

MSM INTERNATIONAL LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 200918800R)
(the “Company”)

MINUTES OF ANNUAL GENERAL MEETING

PLACE	:	77 Robinson Road #06-03 Robinson 77 Singapore 068896
DATE	:	Friday, 28 July 2023
TIME	:	10.30 a.m.
PRESENT	:	As per attendance record maintained by the Company
IN ATTENDANCE	:	As per attendance record maintained by the Company

CHAIRMAN

At the request of the Executive Chairman, Mr Chan Kee Sieng, and at the concurrence of the shareholders, Mr Chan Wen Chau, Executive Director and Chief Executive Officer (“CEO”) of the Company was appointed Chairman of the Annual General Meeting of the Company (the “Meeting”).

QUORUM

The Company Secretary confirmed that a quorum was present and the Chairman of the Meeting, declared the Meeting open at 10.30 a.m.

NOTICE

The Notice convening the Meeting dated 13 July 2023 was taken as read.

INTRODUCTION AND OPENING ADDRESS

The Chairman welcomed everyone present at the Meeting including the Company’s Directors, the Company’s Auditors, Sponsors, the Company Secretary, the share registrar team, polling agent and independent scrutineers (“Scrutineer”).

The Chairman informed that shareholders had been given the opportunity to ask questions prior to the Meeting. The Company has not received any questions from the shareholders.

The Chairman informed that in line with the requirements of the SGX Listing Rules, all resolutions to be tabled at this Meeting would be voted by way of poll. The procedures for conducting the voting by poll and the counting and verifying of the votes would be handled by the Polling Agent and Scrutineers engaged by the Company, which are B.A.C.S Private Limited and Insights Law LLC respectively.

The Scrutineer explained to the shareholders the procedures of the poll.

The Chairman then proceeded with the following Agenda of the Meeting.

ORDINARY BUSINESS:

REPORTS AND AUDITED FINANCIAL STATEMENTS – RESOLUTION 1

The Meeting proceeded to receive and adopt the Audited Financial Statements for the financial year ended 31 March 2023 together with the Directors’ Statement and Auditors’ Report thereon.

The motion for Resolution 1 was proposed by Ms Lai Khar Khei and seconded by Ms Lee Jia Yee.

DIRECTORS' FEES – RESOLUTION 2

Resolution 2 was to approve the payment of Directors' fees of S\$83,000/- for the financial year ending 31 March 2024.

The motion for Resolution 2 was proposed by Ms Lee Jia Yee and seconded by Ms Lai Khar Khei.

RE- ELECTION OF DIRECTORS – RESOLUTIONS 3 AND 4

On Resolutions 3 and 4, the Meeting was informed that Mr Chan Wen Chau and Mr Leow Wee Kia Clement were retiring as Directors of the Company pursuant to Article 107 of the Company's Constitution.

Mr Chan Wen Chau and Mr Leow Wee Kia Clement had signified their respective consent to continue in office.

RE-ELECTION OF MR CHAN WEN CHAU – RESOLUTION 3

The motion for Resolution 3 on the re-election of Mr Chan Wen Chau as a Director of the Company was proposed by Ms Lai Khar Khei and seconded by Ms Lee Jia Yee.

It was noted that upon re-election as a Director of the Company, Mr Chan Wen Chau will remain as an Executive Director and CEO of the Company.

RE-ELECTION OF MR LEOW WEE KIA CLEMENT – RESOLUTION 4

The motion for Resolution 4 on the re-election of Mr Leow Wee Kia Clement as a Director of the Company was proposed by Ms Lee Jia Yee and seconded by Ms Lai Khar Khei.

It was noted that upon re-election as a Director of the Company, Mr Leow Wee Kia Clement will remain as the Lead Independent Director as well as the Chairman of the Nominating and Remuneration Committees and a member of the Audit Committee. He is considered independent for the purposes of Rule 704 (7) of the Rules of Catalist of the SGX-ST.

RE-APPOINTMENT OF AUDITORS – RESOLUTION 5

On Resolution 5, the shareholders were informed that the retiring auditors, CLA Global TS Public Accounting Corporation, had expressed their willingness to continue in office.

The motion for Resolution 5 was proposed by Ms Lai Khar Khei and seconded by Ms Lee Jia Yee.

ANY OTHER ORDINARY BUSINESS

As no notice of any other ordinary business had been received by the Company Secretary, the Chairman proceeded to deal with the special business of the Meeting.

SPECIAL BUSINESS:

AUTHORITY TO ALLOT AND ISSUE NEW SHARES – RESOLUTION 6

Resolution 6, if approved, will authorize and empower the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Rules of Catalyst of the SGX-ST.

The motion for Resolution 6 was proposed by Ms Lee Jia Yee and seconded by Ms Lai Khar Khei.

