

POWERMATIC DATA SYSTEMS LIMITED

(Company Registration No. 198900414E)

(Incorporated in Singapore)

MINUTES OF THIRTY-FOURTH ANNUAL GENERAL MEETING

PLACE : 8 Wilkie Road, #03-08, Wilkie Edge, Singapore 228095

DATE : 26 July 2023

TIME : 2.00 p.m.

PRESENT

Board of Directors:

Dr. Chen Mun	(Chairman and Chief Executive Officer)
Ms. Ang Bee Yan, Katherine	(Executive Director)
Mr. Tan Chao Hsiung, David	(Lead Independent Director)
Dr. Lye Kin Mun	(Independent Director)
Mr. Cheng Heng Tan	(Independent Director)
Professor Cham Tao Soon	(Independent Director)

Shareholders:

As per attendance list

IN ATTENDANCE

Company Secretary	: Ms. Wong Yoen Har
Finance Manager	: Ms. Molly Chua

BY INVITATION

External Auditor	: RSM Chio Lim LLP
Polling Agent	: Boardroom Corporate & Advisory Services Pte. Ltd.
Scrutineer	: CNP Business Advisory Pte. Ltd.
Other invitees	: As per attendance list

WELCOMING SPEECH

The Chairman welcomed all shareholders and guests for attending the Thirty-Fourth Annual General Meeting ("the Meeting") and introduced the Board of Directors present at the Meeting.

QUORUM

As a quorum was present, the Chairman declared the Meeting open at 2.00 p.m.

NOTICE OF MEETING

The Notice of Meeting dated 7 July 2023 which had been issued and made available to all shareholders by publication on SGXNET and the Company's website, was taken as read.

PROCEDURES OF MEETING

The Chairman informed that in accordance with Regulation 70 of the Company's Constitution all resolutions at general meeting shall be voted by poll, as the Chairman of the Meeting, he has exercised his right to demand a poll in respect of each of the resolutions to be put to vote by poll at this Meeting which also complied with the requirements of the Listing Manual of the Singapore Exchange Securities Trading Limited. Accordingly, each resolution was voted by poll.

Since the poll procedures would take some time to complete, the Chairman directed the poll on each motion to be taken later after all the motions had been formally proposed and seconded.

As there was no objection, the Chairman proceeded with the formalities of conducting a poll after the completion of the remaining business of the Meeting.

The Chairman also informed that the Company had received questions from shareholders before the Meeting and the Company had addressed the questions and announced the responses via SGXNet on 20 July 2023.

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

ORDINARY BUSINESS:

1. STATEMENT BY DIRECTORS AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023 TOGETHER WITH THE INDEPENDENT AUDITOR'S REPORT - ORDINARY RESOLUTION 1

Ordinary resolution 1 was to receive and adopt the Statement by Directors and the Audited Financial Statements of the Company for the financial year ended 31 March 2023 together with the Independent Auditor's Report.

The motion was duly proposed and seconded.

The Chairman invited questions from the shareholders and the following questions were raised:

Questions	Reponses
Could you provide more details relating to the products development and current stage of the Company which could potentially maintain a competitive position in the market and increase revenue?	The Chairman replied that the transition from Wi-Fi 6 to Wi-Fi 7 was fast. While there are no significant differences in specifications between the two, Wi-Fi 7 does possess some advancements over Wi-Fi 6. The development process requires new set of test equipment specifically for Wi-Fi 7, which turned out to be expensive. The Company is currently at the stage of developing Wi-Fi 7 by reproducing products designed by customers and further refining them in accordance with their needs.
Does the Group expect growth in the coming years in term of revenue and our bottom line?	The Chairman informed that the Company anticipates growth in both revenue and overall performance. However, the Company may not experience the same level of strong market growth seen during the COVID-19 lockdown period. To adapt, the Company will intensify efforts in product developments with a proactive team ready to explore new opportunities and switch to more productive products.

