

**IMPERIUM CROWN LIMITED**  
(Company Registration No.: 199505053Z)  
(Incorporated in Singapore)

**MINUTES OF ANNUAL GENERAL MEETING**

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- MODE OF MEETING** : LIVE AUDIO-VISUAL WEBCAST and LIVE AUDIO ONLY STREAM
- DATE** : 30 October 2020
- TIME** : 10.00 a.m.
- PRESENT** : Board of Directors  
Mr Sun Bowen (Executive Chairman)  
Mr Wee Phui Gam (Independent Director)  
Mr Hau Khee Wee (Independent Director)  
Dr Danny Oh Beng Teck (Independent Director)
- Management  
Mr Tan Keng Keat  
(Acting Chief Executive Officer and Chief Financial Officer)  
Ms Liu Mengyang (Finance Manager)  
Mr Milton Wee (Business Development Manager)
- Company Secretary  
Ms Kiar Lee Noi
- Representatives from Company Secretary's Office  
Mr Bea Boon Ping  
Ms Carolyn Lim
- Company's Sponsor's office  
Ms Anu Liza Jose  
Ms Chrystle Kuek
- Auditors  
Mr Ng Thiam Soon  
Mr Han Liang
- Share Registrar  
Ms Ivy Lee  
Ms Pamela Chew
- Polling Agent  
Mr Haven Tan  
Ms Stella Yang
- Scrutineer  
Ms Jai Veerashini  
Mr Raymond Ang
- SHAREHOLDERS PARTICIPATION** : 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to the provisions of the Personal Data Protection Act 2012, the names of the shareholders present at the meeting will not be published in this minutes.
- CHAIRMAN OF THE MEETING** : Mr Wee Phui Gam

## **CHAIRMAN OF THE MEETING**

Mr Wee Phui Gam (“**Mr Wee**”), Lead Independent Director of the Company, was appointed as the Chairman of the meeting to conduct the proceedings of the annual general meeting (the “**AGM**” or the “**Meeting**”) of the Company.

## **QUORUM**

As a quorum was present, the Chairman welcomed the shareholders to the AGM of the Company and called the Meeting to order at 10.00 a.m..

## **“LIVE” AUDIO-VISUAL WEBCAST OR “LIVE” AUDIO-ONLY STREAM**

The Chairman indicated that as the AGM would be conducted by way of electronic means pursuant to the First Schedule of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Company had arranged for a “live” audio-visual webcast and “live” audio-only stream for shareholders to contemporaneously observe the proceedings of this Meeting. Accordingly, the Chairman thanked shareholders who had taken their time to watch or listen the live event of this Meeting.

The Chairman reminded the shareholders that a “live” audio-visual webcast and “live” audio-only stream were mainly for contemporaneous observation of the meeting proceedings and sought shareholders’ kind understanding that they were not allowed to raise any question during the Meeting.

## **INTRODUCTION OF DIRECTORS, COMPANY SECRETARY AND PROFESSIONALS**

The Chairman introduced the directors of the Company (the “**Directors**”) attending remotely via “live” webcast and informed the Meeting that the Company Secretary, Auditors, Share Registrar and Polling Agent, and Scrutineer together with their representatives, were attending the AGM remotely via “live” webcast.

## **ANNUAL REPORT AND NOTICE**

The Chairman informed the Meeting that:-

1. The Company’s Annual Report together with the Notice of this Meeting dated 15 October 2020 (the “**Notice of AGM**”), proxy form as well as the announcement in relation to the alternative arrangements for the AGM to be held on 30 October 2020 (collectively, the “**AGM Documents**”), setting out the details of the steps, among others, for pre-submission of questions, vote and participating at the AGM, had been circulated by electronic means to shareholders within the statutory period. With the consent of the shareholders, the Notice of AGM was taken as read.
2. All pertinent information relating to the proposed resolutions were set out in the Notice of AGM.
3. In the AGM Documents, the Company had informed shareholders to submit proxy form to appoint the Chairman of the Meeting to cast votes on their behalf. Hence, proxy forms lodged at the Company’s registered office or emailed to the Company had been checked and found to be in order.

