

ABR HOLDINGS LIMITED
(Company Registration No. 197803023H)
(Incorporated in Singapore)
(the “Company”)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD AT 41 TAMPINES STREET 92, #03-00 ABR BUILDING SINGAPORE 528881 ON TUESDAY, 29 APRIL 2025 AT 10.00 A.M.

PRESENT: : Mr Chua Tiang Choon, Keith - Executive Chairman
Mr Ang Yee Lim - Managing Director
Mr Ang Lian Seng - Executive Director
Mr Foong Daw Ching - Independent and Non-Executive Director
Mr Chia Wee Lee, Julian - Independent and Non-Executive Director
Mr Ang Jun Hung – Alternate Director to Mr Ang Yee Lim

ABSENT WITH APOLOGIES : Mr Allan Chua Tiang Kwang - Non-Executive Director

IN ATTENDANCE: : Ms Ng Soo Noi - Group Chief Financial Officer
Mr Low See Lien - Auditors, Baker Tilly TFW LLP
Ms Peck Jen Jen - Company Secretary

SHAREHOLDERS/PROXIES : As per attendance lists maintained by the Company

1. CHAIRMAN

Mr Chua Tiang Choon, Keith, (the “**Chairman**”) took the chair and welcomed all present at the Meeting (the “**AGM**” or “**Meeting**”) of the Company.

The Chairman introduced the Board of Directors (the “**Board**” or “**Directors**”), Group Chief Financial Officer, Auditors and Company Secretary present.

Shareholders were informed that Mr Allan Chua Tiang Kwang (“**Mr Chua**”), Non-Executive Director was unable to attend the Meeting and conveyed his apologies for his absence.

2. QUORUM

There being a quorum present, the Chairman called the Meeting to order at 10.00 a.m.

3. NOTICE OF MEETING

The Chairman stated that the Notice convening the Meeting had been circulated to shareholders of the Company via SGXNet on 14 April 2025.

With permission of all shareholders present at the Meeting, the Notice was taken as read.

4. VOTING BY WAY OF POLL

The Chairman informed the shareholders that he had been appointed as proxy by some shareholders and he would be voting in accordance with their instructions.

Shareholders were informed that all resolutions tabled at this AGM would be voted by way of poll.

If a shareholder was attending in person or was validly appointed proxy for this AGM, he or she would have been handed the poll voting slips at the registration desk when signing-in earlier.

For the avoidance of doubt, if a shareholder was attending in person and had already appointed one or more proxies to attend the AGM, and such shareholder decided to exercise his or her right to vote in respect of any of shares, his or her proxies must not vote in respect of those shares.

As the poll procedures would require some time to complete, the Chairman informed shareholders that the poll on each resolution be taken after all the resolutions had been formally proposed and seconded.

The Chairman also informed shareholders that Entrust Advisory Pte Ltd and Tricor Singapore Pte. Ltd. have been appointed as the Scrutineers and Polling Agent respectively.

Before commencing the business of the AGM, a representative from Entrust Advisory Pte Ltd gave a briefing on the poll voting procedure to the shareholders.

The Chairman proceeded to the business of the Meeting.

5. ORDINARY BUSINESS:

RESOLUTION 1:

DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

On a proposal by the Chairman and seconded by Mr Quek Mong Hua ("**Mr Quek**"), the following Ordinary Resolution No. 1 was put to a vote by poll:-

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

The Chairman invited shareholders to raise questions relating to the Financial Statements. There being no question raised by shareholders.

RESOLUTION 2:

DECLARATION OF TAX EXEMPT (1-TIER) FINAL DIVIDEND OF 1.25 SINGAPORE CENTS PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

The Directors had recommended the payment of a tax exempt (1-tier) final dividend of 1.25 Singapore cents per ordinary share for the financial year ended 31 December 2024.

