

Hotung Investment Holdings Limited

(Incorporated in Bermuda)

(“Company”, and together with its subsidiaries, “Group”)

Minutes of Annual General Meeting (“AGM”) of the Company held at THE CHEVRONS, Hibiscus Room, Level 1, 48 Boon Lay Way, Singapore 609961, on 17 April 2023 (Monday) at 2:00 p.m.

PRESENT

Directors:

Ms. Tsui-Hui Huang (Chairman and CEO of the Company and member of the Nominating Committee)

Mr. Andy C.W. Chen (member of the Audit Committee)

Dr. Philip N. Pillai (member of the Audit Committee)

Mr. Chang-Pang Chang (Chairman of the Nominating Committee and Remuneration Committee)

Mr. Kung-Wha Ding (member of the Remuneration Committee)

Mr. Kenichi Shimomoto (Director)

Ms. Shih-Ping Chen (Director)

Shareholders: As per Attendance List maintained by the Company.

In Attendance:

Ms. Hsin-Chieh Chung (Company Secretary of the Company)

Mr. Gang Wong (Singapore Counsel of the Company from Shook Lin & Bok LLP)

Ms. Nicole Zheng (Singapore Counsel of the Company from Shook Lin & Bok LLP)

Ms. Tesia Tan (Singapore Counsel of the Company from Shook Lin & Bok LLP)

Mr. Barry Lee (External Auditor of the Company from KPMG LLP)

Mr. Jeff Chen (External Auditor of the Company from KPMG LLP)

Ms. Celia Chen (External Auditor of the Company from KPMG LLP)

Mr. Steven Huang (Senior Vice President of Hotung International Company Limited)

Mr. Vincent Jang (Senior Vice President of Hotung International Company Limited)

Ms. Carrie Chen (Vice President of Hotung International Company Limited)

Ms. Felicia Hsu (Chief Financial Officer of the Company)

Mr. Peter Fang (Internal Auditor of the Company)

Ms. Emmy Chen (Employee of Hotung International Company Limited)

CHAIRMAN

The Chairman of the Board of Directors of the Company (“Board”), Ms. Tsui-Hui Huang, chaired the AGM.

NOTICE

It was confirmed that the Notice of the AGM (“Notice”) together with the relevant documents had been given to all members of the Company entitled to attend and vote at the AGM and/or had been published via SGXNET and that a quorum was present. The Chairman declared that all resolutions at the AGM will be carried out by poll. Trusted Services Pte. Ltd. was appointed to count the votes and T S TAY Public Accounting Corporation was appointed as the Scrutineer of the AGM for the purpose of the poll.

It was noted that the shareholders had previously been invited to submit substantial and relevant questions relating to the resolutions by 7 April 2023 and that no questions were received from the shareholders before the submission deadline.

QUORUM

The Chairman declared that a quorum was present and that the AGM could proceed.

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the audited Financial Statements of the Company for the financial year ended 31 December 2022, together with the Independent Auditors’ Report thereon.

The Chairman invited the management team of the Group (“Management Team”) to address several matters in relation to the current investment environment which may be of interest to the shareholders as follows:

Ms. Carrie Chen, Vice President of the investment department of Hotung International Company Limited (“Investment Department”):

In 2022, the Russia-Ukraine war, combined with the prolonged pandemic situation and the overbuild of inventory due to supply chain disruptions, has brought the greatest challenge to the global economy and stock markets. With its 35 years of experience, the Management Team accumulated abundant investment expertise to react to global capital market turbulence and temporary impacts caused by geopolitical tensions. We believe that the performance of the capital market relies on the country's economy and industries rather than political factors alone. The Management Team will closely monitor the situation's development and the

performance of related industries and companies and make rational investment decisions accordingly.

We have been keeping a close eye on the rapidly growing artificial intelligence (AI) industry and its potential for significant innovation in various sectors. In the past, we have invested in two AI companies: Graphcore and iKala. Investing in AI can be a lucrative opportunity, but it requires careful consideration and analysis. We will continue to attempt to discover undervalued technology companies and adjust our investment strategies to mitigate investment risks.