Questions	Reponses
The proposed redevelopment of the existing freehold investment property located at 7 and 9 Harrison Road Singapore may be risky due to the uncertainties and external factors in the global and regional property markets. Would the Group consider focussing on core business and consider alternative ways to utilise the S\$46.3 million by selling the property? For example, paying special dividends to shareholders or reinvesting in the Group for growth.	The Chairman replied that the Group has explored various options to divest the property from the core business over the years, but encountered challenges and could not proceed with the sale. The Chairman added that the Management believes it is an opportune time now to redevelop the building after much consideration and informed that the Group's priority is to focus on the core business and find ways to repay shareholders with any extra funds the Company earned. The Lead Independent Director ("Lead ID"), Mr. Tan Chao Hsiung, David, further informed that the Company will prepare a draft circular for SGX's approval and seek shareholders' approvals for the proposed redevelopment of the property.
Please provide more insight into the Company's current overall business conditions and the impairments of S\$1.0 million were made to inventories arising from customers deferring their orders or possibilities of cancellations.	The Chairman informed that the situation was due to the shortage of chips where some customers had placed orders more than the estimated demand during COVID-19. These customers had discussed with the Company to push back or defer some of the orders instead of cancelling them. The Executive Director ("ED"), Ms. Ang Bee Yan, Katherine, added that the impairment of S\$1.0 million was related to a digital project for a school, and the project is more of a delayed project than a cancellation. The ED highlighted that this order is still pending in the books. The Lead ID further informed that most of these orders were placed two years ago and some of the projects have been deferred to a later date. The impairment provision is to account for these changes in orders and to manage risk., The Management is monitoring the situation to assess the continual need and quantum of the provision.
In the posted Q&A, the response mentioned that the next financial year might be more difficult. Please clarify whether it is about the industry or in general.	The Lead ID and Chairman replied that there are uncertainties and the market is unpredictable.
Which are the main industries the Group is serving with its products?	The Chairman and ED replied that the Company's customers' markets and businesses cover various areas, such as transportation, medical, school projects, etc. The Company provides wireless capabilities to their businesses and their specific needs in various industries. Overall, Wi-Fi is in higher demand in transportation and healthcare industries.

Questions	Reponses
The revenue from the European countries has been excellent for the past few years. Would the existing customers in European region continue to place orders and what is the cause of the increase in the revenue generated from Asia?	The ED replied that the Group has ongoing businesses with existing European customers and the Group is continuing expanding business in Europe. As for the growth in the Asia market, many of the products are sold to American customers but manufactured in Asia countries such as Vietnam, Taiwan, Thailand and Indonesia. Although the books categorise it as Asia market, in fact, the end customers are mainly from Europe or the United States of America.
Would customers switch to Wi-Fi 7 from Wi-Fi 6 and if not, why would they do that since Wi-Fi 7 is so much better and faster?	The ED replied that based on the Management's observation, it took a long time to migrate customers from Wi-Fi 5 to Wi-Fi 6 due to significant differences in the past. Some customers are still using Wi-Fi 5 and are less likely to transition to Wi-Fi 6 in view of the arrival of Wi-Fi 7. However, the high price of Wi-Fi 7 components is causing some hesitation to quick adoption of Wi-Fi 7. The customers will gradually move from Wi-Fi 6 to Wi-Fi 7 eventually but this will not happen rapidly.
How is the Company positioned for future military contracts, especially considering the increased defense budgets in many countries due to wars?	The Chairman replied that the Group is not actively pursuing military-related projects in general and the marketing team is not oriented in that direction.
The Urban Redevelopment Authority will have a new master plan next year and there might be revisions for plot ratio in the area. Is the Company's redevelopment of property located in that area and whether to consider on hold for the redevelopment plan?	The ED replied that the Company will consult the architect when finalizing the plan in light of the possible potential change of plot ratio.
In view of the redevelopment of the property, will there be any reduction on dividend payout in future?	The Chairman and Lead ID replied that the core business is generating profit and cash. It is likely that the Company will maintain the rate but also depends on business conditions.

**2. FINAL ORDINARY ONE-TIER TAX EXEMPT DIVIDEND OF SINGAPORE 5 CENTS PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023
– ORDINARY RESOLUTION 2**

Ordinary resolution 2 was to approve the payment of a final ordinary one-tier tax exempt dividend. The Board of Directors had recommended the payment of a final ordinary one-tier tax exempt dividend of 5 Singapore cents per ordinary share for the financial year ended 31 March 2023.

The motion was duly proposed and seconded.

**3. SPEICAL ONE-TIER TAX EXEMPT DIVIDEND OF SINGAPORE 5 CENTS PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023
- ORDINARY RESOLUTION 3**

Ordinary resolution 3 was to approve the payment of a special one-tier tax exempt dividend. The Board of Directors had recommended the payment of a special one-tier tax exempt dividend of 5 Singapore cents per ordinary share for the financial year ended 31 March 2023.

The motion was duly proposed and seconded.