On a proposal by Ms Iris Teo ("**Ms Teo**") and seconded by Ms Ng Bee Poh ("**Ms Ng BP**"), the Ordinary Resolution No. 2 was put to a vote by poll:

"That the payment of a tax exempt (1-tier) final dividend of 1.25 Singapore cents per ordinary share for the financial year ended 31 December 2024, be approved."

**RESOLUTION 3:
PAYMENT OF DIRECTORS' FEES OF S\$205,000 FOR THE FINANCIAL YEAR ENDING 31
DECEMBER 2025**

The Board had recommended the payment of Directors' fees of S\$205,000 for the financial year ending 31 December 2025.

On a proposal by Ms Ng Soo Noi ("**Ms Ng SN**") and seconded by Ms Teo, the Ordinary Resolution No. 3 was put to a vote by poll: -

"That the payment of Directors' fees of S\$205,000 for the financial year ending 31 December 2025 be approved".

**RESOLUTION 4:
RE-ELECTION OF MR ANG LIAN SENG AS A DIRECTOR OF THE COMPANY**

The Chairman informed the Meeting that Mr Ang Lian Seng, who was retiring pursuant to Article 98 of the Company's Constitution, had consented to be re-elected as a Director of the Company.

If re-elected, Mr Ang Lian Seng would remain as an Executive Director and a member of the Remuneration Committee.

On a proposal by Mr Quek and seconded by Ms Ng SN, the Ordinary Resolution No. 4 was put to a vote by poll:-

"That Mr Ang Lian Seng be re-elected as a Director of the Company."

**RESOLUTION 5:
RE-ELECTION OF MR ANG YEE LIM AS A DIRECTOR OF THE COMPANY**

The Chairman informed the Meeting that Mr Ang Yee Lim, who was retiring pursuant Rule 720(5) of the Listing Manual of Singapore Exchange Securities Trading Limited ("**SGX-ST**"), had consented to be re-elected as a Director of the Company.

If re-elected, Mr Ang Yee Lim would remain as Managing Director of the Company.

On a proposal by Mr Quek and seconded by Ms Ng BP, the Ordinary Resolution No. 5 was put to a vote by poll:-

"That Mr Ang Yee Lim be re-elected as a Director of the Company."

**RESOLUTION 6:
RE-ELECTION OF MR FOONG DAW CHING AS A DIRECTOR OF THE COMPANY**

The Chairman informed the Meeting that Mr Foong Daw Ching ("**Mr Foong**"), who was retiring pursuant to Article 102 of the Company's Constitution, had consented to be re-elected as a Director of the Company.

Mr Foong, upon re-election as a Director of the Company, would remain as Non-Executive Director, Chairman of the Audit Committee and a member of the Remuneration and Nominating Committees, and he is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

On a proposal by Ms Teo and seconded by Mr Quek, the Ordinary Resolution No. 6 was put to a vote by poll:-

"That Mr Foong Daw Ching be re-elected as a Director of the Company."

RESOLUTION 7:

RE-ELECTION OF MR CHIA WEE LEE, JULIAN AS A DIRECTOR OF THE COMPANY

The Chairman informed the Meeting that Mr Chia Wee Lee, Julian ("**Mr Chia**"), who was retiring pursuant to Article 102 of the Company's Constitution, had consented to be re-elected as a Director of the Company.

Mr Chia, upon re-election as a Director of the Company, would remain as Non-Executive Director, Chairman of the Remuneration and Nominating Committees and a member of the Audit Committee, and he is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

On a proposal by Mr Quek and seconded by Ms Ng BP, the Ordinary Resolution No. 7 was put to a vote by poll:-

"That Mr Chia Wee Lee, Julian be re-elected as a Director of the Company."

RESOLUTION 8:

RE-APPOINTMENT OF MESSRS BAKER TILLY TFW LLP

The Chairman informed the Meeting that the retiring Auditors, Messrs Baker Tilly TFW LLP, had expressed their willingness to continue in office as Auditors of the Company.

