Ann be and is hereby re-elected as a Director of the Company."

The motion was duly seconded by a shareholder.

The motion was then put to vote by way of a poll and the results were as follows:

Votes for : 358,297,012 shares (100.00%)

Votes against : 17,000 shares (0.00%)

The Chairman declared the motion carried.

**9. ORDINARY RESOLUTION 5: RE-APPOINTMENT OF BAKER TILLY TFW LLP AS AUDITOR**

The next item on the agenda was to seek shareholders' approval for the re-appointment of Baker Tilly TFW LLP ("**Baker Tilly**") as auditor and authorise the directors to fix its remuneration.

The Chairman informed the Meeting that Baker Tilly had expressed its willingness to continue in office.

The Chairman proposed the following motion to the Meeting:

"That Baker Tilly TFW LLP be re-appointed as auditor of the Company and the directors be authorised to fix its remuneration."

The motion was duly seconded by a shareholder.

The motion was then put to vote by way of a poll and the results were as follows:

Votes for : 358,297,012 shares (100.00%)

Votes against : 17,000 shares (0.00%)

The Chairman declared the motion carried.

As there were no other ordinary business, the Chairman proceeded on to deal with the special business of the AGM.

**10. ORDINARY RESOLUTION 6: AUTHORITY TO DIRECTORS TO ISSUE NEW SHARES AND CONVERTIBLE SECURITIES**

The next item on the agenda was to seek shareholders' approval to authorise and empower the directors to allot and issue new shares and convertible securities pursuant to Section 161 of the Companies Act 1967 (the "**Companies Act**") and Rule 806 of the Catalist Rules. The full text of the proposed Ordinary Resolution 6 referred to in the notice of AGM was taken as read.

The Chairman proposed the motion as set out under Ordinary Resolution 6 be passed to the Meeting.

The motion was duly seconded by a shareholder.

The motion was then put to vote by way of a poll and the results were as follows:

Votes for	:	364,797,076 shares	(100.00%)
Votes against	:	17,000 shares	(0.00%)

The Chairman declared the motion carried.

**11. ORDINARY RESOLUTION 7: RENEWAL OF SHARE BUYBACK MANDATE**

The next item on the agenda was to seek shareholders' approval to renew the share buyback mandate. The full text of the proposed Ordinary Resolution 7 referred to in the notice of AGM was taken as read.

The Chairman proposed the motion as set out under Ordinary Resolution 7 to the Meeting.

The motion was duly seconded by a shareholder.

The motion was then put to vote by way of a poll and the results were as follows:

Votes for	:	78,796,264 shares	(99.98%)
Votes against	:	17,000 shares	(0.02%)

The Chairman declared the motion carried.

**12. ANY OTHER BUSINESS**

The Chairman informed that no notice was received in respect of any other business to be transacted at the Meeting.

**13. END OF MEETING**

The Chairman declared the Meeting closed at 11.00 a.m. and thanked all present for attending the Meeting. The Company would proceed now to the Extraordinary General Meeting, following the conclusion of the Meeting.

Confirmed as a correct record,  
Ng Cheng Lian  
Chairman

## Appendix 1

### Questions raised at the Annual General Meeting of ISOTeam Ltd. (the “Company” and together with its subsidiaries, the “Group”) held on 24 October 2023 and the Company’s Responses

#### Question / Comment 1

A shareholder asked if there would be a presentation from the Company providing an overview of the key financial performance for the financial year.

The Chairman noted the shareholder’s comment stating, that this would be taken into consideration for future annual general meetings of the Company.

#### Question / Comment 2

A shareholder inquired about how the Company conducted the evaluation procedure in its tendering process for construction projects and how it ensured that those tendered projects were profitable in the context of current rising cost environment and a shortage of manpower.

The Executive Director and Chief Executive Officer (“**CEO**”) assured that the Company had taken costs into consideration in all aspects before tendering the projects. Since most of the projects secured by the Company were short-term in nature, averaging from 12-16 months, it was easier for the Company to account or adjust for any possible escalation costs when bidding for new projects. He added that as the effects of the COVID-19 pandemic eased, barring unforeseen circumstances, the Company has a cautiously optimistic outlook for its business.

#### Question / Comment 3

A shareholder inquired about how the Company remained competitive and retained its business in the face of increasing competition within the construction industry, especially in the public sector.

The CEO acknowledged that the construction industry has a low barrier of entry, but he remained confident that the Company could continue to secure contracts with a good profit margin due to its long-standing good track record. Town Council contracts, which comprised a significant portion of the Company’s order book, were tendered based on the Price Quality Management (PQM) system, rather than being awarded to the lowest bidder. The CEO shared that the Company was not the lowest bidder for about 30% of the contracts awarded.

#### Question / Comment 4

A shareholder inquired about the financial performance of other peripheral businesses, specifically on ISOTeam Homecare Pte. Ltd. (“**ISOTeam Homecare**”) and SG Bike Pte. Ltd. (“**SGBike**”).

