

## TAKA JEWELLERY HOLDINGS LIMITED

(Company Registration No. 201526542C)

(Incorporated in Singapore)

### MINUTES OF ANNUAL GENERAL MEETING

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- PLACE** : 3, Kaki Bukit Place, Eunos Techpark, Singapore 416181
- DATE** : Wednesday, 25 October 2023
- TIME** : 10.00 a.m.
- PRESENT** : Board of Directors  
Mr. Goh Yeow Tin  
(Non-Executive Chairman and Independent Director)
- Mr. Teo Boon Leng  
(Managing Director)
- Mr. Ang Kah Leong  
(Executive Director)
- Mr. Lu King Seng  
(Independent Director)
- Mr. Chua Kern  
(Independent Director)
- Proposed New Directors  
Dr. Tan Kia King  
Ms. Young Sau Kwan Joanna  
Mr. Kuan Cheng Tuck
- PRESENT IN PERSON** : \*Shareholders  
As per attendance list
- IN ATTENDANCE** : Ms. Wong Yoen Har  
(Company Secretary)
- BY INVITATION** : Group Financial Controller – Ms. Tan Yee Ming (“GFC”)  
\*Sponsors – PrimePartners Corporate Finance Pte. Ltd.  
\*Auditors – Ernst & Young LLP  
\*Polling Agent – Boardroom Corporate & Advisory Services Pte. Ltd.  
\*Scrutineers – Reliance 3P Advisory Services Pte. Ltd.  
\*Other invitees as per attendance list
- CHAIRMAN** : Mr. Goh Yeow Tin

*\* Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the names of the shareholders and professionals who have attended the Annual General Meeting would not be published in these minutes.*

### QUORUM

As a quorum was present, the Chairman declared the Company’s Annual General Meeting (the “**Meeting**”) open at 10.00 a.m.

### WELCOME ADDRESS

The Chairman introduced members of the Board of Directors and proposed new Directors, Group Financial Controller, Sponsors, Company Secretary, Auditors, Polling Agent and Scrutineers to the shareholders of the Company (the “**Shareholders**”).

## **NOTICE**

The Notice of the Meeting dated 3 October 2023, which had been issued and made available to all Shareholders, was taken as read.

## **PROCEDURE OF MEETING**

The Chairman informed that in his capacity as the Chairman, he has demanded for a poll in accordance with Regulation 85 subsection (2) of the Company's Constitution and complied with the requirement of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited for all listed companies to conduct voting by poll for all general meetings.

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

The Chairman informed that the Company did not receive any question from Shareholders before the Meeting.

## **ORDINARY BUSINESS:**

1. **DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 30 JUNE 2023 TOGETHER WITH THE INDEPENDENT AUDITOR'S REPORT – ORDINARY RESOLUTION 1**

Ordinary Resolution 1 was to receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2023 ("AFS FY2023") together with the Independent Auditor's Report.

The Chairman invited all proposers and seconders to identify themselves before they proposed and seconded the motion. The Chairman then requested two shareholders to propose and second the motion.

The motion was duly proposed and seconded.

The Chairman invited questions from the shareholders on the AFS FY2023.

As there were no questions from Shareholders, the Chairman proceeded with the next resolution.

2. **RETIREMENTS OF MR. GOH YEOW TIN AND MR. CHUA KERN AS DIRECTORS OF THE COMPANY**

As the agenda dealt with, inter alia, the retirement of Mr. Goh Yeow Tin as Director of the Company, Mr. Lu King Seng took over the chairmanship.

The meeting noted the retirements of Mr. Goh Yeow Tin and Mr. Chua Kern as Directors of the Company. The Board of Directors expressed their appreciation to Mr. Goh Yeow Tin and Mr. Chua Kern for their services and invaluable contributions to the Company and the Group over the years.

The motion was duly proposed and seconded.

Mr. Lu King Seng returned the chairmanship to Mr. Goh Yeow Tin to resume conduct of the Meeting.

**3. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2024 PAYABLE QUARTERLY IN ARREARS – ORDINARY RESOLUTION 2**

Ordinary Resolution 2 was to approve the payment of Directors' Fees for the financial year ending 30 June 2024 payable quarterly in arrears. The Board had recommended the payment of S\$191,000 as Directors' Fees for the financial year ending 30 June 2024 to be paid quarterly in arrears.

The motion was duly proposed and seconded.

**4. RE-APPOINTMENT OF INDEPENDENT AUDITOR OF THE COMPANY – ORDINARY RESOLUTION 3**

Ordinary Resolution 3 was to re-appoint Ernst & Young LLP as Independent Auditor of the Company and to authorise the Directors of the Company to fix their remuneration.

It was noted that Ernst & Young LLP had expressed their willingness to continue in office.

The motion was duly proposed and seconded.