**4. RE-ELECTION OF DR. LYE KIN MUN AS DIRECTOR OF THE COMPANY
- ORDINARY RESOLUTION 4**

Ordinary Resolution 4 dealt with the re-election of Dr. Lye Kin Mun as Director of the Company.

Dr. Lye Kin Mun, who was retiring as Director of the Company pursuant to Regulation 103 of the Company's Constitution, had signified his consent to continue in office.

Dr. Lye Kin Mun would, upon re-election as Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit and Risk Management Committee and Remuneration Committee and would be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The motion was duly proposed and seconded.

**5. RE-ELECTION OF MS. ANG BEE YAN, KATHERINE AS DIRECTOR OF THE COMPANY
- ORDINARY RESOLUTION 5**

Ordinary Resolution 5 dealt with the re-election of Ms. Ang Bee Yan, Katherine as Director of the Company.

Ms. Ang Bee Yan, Katherine, who was retiring as Director of the Company pursuant to Regulation 103 of the Company's Constitution, had signified her consent to continue in office.

Ms. Ang Bee Yan, Katherine would, upon re-election as Director of the Company, remain as Executive Director of the Company and would be considered non-independent.

The motion was duly proposed and seconded.

**6. RE-ELECTION OF PROFESSOR CHAM TAO SOON AS DIRECTOR OF THE COMPANY
- ORDINARY RESOLUTION 6**

Ordinary Resolution 6 dealt with the re-election of Professor Cham Tao Soon as Director of the Company.

Professor Cham Tao Soon, who was retiring as Director of the Company pursuant to Regulation 107 of the Company's Constitution, had signified his consent to continue in office.

Professor Cham Tao Soon would, upon re-election as Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee and Nominating Committee and would be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The motion was duly proposed and seconded.

**7. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023
- ORDINARY RESOLUTION 7**

Ordinary Resolution 7 was to approve the payment of Directors' Fees.

The Board of Directors has recommended the payment of S\$75,000 as Directors' Fees for the financial year ended 31 March 2023.

The motion was duly proposed and seconded.

**8. RE-APPOINTMENT OF INDEPENDENT AUDITOR OF THE COMPANY
- ORDINARY RESOLUTION 8**

Ordinary Resolution 8 dealt with the re-appointment of RSM Chio Lim LLP as Independent Auditor of the Company and to authorize the Directors of the Company to fix their remuneration.

RSM Chio Lim LLP had expressed their willingness to continue in office.

The motion was duly proposed and seconded.

9. ANY OTHER ORDINARY BUSINESS

No notice of any other ordinary business had been received by the Secretary, the Chairman proceeded with the special business.

SPECIAL BUSINESS:

**10. AUTHORITY TO ALLOT AND ISSUE SHARES
- ORDINARY RESOLUTION 9**

Ordinary Resolution 9 was to authorise the Board of Directors of the Company to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The motion was duly proposed and seconded.

11. VOTING BY POLL AND COUNTING OF VOTES

As there were no further questions, the Chairman proceeded with the formalities of conducting a poll on the resolutions.

The Chairman informed that CNP Business Advisory Pte. Ltd. and Boardroom Corporate & Advisory Services Pte. Ltd. were appointed as Scrutineer and Polling Agent respectively.

Representative from CNP Business Advisory Pte. Ltd. was invited to explain the Polling Voting Procedure to the shareholders.

The Meeting paused at 3.00 p.m. for tabulation of the results of the poll.

12. RESULTS OF THE POLL

The Meeting resumed at 3.35 p.m.

The Chairman informed the Meeting that the votes have been counted and verified. The Chairman announced the results of the votes for the following resolutions:

STATEMENT BY DIRECTORS AND THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023 TOGETHER WITH THE INDEPENDENT AUDITOR'S REPORT THEREON – ORDINARY RESOLUTION 1

The poll results announced by the Chairman were as follows:

	Number of Shares	Percentage (%)
For	24,453,078	99.87
Against	31,000	0.13
Total Number of Valid Shares Cast	24,484,078	100.00

The Chairman declared Ordinary Resolution 1 was carried. It was **RESOLVED**:

That the Statement by Directors and Audited Financial Statements of the Company for the financial year ended 31 March 2023 together with the Independent Auditor's Report be received and adopted.

