

**BROMAT HOLDINGS LTD.**  
(Company Registration No.:201715253N)  
(Incorporated in Singapore)  
(the “**Company**”)

**MINUTES OF ANNUAL GENERAL MEETING**

<b>PLACE</b>	:	33 Erskine Rd #01-13, Singapore 069333
<b>DATE</b>	:	Tuesday, 5 May 2026
<b>TIME</b>	:	3:00 p.m.
<b>PRESENT</b>	:	As set out in the attendance records maintained by the Company.
<b>IN ATTENDANCE</b>	:	As set out in the attendance records maintained by the Company.
<b>CHAIRMAN</b>	:	Mr Tan Keng Tiong was elected Chairman of the Annual General Meeting (“ <b>AGM</b> ”).

**INTRODUCTION**

The Chairman welcomed all shareholders to the AGM of the Company.

The Chairman proceeded to introduce the Board of Directors to those present at the AGM.

**QUORUM**

As a quorum was present, the Chairman declared the AGM opened at 3:00 p.m.

**NOTICE OF AGM**

With the consent of the shareholders present, the notice of the AGM (“**Notice**”) convening the meeting was taken as read.

**QUESTIONS FROM SHAREHOLDERS**

The shareholders were requested to submit questions to the Chairman of the AGM in advance of, or “live” at, the AGM. As of 27 April 2026, at 6.00 p.m., no questions had been received from the shareholders. It was noted that questions relating to the agenda of the AGM received during the AGM would be addressed accordingly during the AGM.

**VOTING BY WAY OF POLL**

The Chairman informed that in line with the Listing Manual - Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and subsequent regulatory announcements published by the SGX-ST and relevant authorities, all resolutions to be tabled at the AGM would be voted upon by way of poll.

For the conduct of the poll, it was noted that In.Corp Corporate Services Pte. Ltd. was appointed as the Polling Agent and Aventus Corporate Services Pte. Ltd. was appointed as the Scrutineer for the AGM.

#### **ORDINARY BUSINESS:**

##### **1. RESOLUTION 1: DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024**

The meeting proceeded to receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 30 September 2024 together with the Auditors' Report thereon.

In view of the Directors' Statement and the Audited Financial Statements for the financial year ended 30 September 2024 and the Auditors' Report having been in the Shareholders' hands for the prescribed period, the Chairman proposed, with the Shareholders' permission, that the documents be taken as read.

Questions were raised by a Shareholder in relation to this resolution and these questions were responded to by the Management of the Company, details of which are recorded in Appendix 2 as attached hereto.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended in Appendix 1 hereto):

"That the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 30 September 2024 together with the Auditors' Report thereon be received and adopted."

##### **2. RESOLUTION 2: RE-ELECTION OF MR TAN KENG TIONG AS A DIRECTOR**

Resolution 2 on the Agenda was to re-elect Mr Tan Keng Tiong as a Director of the Company. As this resolution related to his own re-election, the Chairman passed the chair of the meeting to Mr Low See Lien ("**Mr Low**").

It was noted that Mr Tan Keng Tiong, who was retiring by rotation pursuant to Regulation 117 of the Constitution of the Company, had indicated his consent to continue in office. Mr Tan Keng Tiong, upon re-election as a Director of the Company, will remain as an Executive Director and the Acting Chief Executive Officer.

Mr Low invited Shareholders to raise their questions to the Directors and the Management of the Company regarding Resolution 2. There were no questions raised.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended in Appendix 1 hereto):

"That Mr Tan Keng Tiong, who is retiring by rotation pursuant to Regulation 117 of the Company's Constitution, be and is hereby re-elected as a Director of the Company."

Mr Low handed the chair of the meeting back to Mr Tan Keng Tiong.

##### **3. RESOLUTION 3: RE-ELECTION OF MR LO KIM SENG AS A DIRECTOR**

It was noted that Mr Lo Kim Seng, who was retiring by rotation pursuant to Regulation 117 of the Constitution of the Company, had given notice to the Company prior to the AGM that he did not wish to seek re-election at the AGM. Accordingly, Resolution 3 was withdrawn and not put to vote at the AGM.

**4. RESOLUTION 4: APPROVAL OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025**

The Board of Directors had recommended the payment of a sum of up to S\$150,000 as Directors' fees for the financial year ended 30 September 2025, to be paid in arrears.

Mr Tan invited Shareholders to raise their questions to the Directors and the Management of the Company regarding Resolution 4. There were no questions raised.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended in Appendix 1 hereto):

"That the payment of the Directors' fees amounting up to S\$150,000 for the financial year ended 30 September 2025, to be paid in arrears, be and is hereby approved."

**5. RESOLUTION 5: RE-APPOINTMENT OF AUDITORS**

Resolution 5 on the Agenda was to re-appoint Messrs PKF-CAP LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

Mr Tan invited Shareholders to raise their questions to the Directors and the Management of the Company regarding Resolution 5. There were no questions raised.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended in Appendix 1 hereto):

"That Messrs PKF-CAP LLP be and is hereby re-appointed as Auditors of the Company for the ensuing year at a fee to be determined by the Directors."

**SPECIAL BUSINESS:**

**6. RESOLUTION 6: AUTHORITY TO ALLOT AND ISSUE NEW SHARES**

Resolution 6 on the Agenda was transacted as an Ordinary Resolution and it was to seek the Shareholders' approval for the Directors to be granted the authority to issue and allot new shares in the Company, the details of which were set out in the text of the Ordinary Resolution in item 7 of the Notice of AGM.