Mr. Steven Huang, Senior Vice President (“SVP”) of the Investment Department: Among new investments in 2022, investments in semiconductors accounted for 74.4%, the bulk of which comprised investments in Airoha Technology. Taiwan is rather developed in the field of semiconductors. Other than high-end and front-end equipment, we will continue to pay attention to investee companies specializing in IC design, electronic components, materials, chemicals, back-end equipment, packaging and testing. Competition between Taiwan and global companies has never stopped. Among them, we will choose the leading companies in Taiwan with competitive advantages as our targets to invest in.

Mr. Vincent Jang, SVP of the Investment Department:

The impact of the US-China technology war on our investee companies is not severe as their businesses mainly involve consumer electronics, automotive-related, audio and power management ICs based on mature manufacturing processes, which are not subject to the US’ restrictions on sales to China. Some investee companies even gain more business opportunities due to the Chinese government’s encouragement of purchasing local supply chain components.

The shareholders raised the following substantial and relevant questions relating to Resolution 1 to the Chairman of the AGM.

Question 1:

A shareholder would like to know the reason for the decrease in the Group’s new investments in 2022, referring to page 15 of the Company’s annual report for the financial year ended 31 December 2022 (“2022 Annual Report”).

With respect to the question, Mr. Steven Huang, replied that the Group will seize opportunities to invest in high-quality companies whenever they arise. However, due to the relatively higher base period of the stock market in 2022, there are fewer high-quality companies in the market with reasonable prices. Consequently, the amount of new investments in 2022 is less than that in 2021.

Question 2:

A shareholder noted that the investments of the Group in Israel as of 31 December 2022 are 22.7%, referring to page 23 of the 2022 Annual Report. Therefore, the shareholder would like to know the rationale for the Group's investments in Israel.

With respect to the question, Mr. Steven Huang and Mr. Vincent Jang answered that to the best of their understanding, Israel's technological capabilities are comparable to those of the United States. However, due to its geographical location, the valuation of its technology companies is relatively lower as compared to American technology companies, which formed the underlying rationale for the Group's investments in Israel. Notwithstanding the foregoing, the Group's primary investment area will remain in Taiwan instead of Israel going forward.

Question 3:

A shareholder noted that the net gains on financial assets at fair value through profit or loss of the Group ("Net Gains") in 2022 was NT\$150 million, and the Net Gains in 2021 was NT\$863 million, referring to page 119 of the 2022 Annual Report. He would like to know the reason for the difference in Net Gains between the years 2022 and 2021 and whether the Group has underperformed or outperformed as compared to its peers in the VC industry in 2022.

With respect to the first question, Ms. Felicia Hsu, Chief Financial Officer of the Company explained that revenue under Net Gains includes realized gains and valuation gains. The Net Gains in 2021 were mainly due to realized gains derived from divestments, which amounted to NT\$747 million. However, in 2022, the valuation of our investments decreased due to the impacts of the global economic situation on the stock market.

Mr. Vincent Jang further elaborated that the global technology stock market experienced a significant decline in 2022 due to rising inflation resulting from the Russia-Ukraine war and the continuous interest rate hikes by the US Federal Reserve. However, the Management Team has managed to successfully divest our holdings in several portfolios in a timely manner, other than those subject to a lock-up period, which were impacted by the global economic situation. Despite these challenges, the Group remains committed to finding an opportune moment to dispose of these shares in order to maximize profits.

The Chairman commented that in her opinion, the Group seized the opportunity to sell its holdings in relatively good timing in 2022. However, as the stock market

was influenced by several factors, the divestments in 2022 were less than those in 2021.

Question 4:

A shareholder noted that bank interest rates are currently relatively high. He also noted that the cash position of the Company is remaining strong. He then raised the following queries:

- (1) Why is the cash dividend declared for the financial year ended 31 December 2022 less than that of the financial year ended 31 December 2021?
- (2) Whether the Company expects higher volatility in 2023 in view of the high interest rates?