4. In his capacity as the Chairman of the Meeting, he had been appointed as proxy by shareholders who had directed him to vote on their behalf. Therefore, he would vote in accordance with the wishes of shareholders who had appointed him as proxy.
5. In the AGM Documents, the Company had also invited shareholders to submit their questions in advance in relation to any resolutions set out in the Notice of AGM. The Company had reported that no question had been received from shareholders prior to the Meeting.
6. In his capacity as the Chairman of the Meeting, he demanded all the resolutions set out in the Notice of AGM be voted by way of poll, which was in accordance with Article 71 of the Company's Constitution and also complied with the requirement of Rule 730A of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Security Trading Limited ("**SGX-ST**") for all listed companies to conduct voting by poll for all general meetings.
7. Boardroom Corporate & Advisory Services Pte. Ltd. and RHT Governance & Risk (Singapore) Pte. Ltd. had been appointed as the Polling Agent and Scrutineers respectively. The validity of the proxies submitted by the shareholders had been reviewed and all valid votes had been counted and verified.

**ORDINARY BUSINESS:****1. DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS – RESOLUTION 1**

The following Resolution 1 was proposed:-

"That the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2020 together with the Auditors' Report be received and adopted."

The Chairman put the motion to a vote and casted his votes in accordance with voting instructions received.

The votes had been counted and verified and the poll result for Resolution 1 is as follows:-

|   | <b>Number of Shares</b> | <b>%</b>      |
|---|-------------------------|---------------|
| Votes "For"                             | 388,603,025             | 100.00        |
| Votes "Against"                         | 0                       | 0.00          |
|   | -----                   | -----         |
| <b>Total number of valid votes cast</b> | <b>388,603,025</b>      | <b>100.00</b> |
|   | -----                   | -----         |

Accordingly, the Chairman declared that Resolution 1 was duly carried unanimously, on a poll vote.

**2. RE-ELECTION OF DIRECTORS – RESOLUTIONS 2 AND 3**

The Meeting was informed that Mr Sun Bowen and Mr Danny Oh Beng Teck who were retiring under Article 117 of the Company's Constitution, had signified their consents to continue in office.

The meeting proceeded to vote on the re-election of Directors individually.

## **RE-ELECTION OF MR SUN BOWEN AS DIRECTOR – RESOLUTION 2**

The following Resolution 2 was proposed:-

“That Mr Sun Bowen be re-elected as a Director of the Company.”

The Chairman put the motion to a vote and casted his votes in accordance with voting instructions received.

The votes had been counted and verified and the poll result for Resolution 2 is as follows:-

|   | <b>Number of Shares</b> | <b>%</b>      |
|---|-------------------------|---------------|
| Votes “For”                             | 388,603,025             | 100.00        |
| Votes “Against”                         | 0                       | 0.00          |
|   | -----                   | -----         |
| <b>Total number of valid votes cast</b> | <b>388,603,025</b>      | <b>100.00</b> |
|   | -----                   | -----         |

Accordingly, the Chairman declared that Resolution 2 was duly carried unanimously, on a poll vote.

## **RE-ELECTION OF MR DANNY OH BENG TECK AS DIRECTOR – RESOLUTION 3**

The following Resolution 3 was proposed:-

“That Mr Danny Oh Beng Teck be re-elected as a Director of the Company.”

Upon re-election of Mr Danny Oh Beng Teck as a Director of the Company, he would remain as a member of the Audit, Nominating and Remuneration Committees respectively, and would be considered independent for the purpose of Rule 704(7) of the Catalist Rules of the SGX-ST.

The Chairman put the motion to a vote and casted his votes in accordance with voting instructions received.

The votes had been counted and verified and the poll result for Resolution 3 is as follows:-

|   | <b>Number of Shares</b> | <b>%</b>      |
|---|-------------------------|---------------|
| Votes “For”                             | 388,603,025             | 100.00        |
| Votes “Against”                         | 0                       | 0.00          |
|   | -----                   | -----         |
| <b>Total number of valid votes cast</b> | <b>388,603,025</b>      | <b>100.00</b> |
|   | -----                   | -----         |

Accordingly, the Chairman declared that Resolution 3 was duly carried unanimously, on a poll vote.