The Chairman invited Shareholders to raise their questions to the Directors and the Management of the Company regarding Resolution 6. There were no questions raised.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended in Appendix 1 hereto):

"That pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Singapore Exchange Securities Trading Limited Listing Manual - Section B: Rules of Catalyst, the Directors of the Company be authorised and empowered to:

- I. (i) allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that may 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, convertible securities 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

- II. (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution 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), shall not exceed 100% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to the shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the percentage of the total issued shares shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
- (i) new shares arising from the conversion or exercise of any convertible securities outstanding at the time this authority is given;
- (ii) (where applicable) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, 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
- (iii) 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;

- (c) in exercising the authority 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), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
- (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be 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.”

## **7. RESOLUTION 7: AUTHORITY TO ALLOT AND ISSUE NEW SHARES UNDER THE COMPANY'S EMPLOYEE SHARE OPTION SCHEME**

Resolution 7 on the Agenda was transacted as Special Business and was to authorise the Directors to grant options in accordance with the Company's Employee Share Option Scheme adopted on 6 November 2017 and to allot and issue from time to time such number of shares in the capital of the Company to the holders of options granted by the Company under the Share Option Scheme. The details of the resolution were set out in the text in item 8 of the Notice of AGM.

The Chairman invited Shareholders to raise their questions to the Directors and the Management of the Company regarding Resolution 7. There were no questions raised.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended in Appendix 1 hereto):

"That pursuant to Section 161 of the Companies Act and the Catalist Rules, approval be and is hereby given to the Directors to:

- (i) offer and grant options in accordance with the provisions of the Company's Employee Share Option Scheme adopted on 6 November 2017 ("**Share Option Scheme**"); and
- (ii) allot and issue from time to time such number of fully paid-up shares in the capital of the Company to the holders of options granted by the Company under the Share Option Scheme established by the Company upon the exercise of such options in accordance with the terms and conditions of the Share Option Scheme, provided always that the aggregate number of Shares issued and/ or issuable pursuant to the Share Option Scheme, the Performance Share Plan (as defined below) and any other share based incentive schemes of the Company shall not exceed 15.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company 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 or the date by which the next AGM is required by law to be held, whichever is earlier."

## **8. CONCLUSION**

There being no other business, the Chairman declared the AGM of the Company closed at 3.35 p.m. and thanked everyone for their attendance.

**CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD**

**Tan Keng Tiong**  
**CHAIRMAN**

## APPENDIX 1

## RESULTS OF THE POLL

The results of the poll on each of the resolutions put to vote at the AGM are set out as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<b>ORDINARY BUSINESS</b>					
<u>Resolution 1</u> Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 30 September 2024	376,287,389	376,287,389	100.00	0	0.00
<u>Resolution 2</u> Re-election of Mr Tan Keng Tiong as a Director of the Company	376,286,556	376,286,556	100.00	0	0.00
<u>Resolution 3</u> Re-election of Mr Lo Kim Seng as a Director of the Company	Mr Lo Kim Seng gave notice to the Company on 4 May 2026 that he did not wish to seek re-election. Accordingly, Mr Lo Kim Seng retired from the position of Lead Independent Director of the Company at the conclusion of the Company's AGM, pursuant to Regulation 117 of the Constitution of the Company.				
<u>Resolution 4</u> Approval of Directors' fees of up to S\$150,000 for the financial year ended 30 September 2025	376,287,389	376,287,073	100.00*	316	0.00**

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Resolution 5</u> Re-appointment of PKF-CAP LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration	376,287,389	376,287,389	100.00	0	0.00
<b><u>SPECIAL BUSINESS</u></b>					
<u>Resolution 6</u> Authority to allot and issue shares	376,287,389	376,287,073	100.00*	316	0.00**
<u>Resolution 7</u> Authority to allot and issue options and shares upon exercise of the options under the Company's Employee Share Option Scheme	376,287,389	376,287,073	100.00*	316	0.00**

\* Due to rounding

\*\* Not meaningful

## APPENDIX 2

**QUESTIONS RAISED BY SHAREHOLDERS AT THE COMPANY'S ANNUAL GENERAL MEETING HELD ON 5 MAY 2026 IN RELATION TO THE RESOLUTIONS AND THE RESPONSES MADE IN RELATION THERETO**

NO.	QUESTIONS	RESPONSES
1.	<p>Shareholder A noted that shareholders' approval was being sought for the adoption of the Audited Financial Statements of the Company for the financial year ended 30 September 2024. Shareholder A sought clarification as to the delay in the finalisation and tabling of the Audited Financial Statements of the Company.</p>	<p>The Chairman responded that, following the resumption of trading of the Company's shares on the SGX-ST in March 2024, the Management had taken time to address certain historical issues faced by the Group.</p> <p>The CFO elaborated that the Company had incurred significant losses in the past. In this regard, Mr Frank Liu Tao ("<b>Mr Liu</b>"), the Non-Executive and Non-Independent Director of the Company, had been providing financial support to the Company. It had taken some time, and it was in April 2026 that Mr Liu became the Company's largest shareholder. The CFO informed shareholders that the process of finalising the Group's audited financial statements for the subsequent financial years is expected to be smoother going forward.</p>