**5. ANY OTHER BUSINESS**

There being no other ordinary business to transact, the Meeting proceeded to deal with the Special Business.

**SPECIAL BUSINESS:**

**6. APPOINTMENT OF DR. TAN KIA KIANG AS DIRECTOR OF THE COMPANY – ORDINARY RESOLUTION 4**

Ordinary Resolution 4 dealt with the appointment of Dr. Tan Kia Kiang as Director of the Company pursuant to Regulation 118 of the Company's Constitution.

Dr. Tan Kia Kiang would, upon passing of Ordinary Resolution 4, be appointed as Independent Director, Board Chairman, Chairman of the Remuneration Committee and member of the Audit Committee and Nominating Committee and would be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.

The motion was duly proposed and seconded.

**7. APPOINTMENT OF MS. YOUNG SAU KWAN JOANNA AS DIRECTOR OF THE COMPANY – ORDINARY RESOLUTION 5**

Ordinary Resolution 5 dealt with the appointment of Ms. Young Sau Kwan Joanna as Director of the Company pursuant to Regulation 118 of the Company's Constitution.

Ms. Young Sau Kwan Joanna would, upon passing of Ordinary Resolution 5, be appointed as Independent Director, Chairman of the Nominating Committee and member of the Audit Committee and Remuneration Committee and would be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.

The motion was duly proposed and seconded.

**8. APPOINTMENT OF MR. KUAN CHENG TUCK AS DIRECTOR OF THE COMPANY  
– ORDINARY RESOLUTION 6**

Ordinary Resolution 6 dealt with the appointment of Mr. Kuan Cheng Tuck as Director of the Company pursuant to Regulation 118 of the Company's Constitution.

Mr. Kuan Cheng Tuck would, upon passing of Ordinary Resolution 6, be appointed as Independent Director, Chairman of the Audit Committee and member of the Nominating Committee and Remuneration Committee and would be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.

The motion was duly proposed and seconded.

**9. AUTHORITY TO ALLOT AND ISSUE SHARES  
– ORDINARY RESOLUTION 7**

Ordinary Resolution 7 dealt with the authorisation to the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967, Singapore, and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.

The motion was duly proposed and seconded.

**10. PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE  
- ORDINARY RESOLUTION 8**

Ordinary Resolution 8 was to seek shareholders' approvals for the renewal of Share Buy-Back Mandate and to authorise the Directors of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company from time to time in accordance with the Terms of the Share Buy-Back Mandate as set out in the Letter to Shareholders dated 3 October 2023.

The motion was duly proposed and seconded.

**11. PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY  
- SPECIAL RESOLUTION**

The Special Resolution was to approve the proposed adoption of the new Constitution of the Company as set out in the Letter to Shareholders dated 3 October 2023.

The motion was duly proposed and seconded.

**12. VOTING BY POLL AND COUNTING OF VOTES**

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

The Chairman informed that Reliance 3P Advisory Pte. Ltd. and Boardroom Corporate & Advisory Services Pte. Ltd. were appointed as Scrutineer and Polling Agent respectively.

Representative from Reliance 3P Advisory Pte. Ltd. briefed Shareholders on the Poll Voting Procedure.

The Meeting paused at 10.15 a.m. for tabulation of the results of the poll.

**13. RESULTS OF THE POLL**

The Meeting resumed at 10.25 a.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:

**DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 30 JUNE 2023 TOGETHER WITH THE INDEPENDENT AUDITOR'S REPORT  
– ORDINARY RESOLUTION 1**

The poll results announced were as follows:

	<b>Number of shares</b>	<b>Percentage (%)</b>
For	343,541,685	100.00
Against	0	0.00
Total Number of Valid Shares Cast	343,541,685	100.00

It was noted that 100% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared Ordinary Resolution 1 carried.

It was **RESOLVED**:

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

**DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2024 PAYABLE QUARTERLY IN ARREARS  
– ORDINARY RESOLUTION 2**

The poll results announced were as follows:

	<b>Number of shares</b>	<b>Percentage (%)</b>
For	343,341,685	99.94
Against	200,000	0.06
Total Number of Valid Shares Cast	343,541,685	100.00

It was noted that 99.94% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared Ordinary Resolution 2 carried.

It was **RESOLVED**:

That the payment of Directors' Fees of S\$191,000 for the financial year ending 30 June 2024 payable quarterly in arrears be approved.

**RE-APPOINTMENT OF INDEPENDENT AUDITOR OF THE COMPANY  
– ORDINARY RESOLUTION 3**

The poll results announced were as follows:

	<b>Number of shares</b>	<b>Percentage (%)</b>
For	343,541,685	100.00
Against	0	0.00
Total Number of Valid Shares Cast	343,541,685	100.00

It was noted that 100% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared Ordinary Resolution 3 carried.