The CEO explained that ISOTeam Homecare was founded to provide handyman services in response to numerous requests from private homeowners for minor repair or maintenance tasks, in addition to its major upgrading projects received from Town Councils. With this addition, the Group was able to offer a wider range of services to its customers. Furthermore, ISOTeam Homecare carved out a specific niche in the industry, accepting contracts valued between S\$1 million and S\$10 million, which may be too low for established companies and too costly for smaller companies to handle. Although the revenue contribution was insignificant to the Group, the CEO was of the view that ISOTeam Homecare has had good financial performance. With regards to the bike sharing business under SGBike, the CEO shared that it had earlier been identified by the Group as one of the non-core businesses. Following the strategic review of the operations and performance of each business unit of the Group, SGBike has been disposed as management decided to focus its energies and resources on the core businesses of the Group.

**Question / Comment 5**

A shareholder referred to the announcement released by the Company on 9 October 2023 in relation to the updated dividend policy, asking for clarification on the reasons behind the Company's optimism in raising the quantum of dividends in the next 2 financial years, especially considering that the business landscape had only recently begun to recover from impact of the COVID-19 pandemic.

The CEO shared that the Company had previously maintained a dividend policy to distribute at least 20% of its profit after tax, which had been consistently followed since listing of the Company, save for during the COVID-19 pandemic. With business gradually returning to normal, the Company would like to take the opportunity to thank shareholders for their continued support by resuming dividend declaration and payout.

**Question / Comment 6**

A shareholder, in continuation from the above query on the dividend policy, enquired as to whether the gross profit margin could be expected to return to pre-COVID-19 pandemic levels. In addition, the shareholder expressed concern for the S\$3 million in trade receivables that had been overdue for more than 90 days, with some even exceeding a year.

The CEO shared that barring unforeseen circumstances, it was anticipated that there would be a reasonable increase in the gross profit margin because the Company had been cautiously tendering projects in light of rising costs.

With regards to the trade receivables, the CEO reassured that overdue payments were typically not of great concern to the Company as most of the Company's projects were in the public sector and accordingly, the paymaster would be government entities. As such, there would typically be a longer timeframe for payment procedures and processes to be cleared internally. The Company is also highly selective in choosing private sector projects, and they were mostly from reputable main contractors with long-standing business relationships with the Company.

**Question / Comment 7**

A shareholder asked if the Company had future plans to further expand into private sector projects aggressively, presumably with better profit margins.

The CEO responded that whilst the private sector typically offered better profit margins, such projects also pose a different set of challenges compared to the public sector. He further added that approximately 10% to 15% revenue of the Company were contributed from private sector projects, although its primary focus would remain focus on public sector projects.

**Question / Comment 8**

A shareholder noted that the Company has a major shareholder based in Japan, and asked if the Company had any plans to expand its business overseas.

The CEO shared that the Company is happy to have the support of Taisei Oncho Co., Ltd, an established construction company in Japan, and has been in discussions with them for quite some time. It had been the Company's intention to bring over some of their construction expertise and technology to Singapore. However, such plans had been disrupted by the COVID-19 pandemic, and it is only recently that these discussions have recently resumed.

**Question / Comment 9**

A shareholder asked what lessons and key takeaways management has had from the undertaking of non-core investments such as SGBike.

The CEO clarified in particular relating to SGBike. He shared that the Company had different considerations at the time of its investment in SGBike. Previously, the directors viewed the bicycle

sharing business as complementary to the Company's existing core business because they were related to various projects, such as the construction and renovation of park connectors and bicycle paths, allowing the Company to collaborate with government agencies like the National Parks Board Park and Land Transport Authority. Unfortunately, SGBike subsequently could not maintain competitive advantage due to the influx of new competitors from China, resulting in this business not being profitable. In the future, the Company will focus on its core competencies and identify opportunities that are closely aligned with its main business when considering expansion.

**Question / Comment 10**

A shareholder enquired as to the status of the Company's venture into solar energy.

The CEO shared that the Group had been in the business of renewable energy installation as a partner to the solar solutions provider Sunseap Group since 2016 and had made a gain on the disposal of the Group's investment in Sunseap amounting to S\$3.8 million. The Company had also installed numerous rooftop solar panels for town councils. Moving forward, the Company aimed to further improve in this area through collaboration with Taisei Oncho Co., Ltd. and bring their expertise in the business to Singapore.

**Question / Comment 11**

A shareholder referred to page 129 of the Annual Report and requested management to provide an update on the Company's debts levels after factoring in the recent rights issue, the aggregate interest rate payable to the bank for the borrowings, and its plans to reduce the debts. The shareholder further enquired whether the S\$3.5 million in other investments could be liquidated to reduce the Company's debt levels.

The Chief Financial Officer ("CFO") responded that the latest value of debts and liabilities after the rights issue completed in August 2023 were similar to those disclosed in the Annual Report as at 30 June 2023. During the financial year, the average interest rate payable on the bank loans ranged from 6% to 7% per annum, which was generally higher compared to the prior year due to the current rising interest rate environment. The CFO also shared that the Group had deployed 30% of the net proceeds raised from the rights issue for the repayment of banking facilities. However, the Company requires more financing from the banks to support the growth of its business, given that the order book has increased to more than S\$200 million. It was noted that the debt-to-equity ratio has improved after the rights issue in August 2023.

In relation to the S\$3.5 million in other investments set out in the balance sheet, the CFO responded that this was related to the divestment of the Group's non-core businesses, namely in ISOTeam Green Solutions Pte. Ltd., ISOTeam Access Pte. Ltd. and SGBike to the VCC funds managed by a professional fund manager. The other investments could be liquidated upon expiry of the terms or the occurrence of certain events outlined in the agreements.