FINAL ORDINARY ONE-TIER TAX EXEMPT DIVIDEND OF SINGAPORE 5 CENTS PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023 – ORDINARY RESOLUTION 2

The poll results announced by the Chairman were as follows:

	Number of Shares	Percentage (%)
For	24,453,078	99.87
Against	31,000	0.13
Total Number of Valid Shares Cast	24,484,078	100.00

The Chairman declared Ordinary Resolution 2 was carried. It was **RESOLVED**:

That the payment of a final ordinary one-tier tax exempt dividend of 5 Singapore cents per ordinary share for the financial year ended 31 March 2023 be approved.

SPECIAL ONE-TIER TAX EXEMPT DIVIDEND OF SINGAPORE 5 CENTS PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023 – ORDINARY RESOLUTION 3

The poll results announced by the Chairman were as follows:

	Number of Shares	Percentage (%)
For	24,448,078	99.85
Against	36,000	0.15
Total Number of Valid Shares Cast	24,484,078	100.00

The Chairman declared Ordinary Resolution 3 was carried. It was **RESOLVED**:

That the payment of a special one-tier tax exempt dividend of 5 Singapore cents per ordinary share for the financial year ended 31 March 2023 be approved.

**RE-ELECTION OF DR. LYE KIN MUN AS DIRECTOR OF THE COMPANY
- ORDINARY RESOLUTION 4**

The poll results announced by The Chairman were as follows:

	Number of Shares	Percentage (%)
For	24,453,078	99.87
Against	31,000	0.13
Total Number of Valid Shares Cast	24,484,078	100.00

The Chairman declared Ordinary Resolution 4 was carried. It was **RESOLVED**:

That Dr. Lye Kin Mun be re-elected as Director of the Company.

**RE-ELECTION OF MS. ANG BEE YAN, KATHERINE AS DIRECTOR OF THE COMPANY
- ORDINARY RESOLUTION 5**

The poll results announced by the Chairman were as follows:

	Number of Shares	Percentage (%)
For	21,578,278	99.86
Against	31,000	0.14
Total Number of Valid Shares Cast	21,609,278	100.00

The Chairman declared Ordinary Resolution 5 was carried. It was **RESOLVED**:

That Ms. Ang Bee Yan, Katherine be re-elected as Director of the Company.

**RE-ELECTION OF PROFESSOR CHAM TAO SOON AS DIRECTOR OF THE COMPANY
- ORDINARY RESOLUTION 6**

The poll results announced by the Chairman were as follows:

	Number of Shares	Percentage (%)
For	24,448,678	99.86
Against	35,300	0.14
Total Number of Valid Shares Cast	24,483,978	100.00

The Chairman declared Ordinary Resolution 6 was carried. It was **RESOLVED**:

That Professor Cham Tao Soon be re-elected as Director of the Company.

**DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023
- ORDINARY RESOLUTION 7**

The poll results announced by the Chairman were as follows:

	Number of Shares	Percentage (%)
For	24,448,078	99.85
Against	36,000	0.15
Total Number of Valid Shares Cast	24,484,078	100.00

The Chairman declared Ordinary Resolution 7 was carried. It was **RESOLVED**:

That the Directors' Fees of S\$75,000 for the financial year ended 31 March 2023 be approved for payment.

**RE-APPOINTMENT OF INDEPENDENT AUDITOR OF THE COMPANY
- ORDINARY RESOLUTION 8**

The poll results announced by the Chairman were as follows:

	Number of Shares	Percentage (%)
For	24,453,078	99.87
Against	31,000	0.13
Total Number of Valid Shares Cast	24,484,078	100.00

The Chairman declared Ordinary Resolution 8 was carried. It was **RESOLVED**:

That RSM Chio Lim LLP be re-appointed as Independent Auditor of the Company until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.

**AUTHORITY TO ALLOT AND ISSUE SHARES
- ORDINARY RESOLUTION 9**

The poll results announced by the Chairman were as follows:

	Number of Shares	Percentage (%)
For	24,371,578	99.66
Against	84,000	0.34
Total Number of Valid Shares Cast	24,455,578	100.00

The Chairman declared Ordinary Resolution 9 was carried. It was **RESOLVED**:

That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, 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 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), 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 twenty per centum (20%) 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 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 exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8; and
 - (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 Listing Manual of the Singapore Exchange Securities Trading Limited 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 Chairman declared the Thirty-Fourth Annual General Meeting of the Company closed at 3.40 p.m. and thanked everyone for their attendance. The minutes of the Thirty-Fourth Annual General Meeting would be published on the SGXNet and the Company's corporate website.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

DR. CHEN MUN
CHAIRMAN OF MEETING