

MERCURIUS CAPITAL INVESTMENT LIMITED
(Company Registration No. 198200473E)
(Incorporated in Singapore)
(the “Company”)

**MINUTES OF ANNUAL GENERAL MEETING OF THE COMPANY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 (“FY2021”)
(THE “AGM” or “MEETING”)**

- MODE OF MEETING** : Held by Electronic Means
- PRESENT** : Directors
Mr Chang Wei Lu (Executive Chairman and Chief Executive Officer)
Mr Chew Hai Chiene Hester Arthur (Lead Independent Non-Executive Director)
Mr Wong Leong Chui (Independent Non-Executive Director)
Mr Wong Yee Chue (Independent Non-Executive Director)
Mr Teo Soon Seng (Non-Independent Non-Executive Director)
via LIVE WEBCAST
- IN ATTENDANCE / BY INVITATION** : Company Secretary, Continuing Sponsors, Auditors, Share Registrar, Polling Agent, Scrutineers, Shareholders and Proxies
via LIVE WEBCAST
- Shareholders who attended via LIVE WEBCAST or AUDIO ONLY MEANS
As set out in the webcast attendance report maintained by the Company
- DATE** : Tuesday, 26 April 2022
- TIME** : 4:00 p.m.
- CHAIRMAN OF THE MEETING** : Mr Chew Hai Chiene Hester Arthur
(*Lead Independent Non-Executive Director*)
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INTRODUCTION

Mr Chew Hai Chiene Hester Arthur (“**Mr Chew**”) informed the Meeting that Mr Chang Wei Lu, the Executive Chairman of the Board, had invited him to conduct the proceedings of the Meeting in his place and duly welcomed all who were present at the Meeting conducted via electronic means as permitted under the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting) Order 2020.

QUORUM

As the Share Registrar has verified the identity of the authenticated Shareholders who have registered to attend the Meeting via live webcast or audio only means, and proxies lodged have been checked and found to be in order, Mr Chew called the Meeting to order at 4:00 p.m. after ascertaining from the Share Registrar and Company Secretary that a quorum was present.

Mr Chew introduced the Directors who were present electronically via live webcast at the Meeting to the shareholders of the Company (“**Shareholders**”).

NOTICE OF AGM

The Notice of AGM dated 11 April 2022 which included the supplementary advisory on additional measures in which general meetings are to be conducted during the period when elevated safe distancing measures are in place, was taken as read as all pertinent information relating to the proposed resolutions tabled at the Meeting (the “**Resolutions**”) were set out in the Notice of AGM of the Company which had been circulated to Shareholders via SGXNET announcement and on the Company’s corporate website on 11 April 2022.

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CONDUCT OF THE MEETING AND POLL VOTING

As the LIVE WEBCAST does not provide for online voting, the Company had in its Notice of AGM informed Shareholders to appoint the Chairman of the Meeting to cast votes on their behalf.

The Meeting was informed that in his capacity as the Chairman of the Meeting, Mr Chew had been appointed as proxy by Shareholders and would be voting the motions in accordance with their instructions.

Finova BPO Pte Ltd and B.A.C.S. Private Limited were appointed as scrutineers and polling agent respectively.

QUESTIONS FROM THE SHAREHOLDERS

In its Notice of AGM dated 11 April 2022, the Company had invited Shareholders to submit their queries in advance with regard to any of the Resolutions as set out in the Notice of AGM prior to the Meeting. It was noted that no questions from Shareholders were received.

Mr Chew added that the results of the votes would be read after each and every resolution of the AGM was proposed. Mr Chew then proceeded with the business of the AGM.

ORDINARY BUSINESS

RESOLUTION 1 – ADOPTION OF THE DIRECTORS’ STATEMENT AND THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH THE INDEPENDENT AUDITOR’S REPORT THEREON

The Ordinary Resolution 1 was duly proposed by Mr Chew.

As a proxy for Shareholders, the Chairman has voted on the Ordinary Resolution 1 in accordance with the instructions of Shareholders.

RESOLUTION 2 – RE-ELECTION OF MR WONG LEONG CHUI AS A DIRECTOR OF THE COMPANY

Mr Wong Leong Chui who was retiring as a Director of the Company pursuant to Regulation 95(2) of the Constitution of the Company, had indicated his consent to continue in office.

Mr Chew proposed the re-election of Mr Wong Leong Chui as Director of the Company.

The Meeting noted that Mr Wong Leong Chui will, upon re-election as a Director, remain as the Independent Non-Executive Director, Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee of the Company.

As a proxy for Shareholders, the Chairman has voted on the Ordinary Resolution 2 in accordance with the instructions of Shareholders.

RESOLUTION 3 – RE-ELECTION OF MR TEO SOON SENG AS A DIRECTOR OF THE COMPANY

Mr Teo Soon Seng who was retiring as a Director of the Company pursuant to Regulation 96 of the Constitution of the Company, had indicated his consent to continue in office.

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Mr Chew proposed the re-election of Mr Teo Soon Seng as a Director of the Company.

The Meeting noted that Mr Teo Soon Seng will, upon re-election as a Director, remain as the Non-Independent Non-Executive Director and a member of the Nominating Committee of the Company.

As a proxy for Shareholders, the Chairman has voted on the Ordinary Resolution 3 in accordance with the instructions of Shareholders.

RESOLUTION 4 – RE-ELECTION OF MR WONG YEE CHUE AS A DIRECTOR OF THE COMPANY

Mr Wong Yee Chue who was retiring as a Director of the Company pursuant to Regulation 96 of the Constitution of the Company, had indicated his consent to continue in office.