On a proposal by Ms Teo and seconded by Ms Ng BP, the Ordinary Resolution No. 8 was put to a vote by poll:-

"That Messrs Baker Tilly TFW LLP be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

6. SPECIAL BUSINESS

RESOLUTION 9:

AUTHORITY TO ALLOT AND ISSUE SHARES

On a proposal by Ms Ng SN and seconded by Ms Teo, the Ordinary Resolution No. 9 was put to a vote by poll:-

"That pursuant to Section 161 of the Companies Act 1967, and the Listing Rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given for the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments")

including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;

- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;

and (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares pursuant to any Instrument made or granted by the Directors while the authority was in force, provided always that:

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the Company's total number of issued shares (excluding treasury shares and subsidiary holdings, if any), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any), and for the purpose of this Resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be the Company's total number of issued shares (excluding treasury shares and subsidiary holdings, if any) at the time this Resolution is passed, after adjusting for:
 - i. new shares arising from the conversion or exercise of convertible securities, or
 - ii. new shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VII of Chapter 8 of the Listing Rules of SGX-ST, and
 - iii. any subsequent bonus issue, consolidation or subdivision of the Company's shares;
- (b) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."

7. OTHER BUSINESS

As there was no other business, the Chairman proceeded with the formalities of conducting the poll.

8. MOVING THE MOTION TO VOTE BY POLL

Shareholders were requested to cast their votes using the polling slips provided and return the completed polling slips to the Polling Agent.

The Chairman proposed that the Meeting to be adjourned for 15 minutes to allow for counting and verification of the polling slips. Members present at the Meeting had no objection to the adjournment.

9. ADJOURNMENT OF AGM

The Meeting was adjourned at 10.20 a.m. for the counting of votes.

The Meeting resumed at 10.35 a.m. with the requisite quorum for the results of the poll to be declared.

10. POLL RESULTS

Upon receiving the poll results from the Scrutineer, the Chairman announced the results of the poll for each of the Resolutions numbered 1 to 9 as follows: -

Ordinary Resolution Number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		No. of Shares	(%)	No. of Shares	(%)
Ordinary Business					
Resolution 1 Adoption of the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2024 together with the Independent Auditor’s Report thereon.	170,533,159	170,533,159	100.00	0	0.00
Resolution 2 Approval of payment of a tax exempt (1-tier) Final Dividend of 1.25 Singapore cents per ordinary share for the financial year ended 31 December 2024.	170,533,159	170,533,159	100.00	0	0.00
Resolution 3 Approval of payment of Directors’ fees of \$205,000 for the financial year ending 31 December 2025.	170,533,159	170,533,159	100.00	0	0.00
Resolution 4 Re-election of Mr Ang Lian Seng as Director of the Company.	170,533,159	170,533,159	100.00	0	0.00
Resolution 5 Re-election of Mr Ang Yee Lim as Director of the Company.	170,533,159	170,533,159	100.00	0	0.00
Resolution 6 Re-election of Mr Foong Daw Ching as Director of the Company.	170,533,159	170,533,159	100.00	0	0.00
Resolution 7 Re-election of Mr Chia Wee Lee, Julian as Director of the Company.	170,533,159	170,533,159	100.00	0	0.00

Resolution 8 Re-appointment of Messrs Baker Tilly TFW LLP as Auditor of the Company and authorisation for the Directors to fix their remuneration.	170,533,159	170,533,159	100.00	0	0.00
<u>Special Business</u>					
Resolution 9 Authority to allot and issue shares.	170,533,159	170,529,259	99.9977	3,900	0.0023

Based on the results of the poll, the Chairman declared all the Ordinary Resolutions numbered 1 to 9, put to vote at the AGM were carried.

11. CONCLUSION

There being no further business, the Chairman thanked all present at the Meeting and declared the AGM of the Company closed at 10.40 a.m.

Confirmed as a correct record of
the proceeding of the Meeting

Chua Tiang Choon, Keith
CHAIRMAN