



# ASIAN MICRO HOLDINGS LIMITED

(Company Registration No.199701052K)  
(Incorporated In The Republic of Singapore)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the "EGM") of Asian Micro Holdings Limited (the "Company") will be convened and held at Orchid Country Club, Octagon Room, 1 Orchid Club Road, Singapore 769162 on Friday, 20 October 2023 at 10.30 a.m. (or as soon as practicable following the conclusion or adjournment of the Company's Annual General Meeting to be held on the same day at 10.00 a.m.) for the purpose of considering and, if thought fit, passing with or without any modifications, the following Ordinary Resolutions:

All capitalised terms used in this notice of EGM shall have the meanings ascribed to them in the circular to shareholders of the Company dated 4 October 2023 (the "Circular") in relation to the Proposed Debt Capitalisation and the Proposed Employee Share Issue.

### ORDINARY RESOLUTION 1: THE PROPOSED DEBT CAPITALISATION

That:

- (a) the transactions contemplated under the Debt Capitalisation Agreement, including but not limited to the Proposed Debt Capitalisation, be and is hereby approved, confirmed and ratified; and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the Debt Capitalisation Agreement and this Ordinary Resolution.

### ORDINARY RESOLUTION 2: APPROVAL OF THE ISSUE OF 42,085,263 NEW SHARES TO LIM KEE LIEW @ VICTOR LIM (AND/OR HIS NOMINEES)

That:

- (a) subject to and contingent upon the passing of Ordinary Resolution 1 above, and for the purpose of Section 161 of the Companies Act and Rule 812 of the Catalyst Rules, approval be and is hereby given for the allotment and issuance of 42,085,263 new Shares to Lim Kee Liew @ Victor Lim (and/or his nominees), at the issue price of S\$0.0038 per Share, on the terms and subject to the conditions of the Debt Capitalisation Agreement; and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution.

### ORDINARY RESOLUTION 3: APPROVAL OF THE ISSUE OF 45,011,315 NEW SHARES TO LEONG LAI HENG (AND/OR HER NOMINEES)

That:

- (a) subject to and contingent upon the passing of Ordinary Resolution 1 above, and for the purpose of Section 161 of the Companies Act and Rule 812 of the Catalyst Rules, approval be and is hereby given for the allotment and issuance of 45,011,315 new Shares to Leong Lai Heng (and/or her nominees), at the issue price of S\$0.0038 per Share, on the terms and subject to the conditions of the Debt Capitalisation Agreement; and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution.

### ORDINARY RESOLUTION 4: APPROVAL OF THE ISSUE OF 13,421,052 NEW SHARES TO NG CHEE WEE (AND/OR HIS NOMINEES)

THAT:

- (a) subject to and contingent upon the passing of Ordinary Resolution 1 above, and for the purpose of Section 161 of the Companies Act and Rule 812 of the Catalyst Rules, approval be and is hereby given for the allotment and issuance of 13,421,052 new Shares to Ng Chee Wee (and/or his nominees), at the issue price of S\$0.0038 per Share, on the terms and subject to the conditions of the Debt Capitalisation Agreement; and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution.

### ORDINARY RESOLUTION 5: THE PROPOSED EMPLOYEE SHARE ISSUE

That:

- (a) the Proposed Employee Share Issue involving the payment of bonuses aggregating S\$28,800 to the Relevant Employees and the settlement of such bonuses by way of the allotment and issuance of an aggregate 7,578,946 new Shares at an issue price of S\$0.0038 per Share, be and is hereby approved, confirmed and ratified; and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the Proposed Employee Share Issue and this Ordinary Resolution.

### BY ORDER OF THE BOARD

Toh Li Ping, Angela  
Joint Company Secretary  
4 October 2023

### Notes:

#### General

1. The EGM of the Company will be held at Orchid Country Club, Octagon Room, 1 Orchid Club Road, Singapore 769162. Shareholders and other attendees who are feeling unwell on the date of the EGM are advised not to attend the EGM.
2. Authenticated Shareholders and proxy(ies) will be able to ask questions in person at the EGM. Arrangements have also been put in place to permit Shareholders to submit their questions ahead of the EGM. Please refer to Notes 11 and 12 below for further details.
3. Live voting by poll will be conducted during the EGM for Shareholders and proxy(ies) attending the EGM.

#### Voting by proxy

4. A Shareholder who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the EGM.
5. A Shareholder who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder.  
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
6. A proxy need not be a Shareholder of the Company.
7. The instrument appointing a proxy ("Proxy Form") must be submitted to the Company not less than forty-eight (48) hours before the time appointed for holding the EGM in the following manner:
  - (a) by depositing a hard copy by post at the registered office of the Company at 63 Hillview Avenue #08-01 Lam Soon Industrial Building Singapore 669569; or
  - (b) by sending a scanned PDF copy by email to [agm\\_egm@asianmicro.com.sg](mailto:agm_egm@asianmicro.com.sg).in either case, no later than **10.30 a.m. on 18 October 2023 ("Proxy Deadline")**.  
A Shareholder who wishes to submit a Proxy Form must first **complete and sign the proxy form**, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.
8. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
9. Shareholders who hold Shares through a relevant intermediary, including Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") Investment Account Holders, should not use the Proxy Form and should instead approach their respective relevant intermediary as soon as possible to specify voting instructions, submit questions ahead of the EGM and/or participate in the EGM.
10. In the case of a Shareholders whose Shares are entered against his/her name in the depository register (as defined in Section 81SF of the Securities and Futures Act 2001), the Company may reject any Proxy Form lodged if such Shareholders is not shown to have Shares entered against his/her/its name in the depository register as at 72 hours before the time appointed for the EGM, as certified by The Central Depository (Pte) Limited to the Company. The Company shall also be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible (such as in the case where the appointor submits more than one Proxy Form).

#### Submission of Questions prior to the EGM

11. A Shareholder may submit questions relating to the resolutions to be tabled for approval at the EGM or the Company's businesses and operations ahead of the EGM. To do so, all questions must be submitted by **10.30 a.m. on 12 October 2023** through any of the following means:
  - (a) if submitted by email, be received by the Company at [agm\\_egm@asianmicro.com.sg](mailto:agm_egm@asianmicro.com.sg); or
  - (b) if submitted by post, be deposited at the registered office of the Company at 63 Hillview Avenue #08-01 Lam Soon Industrial Building Singapore 669569.If the questions are submitted by post, be deposited at the registered office of the Company or sent via email, and in either case not accompanied by the completed and executed Proxy Form, the following details must be included with the submitted questions: (i) the Shareholder's full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.
12. The Company endeavours to address all substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM or the Company's businesses and operations by publishing its responses to such questions, if any, on the Company's corporate website at the following URL: <http://asianmicro.listedcompany.com/> and on SGXNET at the following URL: <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the deadline for submission of Proxy Forms, or otherwise at the EGM. Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the EGM through publication on SGXNET, or at the EGM.

#### Personal Data Privacy:

By submitting a Proxy Form appointing any person(s) as proxy(ies) and/or representative(s) to attend and vote at the EGM and/or any adjournment thereof, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

*This notice of extraordinary general meeting ("Notice") has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST").*

*This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.*

*The contact person for the Sponsor is Mr Leong Weng Tuck - Registered Professional, 36 Robinson Road, #10-06 City House, Singapore 068877, [sponsor@rhtgoc.com](mailto:sponsor@rhtgoc.com).*