**3. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2021 – RESOLUTION 4**

The Meeting was informed that the Board had recommended the payment of Directors' fees of S\$160,000 for the financial year ending 30 June 2021, payable quarterly in arrears.

The following Resolution 4 was proposed:-

"That the Directors' fees of S\$160,000 for the financial year ending 30 June 2021, payable quarterly in arrears, be approved for payment."

The Chairman put the motion to a vote and casted his votes in accordance with voting instructions received.

The votes had been counted and verified and the poll result for Resolution 4 is as follows:-

|   | <b>Number of Shares</b> | <b>%</b>      |
|---|-------------------------|---------------|
| Votes "For"                             | 388,603,025             | 100.00        |
| Votes "Against"                         | 0                       | 0.00          |
| <b>Total number of valid votes cast</b> | <b>388,603,025</b>      | <b>100.00</b> |

Accordingly, the Chairman declared that Resolution 4 was duly carried unanimously, on a poll vote.

**4. RE-APPOINTMENT OF AUDITORS – RESOLUTION 5**

The Meeting was informed that the retiring auditors, Messrs RSM Chio Lim LLP, had expressed their willingness to continue in office.

The following Resolution 5 was proposed:-

"That Messrs RSM Chio Lim LLP be re-appointed as Auditors of the Company until the conclusion of the next annual general meeting and that the Directors be authorised to fix their remuneration."

The Chairman put the motion to a vote and casted his votes in accordance with voting instructions received.

The votes had been counted and verified and the poll result for Resolution 5 is as follows:-

|   | <b>Number of Shares</b> | <b>%</b>      |
|---|-------------------------|---------------|
| Votes "For"                             | 388,603,025             | 100.00        |
| Votes "Against"                         | 0                       | 0.00          |
| <b>Total number of valid votes cast</b> | <b>388,603,025</b>      | <b>100.00</b> |

Accordingly, the Chairman declared that Resolution 5 was duly carried unanimously, on a poll vote.

**5. ANY OTHER BUSINESS**

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

**SPECIAL BUSINESS:****6. AUTHORITY TO ALLOT AND ISSUES NEW SHARES – RESOLUTION 6**

The Meeting was informed that Resolution 6 is to authorise the Directors to issue shares pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Catalist Rules of the SGX-ST.

The proposed resolution, if passed, would empower the Directors from the date of this Meeting until the date of the next annual general meeting to issue shares and convertible securities of the Company. The maximum number of shares which the Company may issue under this resolution shall not exceed the quantum set out in the resolution.

The following Resolution 6 was proposed:-

“That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore (“**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorized 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 SGX-ST) 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) 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 existing share options or vesting of share awards, provided the options or awards were granted in compliance with Part VII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- adjustments in accordance with (a) and (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 SGX-ST) 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.”

The Chairman put the motion to a vote and casted his votes in accordance with voting instructions received.

The votes had been counted and verified and the poll result for Resolution 6 is as follows:-

|   | <b>Number of Shares</b> | <b>%</b>      |
|---|-------------------------|---------------|
| Votes “For”                             | 387,530,825             | 99.72*        |
| Votes “Against”                         | 1,072,200               | 0.28*         |
| <b>Total number of valid votes cast</b> | <b>388,603,025</b>      | <b>100.00</b> |

\* The percentages were due to rounding.

Accordingly, the Chairman declared that Resolution 6 was duly carried, on a poll vote.

## **CONCLUSION**

There being no other business to transact, the Chairman declared the AGM of the Company closed at 10.15 a.m. and thanked everyone for their attendance.

**IMPERIUM CROWN LIMITED**

(Company Registration No.: 199505053Z)

Minutes of Annual General Meeting held on 30 October 2020

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**CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD**

**WEE PHUI GAM  
CHAIRMAN OF THE MEETING**