Mr Chew proposed the re-election of Mr Wong Yee Chue as a Director of the Company.

The Meeting noted that Mr Wong Yee Chue will, upon re-election as a Director, remain as the Independent Non-Executive Director and a member of the Audit Committee and Remuneration Committee of the Company.

As a proxy for Shareholders, the Chairman has voted on the Ordinary Resolution 4 in accordance with the instructions of Shareholders.

RESOLUTION 5 – APPROVAL OF THE PAYMENT OF DIRECTOR’S FEES OF S\$50,000 FOR THE PERIOD FROM 1 AUGUST 2021 TO 31 JULY 2022

Resolution 5 was to approve the payment of Directors’ Fees of S\$50,000 to Mr Chew Hai Chiene Hester Arthur for the period from 1 August 2021 to 31 July 2022.

Mr Chew handed the Meeting to Mr Wong Leong Chui to chair the agenda concerning his remuneration.

The Board had recommended the payment of Director’s Fees of S\$50,000 for the period from 1 August 2021 to 31 July 2022 to Mr Chew, who will on a pro-rated basis, receive an additional amount of approximately S\$20,833 in cash for services rendered in FY2021 for the period from 1 August 2021 to 31 December 2021.

The Ordinary Resolution 5 was duly proposed by Mr Wong Leong Chui and he passed the chair back to Mr Chew.

As a proxy for Shareholders, the Chairman has voted on the Ordinary Resolution 5 in accordance with the instructions of Shareholders.

RESOLUTION 6 – RE-APPOINTMENT OF MESSRS NEXIA TS PUBLIC ACCOUNTING CORPORATION AS INDEPENDENT AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Mr Chew proposed that Messrs Nexia TS Public Accounting Corporation be re-appointed as Independent Auditors of the Company and that the Directors be authorised to fix their remuneration.

The Ordinary Resolution was duly proposed by Mr Chew.

As a proxy for Shareholders, the Chairman has voted on the Ordinary Resolution 6 in accordance with the

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instructions of Shareholders.

ANY OTHER ORDINARY BUSINESS

As there was no notice of any other ordinary business received by the Secretary, the Meeting proceeded to deal with the items of special business.

SPECIAL BUSINESS

RESOLUTION 7 – ORDINARY RESOLUTION – AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY

The Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the ordinary Resolution 7 as set out in the Notice of AGM dated 11 April 2022.

The Ordinary Resolution 7 was duly proposed by Mr Chew.

As a proxy for Shareholders, the Chairman has voted on the Ordinary Resolution 7 in accordance with the instructions of Shareholders.

COUNTING OF VOTES

The validity of the proxies submitted by the Shareholders have been reviewed and all valid votes have been counted and verified.

RESULTS OF VOTING

Mr Chew announced the results of the poll for all the Resolutions as follows:

Resolution 1 – Adoption of the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the Financial Year Ended 31 December 2021 together with the Independent Auditor’s Report thereon

Those in favour: 386,138,961 votes (100%)

Those against: 12,250 votes (0%)

386,151,211 votes (100%)

Accordingly, Mr Chew declared that Resolution 1 was duly carried on a poll vote.

Resolution 2 – Re-election of Mr Wong Leong Chui as a Director of the Company

Those in favour: 386,138,961 votes (100%)

Those against: 12,250 votes (0%)

386,151,211 votes (100%)

Accordingly, Mr Chew declared that Resolution 2 was duly carried on a poll vote.

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Resolution 3 – Re-election of Mr Teo Soon Seng as a Director of the Company

Those in favour: 386,150,961 votes (100%)

Those against: 250 votes (0%)

386,151,211 votes (100%)

Accordingly, Mr Chew declared that Resolution 3 was duly carried on a poll vote.

Resolution 4 – Re-election of Mr Wong Yee Chue as a Director of the Company

Those in favour: 386,150,961 votes (100%)

Those against: 250 votes (0%)

386,151,211 votes (100%)

Accordingly, Mr Chew declared that Resolution 4 was duly carried on a poll vote.

Resolution 5 – Approval of the payment of Director’s fees of S\$50,000 for the period from 1 August 2021 to 31 July 2022

Those in favour: 386,150,961 votes (100%)

Those against: 250 votes (0%)

386,151,211 votes (100%)

Accordingly, Mr Chew declared that Resolution 5 was duly carried on a poll vote.

Resolution 6 – Re-appointment of Messrs Nexia TS Public Accounting Corporation as Independent Auditors of the Company and to authorise the Directors to fix their remuneration

Those in favour: 386,150,961 votes (100%)

Those against: 250 votes (0%)

386,151,211 votes (100%)

Accordingly, Mr Chew declared that Resolution 6 was duly carried on a poll vote.

Resolution 7 – Authority to allot and issue shares in the capital of the Company

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Those in favour:	386,138,961 votes (100%)
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Those against:	12,250 votes (0%)
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	386,151,211 votes (100%)
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Accordingly, Mr Chew declared that Resolution 7 was duly carried on a poll vote.

CONCLUSION OF MEETING

There being no other business, the Meeting concluded at 4:12 p.m. with a vote of thanks to Mr Chew and the Chairman.

Mr Chew also informed Shareholders that the Company will release the announcement on the results of the AGM on SGXNET and the Company’s corporate website.

CONFIRMED AS A TRUE AND ACCURATE RECORD OF THE PROCEEDINGS

[Signed]

CHEW HAI CHIENE HESTER ARTHUR
CHAIRMAN OF THE MEETING