With respect to the first question, the Chairman explained that the Board reviewed its dividend policy based on the Company's results, cash position and future operational needs.

With respect to the second question, the Chairman expressed her opinion that the global economy will experience high volatility in 2023 and it is difficult to tell whether the impact of such volatility will be positive or negative to the Company.

Question 5:

The shareholder noted that the stock price of the Company is quite undervalued and queried whether the Company would take appropriate measures to increase the Company's visibility to increase the stock price and attract more Singapore investors to invest.

With respect to the question, the Chairman replied that the Company has taken measures to improve public awareness in Singapore and to attract more investors.

Question 6:

A shareholder noted that the Company's revenue was increasing from 2018 to 2021, but had suddenly dropped in year 2022. Moreover, the cash dividends declared for year 2022 in the amount of S\$10.5 million has exceeded its profit. Given the shareholder's prior experience with companies that dissolved shortly after utilising their cash reserves to pay dividends, he was concerned about whether the Company had sufficient cash to make such cash dividends.

With respect to the question, the Chairman responded that as a VC company, the revenue of the Company is contingent upon the maturation or listing of its portfolios. Hence, its revenue will not be the same every year, unlike traditional or

manufacturing companies. Both the NAV and dividend amount can be considered in order to properly judge the Company's performance in longer terms.

As there were no further questions, the Chairman put Ordinary Resolution No. 1 to a vote by poll and declared it carried based on the poll results.

2. To approve and declare a first and final dividend for the financial year ended 31 December 2022 of NT\$2.55 per share as recommended by the directors of the Company (“Directors”), to be payable on such date to be determined by the Directors and to be distributed in such manner as the Directors deem fit. The Directors be and are hereby fully authorized to do all acts and things they consider necessary, expedient and appropriate to effect and implement this resolution.

Question 1:

A shareholder queried how the Company manages its cash position and whether the Company would consider obtaining financing from the equity market whenever there is a cash need for new investments.

With respect to the question, Ms. Felicia Hsu replied that the cash level is closely monitored through weekly management meetings. Currently, funds for new investments are sourced internally and the Company has no intention of seeking financing from the equity market.

As there were no further questions, the Chairman put Ordinary Resolution No. 2 to a vote by poll and declared it carried based on the poll results.

3. To re-elect Ms. Tsui-Hui Huang, retiring by rotation pursuant to Bye-laws 94 and 95 of the Bye-laws of the Company (“Bye-laws”) and Rule 720(5) of the listing manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Listing Manual”).

As there were no further questions, the Chairman put Ordinary Resolution No. 3 to a vote by poll and declared it carried based on the poll results.

4. To re-elect Mr. Chang-Pang Chang, retiring by rotation pursuant to Bye-laws 94 and 95 and Rule 720(5) of the Listing Manual.

Question 1:

A shareholder noted the amendments to Rule 210(5)(d) of the Listing Manual (read with the Transitional Practice Note 4 (Transitional Arrangements Regarding The Tenure Limit For Independent Directors)), which, among others, have revoked the two-tier voting mechanism for independent directors who have served on the board of listed issuers for an aggregate period of more than 9 years (“9-year Directors”), and such 9-year Directors can only remain as independent directors until the conclusion of the next annual general meeting (“Transitional Period”), and queried whether the Company would consider appointing new directors during the Transitional Period.

With respect to the question, Mr. Gang Wong, the Singapore Counsel of the Company, commented that the understanding of the shareholder is correct.

The Chairman further elaborated that the Nominating Committee (“NC”) and the Board are of the view that the current mix of board members in terms of expertise, background and experience is very strong in comparison to other listed companies and that the NC will continue to seek new blood to join the Board. At this AGM, the Board proposes the election of Ms. Lan Yuan as a Director.