POLLING PROCESS

All the resolutions put forth at the Meeting were duly proposed and seconded. There were no questions raised by the shareholders concerning Resolutions 1 to 6. The Chairman invited the shareholders to complete their poll voting slip and the duly completed poll voting slips were collected by the Scrutineer for counting and verifying.

With the approval of the Chairman, the Meeting was adjourned for 5 minutes to conduct the poll vote count and the Meeting would resume at the same venue for the declaration of the poll results.

ANNOUNCEMENT ON POLL RESULTS

The Chairman resumed the Meeting to declare the poll voting results. The Chairman then read out the poll results in respect of Resolutions 1 to 6.

RESOLUTION 1 – REPORTS AND AUDITED FINANCIAL STATEMENTS

The poll voting result in respect of Resolution 1 was 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 cast for and against the resolution (%)	Number of shares	As a percentage of total number of votes cast for and against the resolution (%)
1. To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2023 together with the Directors' Statement and Auditors' Report	80,624,929	80,624,929	100	0	0

The Chairman declared that Resolution 1 was duly carried and passed as follows:

"THAT the Audited Financial Statements of the Company for the financial year ended 31 March 2023 together with the Directors' Statement and Auditors' Report be received and adopted."

RESOLUTION 2 – DIRECTORS' FEES

The poll voting result in respect of Resolution 2 was 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 cast for and against the resolution (%)	Number of shares	As a percentage of total number of votes cast for and against the resolution (%)
2. Approval of Directors' fee of S\$83,000 for the financial year ending 31 March 2024	80,624,929	80,624,929	100	0	0

The Chairman declared that Resolution 2 was duly carried and passed as follows:

"THAT the payment of Directors' fees of S\$83,000/- for the financial year ending 31 March 2024, be approved."

RESOLUTION 3 – RE-ELECTION OF MR CHAN WEN CHAU

The poll voting result in respect of Resolution 3 was 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 cast for and against the resolution (%)	Number of shares	As a percentage of total number of votes cast for and against the resolution (%)
3. Re-election of Mr Chan Wen Chau as a Director of the Company	80,624,929	80,624,929	100	0	0

The Chairman declared that Resolution 3 was duly carried and passed as follows:

"THAT Mr Chan Wen Chau be re-elected a Director of the Company."

RESOLUTION 4 – RE-ELECTION OF MR LEOW WEE KIA CLEMENT

The poll voting result in respect of Resolution 4 was 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 cast for and against the resolution (%)	Number of shares	As a percentage of total number of votes cast for and against the resolution (%)
4.	Re-election of Mr Leow Wee Kia Clement as a Director of the Company	80,624,929	80,624,929	100	0	0

The Chairman declared that Resolution 4 was duly carried and passed as follows:

“THAT Mr Leow Wee Kia Clement be re-elected a Director of the Company.”

RESOLUTION 5 – RE-APPOINTMENT OF AUDITORS

The poll voting result in respect of Resolution 5 was 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 cast for and against the resolution (%)	Number of shares	As a percentage of total number of votes cast for and against the resolution (%)
5.	Re-appointment of CLA Global TS Public Accounting Corporation as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration	80,624,929	80,624,929	100	0	0

The Chairman declared that Resolution 5 was duly carried and passed as follows:

“THAT CLA Global TS Public Accounting Corporation, be re-appointed as Auditors of the Company at a remuneration to be determined by the Directors.”

RESOLUTION 6 – AUTHORITY TO ALLOT AND ISSUE NEW SHARES

The poll voting result in respect of Resolution 6 was 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 cast for and against the resolution (%)	Number of shares	As a percentage of total number of votes cast for and against the resolution (%)
6.	Authority to allot and issue new shares in the capital of the Company	80,624,929	80,624,929	100	0	0

The Chairman declared that Resolution 6 was duly carried and passed as follows:

“THAT pursuant to Section 161 of the Companies Act 1967 (the “Act”) and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) (“Catalist Rules”), the Directors of the Company be authorised and empowered to:

- (I) (i) allot and issue shares in the capital of 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 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 Instruments made or granted by the Directors while this Resolution was in force,

provided 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 one hundred per cent (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 existing members of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Shares (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 (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (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;
- (ii) new Shares arising from the exercise of share options or vesting of share awards which are outstanding and/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;

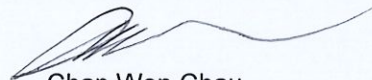
Any adjustments made in accordance with sub-paragraphs (b)(i) or (b)(ii) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.

- (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.”

CONCLUSION

There being no other business to transact, the Chairman declared the Annual General Meeting of the Company closed at 10.45 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings held



Chan Wen Chau
Chairman of the Meeting

*This announcement has been prepared by MSM International Limited (the “**Company**”) and its contents have been reviewed by the Company’s sponsor, UOB Kay Hian Private Limited (the “**Sponsor**”) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist.*

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

The contact person for the Sponsor is Mr Lance Tan, Senior Vice President, 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.