

**AXCELASIA INC.**  
(Company No. LL12218)  
(Incorporated in Labuan and Listed on SGX-Catalist)  
(*Company*)

**MINUTES OF ANNUAL GENERAL MEETING**

MINUTES OF ANNUAL GENERAL MEETING (**AGM**) OF THE COMPANY HELD VIA ONLINE MEETING PLATFORM ON FRIDAY, 17 APRIL 2020 AT 11.00 A.M.

---

PRESENT: Please refer to attendance list.

1. WELCOME ADDRESS

On behalf of the Board, the Chairman welcomed all joining the AGM. He informed that as announced via the SGX-ST on 9 April 2020, the proceeding of the meeting would be conducted via online platform in view of the COVID-19 situation, and the Company's Articles of Association provide for general meetings to be held via electronic means.

The Chairman further informed that voting for the meeting would be conducted via proxy voting only and no voting would be conducted in the meeting.

The Chairman proceeded to introduce members of the Board present, Mr Sivaruban Kandasamy (the Chief Financial Officer or **CFO**), Company Secretaries from DrewCorp Services Pte Ltd, External Auditors from Nexia TS Public Accounting Corporation, Sponsor from UOB Kay Hian Private Limited, Share Registrar and Polling Agent from Tricor Barbinder Share Registration Services and Scrutineers from Entrust Advisory Pte Ltd.

2. QUORUM

The Chairman informed that Article 69A of the Company's Articles of Association allows for general meetings via electronic means and shareholders participating via electronic means shall constitute being present in person at such a meeting and shall be counted as being part of the quorum for the meeting. After having ascertained that a quorum was present, the Chairman called the meeting to order at 11.00 a.m. and proceeded with the formal business of the meeting.

3. NOTICE OF AGM

The Notice of AGM dated 25 March 2020 (**Notice**) convening the meeting was taken as read.

The Chairman informed that he has been appointed as proxy by some shareholders to vote on their behalf and he had voted in accordance with their instructions.

The Chairman further informed that the Company has received questions via email from the Securities Investors Association of Singapore (**SIAS**) and a shareholder and these questions would be read out during the presentation of the appropriate resolutions for the Directors and management to answer accordingly.

4. VOTING CONDUCTED VIA PROXY VOTING

The Chairman informed that all votes had been counted based on proxy voting and the Polling Agent has counted the proxy votes received as at the cut-off date on 15 April 2020 at 11.00 a.m. and the Scrutineers have verified the results of the proxy voting. The results of the meeting would be announced at the conclusion of the meeting.

ORDINARY BUSINESS

5. AUDITED FINANCIAL STATEMENTS TOGETHER WITH THE DIRECTORS' STATEMENT AND AUDITORS' REPORT – RESOLUTION 1

The Chairman informed the meeting that the first item on the Agenda of the AGM was to receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Directors' Statement and Auditors' Report thereon.

The Chairman read out the questions raised by SIAS and the shareholder and the responses/explanation given. The questions and answers are set out in Appendix 1 of these minutes.

The Chairman then proposed the following motion which was seconded by a shareholder:-

**"That the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Directors' Statement and Auditors' Report thereon, now submitted to this meeting be received and adopted."**

6. RE-ELECTION OF MR. RANJIT SINGH A/L TARAM SINGH - RESOLUTION 2

The meeting was informed that in accordance with Article 97 of the Articles of Association of the Company, Mr. Ranjit Singh a/l Taram Singh was due for retirement at the AGM and he had offered himself for re-election. The Nomination Committee (**NC**) had recommended that he be re-elected as a Director of the Company.

It was noted that Mr. Ranjit Singh a/l Taram Singh will, upon re-election, remain as the Group Chief Executive Officer and Executive Director of the Company.

The Chairman proposed the following motion which was seconded by a shareholder:-

**"That Mr. Ranjit Singh a/l Taram Singh be re-elected as a Director of the Company."**

7. RE-ELECTION OF DATO' TANG SWEE GUAN - RESOLUTION 3

The meeting was informed that in accordance with Article 97 of the Articles of Association of the Company, Dato' Tang Swee Guan was due for retirement at the AGM and he had offered himself for re-election. The NC had recommended that he be re-elected as a Director of the Company.