As there were no further questions, the Chairman put Ordinary Resolution No. 4 to a vote by poll and declared it carried based on the poll results.

5. To re-elect Dr. Philip N. Pillai, retiring by rotation pursuant to Bye-laws 94 and 95 and Rule 720(5) of the Listing Manual.

As there were no further questions, the Chairman put Ordinary Resolution No. 5 to a vote by poll and declared it carried based on the poll results.

6. To elect Ms. Lan Yuan as a Director of the Company pursuant to Bye-law 97.

As there were no further questions, the Chairman put Ordinary Resolution No. 6 to a vote by poll and declared it carried based on the poll results.

7. To approve Directors’ Fees of NT\$9.5 million for the financial year ended 31 December 2022 to the Directors.

As there were no further questions, the Chairman put Ordinary Resolution No. 7 to a vote by poll and declared it carried based on the poll results.

8. To re-appoint KPMG LLP as Auditors of the Company until the conclusion of the next annual general meeting and to authorize the Directors to fix their remuneration.

As there were no further questions, the Chairman put Ordinary Resolution No. 8 to a vote by poll and declared it carried based on the poll results.

SPECIAL BUSINESS

9. To approve the Proposed Share Issue Mandate:
 - (A) subject to the provisions of the Bye-laws and the Listing Manual, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue (whether by way of rights, bonus or otherwise) and deal with additional shares in the capital of the Company including but not limited to the listing of such additional shares on the SGX-ST and/or the offering of depository receipts in respect of such additional shares and to make or grant offers and agreements which might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (B) authority be and is hereby given to the Directors to allot and issue shares pursuant to offers, agreements and options made or granted during the Relevant Period (as hereinafter defined) that might or would require shares to be issued, including but not limited to the creation and issuance during the Relevant Period of (as well as adjustments to) warrants, debentures or other instruments convertible into shares (collectively, the “Instruments”), upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit, notwithstanding that such allotment and issuance of shares pursuant to the Instruments are made after the end of the Relevant Period (as hereinafter defined);
 - (C) the aggregate nominal amount of share capital to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an Instrument or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) above (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares and subsidiary holdings) at the time this

Resolution is passed, of which the aggregate nominal amount of share capital to be allotted 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 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed and the said approval shall be limited accordingly;

- (D) subject to such manner of calculation as may be prescribed by the SGX-ST, for the purpose of determining the aggregate number of shares that may be issued under paragraph (C) above, the percentage of issued share capital shall be based on the issued share capital of the Company (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 or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, provided that the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
 - (ii) any subsequent bonus issue, consolidation or sub-division of shares; and
- (E) for the purpose of this Resolution, “Relevant Period” means the period commencing from the passing of this Resolution and expiring on the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held; or
 - (iii) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (“Shareholders”) in general meeting.

As there were no further questions, the Chairman put Ordinary Resolution No. 9 to a vote by poll and declared it carried based on the poll results.

10. To approve the Proposed Renewal of Share Buy-back Mandate:
 - (A) the exercise by the Directors of all the powers of the Company to purchase or acquire issued ordinary shares in the capital of the Company (“Shares”) not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) market purchase(s) (“On-Market Purchases”) on the SGX-ST; and/or
- (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit based on the requirements of section 76C of the Companies Act 1967 of Singapore (“Off-Market Purchases”),

and otherwise in accordance with all other laws and regulations of Singapore and Bermuda and the rules of the SGX-ST as may for the time being be applicable, be and is hereby authorized and approved generally and unconditionally (“Proposed Share Buy-back Mandate”);

(B) the authority conferred on the Directors pursuant to the Proposed Share Buy-back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the conclusion of the next annual general meeting of the Company or the date by which it is required to be held;
- (ii) the date on which the share buy-backs are carried out to the full extent mandated; or
- (iii) the date the said mandate is revoked or varied by the Shareholders in a general meeting;

(C) in this Resolution:

“Maximum Limit” means such number of Shares representing 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the general meeting at which the Proposed Share Buy-back Mandate is approved by the Shareholders; and

“Maximum Price” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall be determined by the Directors, but must not exceed:

- (i) in the case of an On-Market Purchase of a Share, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase of a Share pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares,

where:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five (5) days on which the SGX-ST is open for securities trading, on which transactions in the Shares were recorded,

preceding the day of the On-Market Purchase or, as the case may be, preceding the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-day period and the day on which the purchases are made; and

“date of the making of the offer” means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

Question 1:

A shareholder queried whether the Company has conducted any share buy-back.