It was **RESOLVED**:

That Ernst & Young LLP be re-appointed as Independent Auditor of the Company until the conclusion of the next Annual General Meeting and that the directors be authorized to fix their remuneration.

**APPOINTMENT OF DR. TAN KIA KIANG AS DIRECTOR OF THE COMPANY  
– ORDINARY RESOLUTION 4**

The poll results announced were as follows:

	<b>Number of shares</b>	<b>Percentage (%)</b>
For	343,341,685	100.00
Against	0	0.00
Total Number of Valid Shares Cast	343,341,685	100.00

It was noted that 100% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared Ordinary Resolution 4 carried.

It was **RESOLVED**:

That Dr. Tan Kia Kiang be appointed as Director of the Company.

**APPOINTMENT OF MS. YOUNG SAU KWAN JOANNA AS DIRECTOR OF THE COMPANY  
– ORDINARY RESOLUTION 5**

The poll results announced were as follows:

	<b>Number of shares</b>	<b>Percentage (%)</b>
For	343,341,685	100.00
Against	0	0.00
Total Number of Valid Shares Cast	343,341,685	100.00

It was noted that 100% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared Ordinary Resolution 5 carried.

It was **RESOLVED**:

That Ms. Young Sau Kwan Joanna be appointed as Director of the Company.

**APPOINTMENT OF MR. KUAN CHENG TUCK AS DIRECTOR OF THE COMPANY  
– ORDINARY RESOLUTION 6**

The poll results announced were as follows:

	<b>Number of shares</b>	<b>Percentage (%)</b>
For	343,341,685	100.00
Against	0	0.00
Total Number of Valid Shares Cast	343,341,685	100.00

It was noted that 100% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared Ordinary Resolution 6 carried.

It was **RESOLVED**:

That Mr. Kuan Cheng Tuck be appointed as Director of the Company.

**AUTHORITY TO ALLOT AND ISSUE SHARES  
– ORDINARY RESOLUTION 7**

The poll results announced were as follows:

	<b>Number of shares</b>	<b>Percentage (%)</b>
For	343,541,685	100.00
Against	0	0.00
Total Number of Valid Shares Cast	343,541,685	100.00

It was noted that 100% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared Ordinary Resolution 7 carried.

It was **RESOLVED**:

That pursuant to Section 161 of the Companies Act 1967, Singapore and Rule 806 of Section B of the Singapore Exchange Securities Trading Limited Listing Manual: Rules of Catalist (the "**Catalist Rules**"), 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 one hundred per centum (100%) 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 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);
- (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 (excluding treasury shares and subsidiary holdings) 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 the exercising of share options or vesting of share awards, provided the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

any adjustments made in accordance with sub-paragraphs (2)(a) or (2)(b) 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.

- (3) 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 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.

**PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE  
- ORDINARY RESOLUTION 8**

The poll results announced were as follows:

	<b>Number of shares</b>	<b>Percentage (%)</b>
For	14,297,577	100.00
Against	0	0.00
Total Number of Valid Shares Cast	14,297,577	100.00

It was noted that 100% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared Ordinary Resolution 8 carried.



It was **RESOLVED**:

That for the purposes of Sections 76C and 76E of the Companies Act 1967, Singapore, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire issued Shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as ascertained as at the date of Annual General Meeting of the Company) at the price of up to but not exceeding the Maximum Purchase Price as defined in Section 2.3.4 of the Company's letter to shareholders in relation to the proposed renewal of the Share Buy-Back Mandate dated 3 October 2023 (the "**Letter**"), in accordance with the Terms of the Share Buy-Back Mandate set out in the Letter. This mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company, the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

**PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY  
- SPECIAL RESOLUTION**

The poll results announced were as follows:

	<b>Number of shares</b>	<b>Percentage (%)</b>
For	343,541,685	100.00
Against	0	0.00
Total Number of Valid Shares Cast	343,541,685	100.00

It was noted that 100% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared the Special Resolution carried.

It was **RESOLVED**:

That:

- (a) the New Constitution as set out in the Appendix to the Company's Letter to Shareholders dated 3 October 2023 in relation to the Proposed Adoption of the New Constitution of the Company, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors and/or any of them be and are hereby authorised and empowered to complete and do all such acts and things, including approve, modify, ratify and execute such documents, acts and things as they and/or he may consider necessary, desirable and expedient to give effect to this resolution.

**CONCLUSION**

There being no other business to transact, the Chairman declared the Company's Annual General Meeting closed at 10.35 a.m. and thanked everyone for their attendance.

**CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD**

**MR. GOH YEOW TIN**  
**CHAIRMAN**

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*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

*The contact person for the Sponsor is Ms. Foo Jien Jieng, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.*