Ms. Hsin-Chieh Chung, the Company Secretary of the Company, replied that pursuant to page 114 of the 2022 Annual Report, the number of shares repurchased by way of on-market purchases during year 2022 was 294,300 for an aggregated consideration of NT\$13,257,000, where relevant details of on-market purchases conducted by the Company have been duly announced via SGXNet.

Question 2:

A shareholder queried whether there is any plan for the use of treasury shares held by the Company.

Ms. Hsin-Chieh Chung replied that the Company may hold, cancel, or transfer treasury shares for cash or other consideration. Additionally, the Company may utilise them for the purpose of allotting fully-paid employee bonus shares as mentioned on page 5 of the Appendix to the Notice. Currently, the Company has no plans on the use of the treasury shares. The Chairman added that the Board will discuss the subject matter when the need for it arises.

As there were no further questions, the Chairman put Ordinary Resolution No. 10 to a vote by poll and declared it carried based on the poll results.

VOTING RESULTS

Based on the results of the poll provided by T S TAY Public Accounting Corporation – the Scrutineer appointed by the Company at the AGM for the purpose of the poll, the Company made the following announcement relating to the AGM results through SGXNET on 17 April 2023.

The following are the poll results in respect of the resolutions passed at the AGM of the Company:

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 for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1.	To receive and adopt the Directors' Statement and the audited Financial Statements of the Company for the financial year ended 31 December 2022, together with the Independent Auditors' Report thereon.	37,425,805	37,423,805	99.99%	2,000	0.01%
2.	To approve the declaration of a first and final dividend for the financial year ended 31 December 2022 of NT\$2.55 per share.	37,502,210	37,500,210	99.99%	2,000	0.01%
3.	To re-elect Ms. Tsui-Hui Huang, retiring by rotation pursuant to Bye-laws 94 and 95 of the Bye-laws of the Company ("Bye-laws") and Rule 720(5) of the listing manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Listing Manual").	37,454,910	36,981,220	98.74%	473,690	1.26%

4.	To re-elect Mr. Chang-Pang Chang, retiring by rotation pursuant to Bye-laws 94 and 95 and Rule 720(5) of the Listing Manual.	37,459,910	37,180,905	99.26%	279,005	0.74%
5.	To re-elect Dr. Philip N. Pillai, retiring by rotation pursuant to Bye-laws 94 and 95 and Rule 720(5) of the Listing Manual.	37,466,010	37,420,191	99.88%	45,819	0.12%
6.	To elect Ms. Lan Yuan as a Director of the Company pursuant to Bye-law 97.	36,411,919	36,361,894	99.86%	50,025	0.14%
7.	To approve Directors' Fees of NT\$9.5 million for the financial year ended 31 December 2022 to the Directors of the Company.	37,468,210	37,464,310	99.99%	3,900	0.01%
8.	To re-appoint KPMG LLP as auditors of the Company and to authorize the Directors of the Company to fix their remuneration.	37,500,210	37,496,010	99.99%	4,200	0.01%
9.	To approve the Proposed Share Issue Mandate.	37,466,310	37,232,830	99.38%	233,480	0.62%
10.	To approve the Proposed Renewal of Share Buy-back Mandate.	37,488,143	37,486,143	99.99%	2,000	0.01%

There being no further business, the proceedings then concluded.

CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS

Tsui-Hui Huang
Chairman of the Meeting