It was noted that Dato' Tang Swee Guan will, upon re-election, remain as Deputy Executive Chairman and Executive Director of the Company.

The Chairman proposed the following motion which was seconded by a shareholder:-

**"That Dato' Tang Swee Guan be re-elected as a Director of the Company."**

8. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2020  
– RESOLUTION 4

The Chairman informed the shareholders that the next item on the Agenda was to approve the proposed payment of Directors' fees for the financial year ending 31 December 2020 (**FY2020**).

It was noted that Resolution 4 was to facilitate the payment of Directors' fees during FY2020 in which the fees were incurred. The aggregate amount of Directors' fees was calculated on the assumption that all the present Directors would hold office for the whole of FY2020 and should any Director hold office for only part of FY2020 and not the whole of FY2020, the Directors' fees payable to him/her would be appropriately pro-rated.

The Chairman proposed the following motion which was seconded by a shareholder:-

**"That the payment of the Directors' fees totaling RM324,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears, be approved."**

9. FINAL SINGLE TIER TAX EXEMPT DIVIDEND – RESOLUTION 5

The Chairman informed the shareholders that the Board of Directors has recommended the payment of a final single tier tax exempt dividend of S\$0.023 per ordinary share for the financial year ended 31 December 2019 and if approved, will be paid on 14 May 2020 to shareholders whose names appear in the Register of Members of the Company on 29 April 2020.

The Chairman proposed the following motion which was seconded by a shareholder:-

**"That a final single tier tax exempt dividend of S\$0.023 per ordinary share for the financial year ended 31 December 2019 be declared payable on 14 May 2020 to shareholders whose names appear in the Register of Members on 29 April 2020."**

10. RE-APPOINTMENT OF AUDITORS – RESOLUTION 6

The meeting was informed that Nexia TS Public Accounting Corporation had indicated their willingness to continue as auditors of the Company for the ensuing year and the Audit Committee had also recommended their re-appointment.

The Chairman proposed the following motion which was seconded by a shareholder:-

**"That Nexia TS Public Accounting Corporation be re-appointed as the Company's Auditors to hold office until the conclusion of the next annual general meeting of the Company and that the Directors be authorised to fix their remuneration."**

11. ANY OTHER BUSINESS

As no notice had been received in respect of any other business that may properly be transacted at the AGM, the Chairman proceeded to deal with the special businesses as set out in the Notice.

## SPECIAL BUSINESS

### 12. AUTHORITY TO ALLOT AND ISSUE SHARES – RESOLUTION 7

The Chairman informed the meeting that pursuant to Article 3 of the Company's Articles of Association and Rule 806 of the Catalist Rules, shareholders' approval is required to authorise the Directors to allot and issue new ordinary shares and/or grant instruments in the capital of the Company up to the limit specified in the resolution and that the proposed Resolution 7 was to seek shareholders' approval for this authority.

Resolution 7 as referred to in the Notice was taken as read.

The Chairman proposed that the Ordinary Resolution 7 as set out in the Notice be approved and the motion was seconded by a shareholder.

### 13. AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE AXCELASIA PERFORMANCE SHARE PLAN – RESOLUTION 8A

The next item on the Agenda was to seek shareholders' approval to authorise the Directors to offer and grant awards under the Axcelasia Performance Share Plan (**Share Plan**) and to allot and issue shares pursuant to the vesting of the awards granted under the Share Plan.

Resolution 8A as referred to in the Notice was taken as read.

The Chairman proposed that the Resolution 8A as set out in the Notice be approved and the motion was seconded by a shareholder

### 14. AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE AXCELASIA EMPLOYEE SHARE OPTION SCHEME – RESOLUTION 8B

The last item on the Agenda was to seek shareholders' approval to authorise the Directors to offer and grant options under the Axcelasia Employee Share Option Scheme (**Scheme**) and to allot and issue shares pursuant to the exercise of the options granted under the Scheme.

Resolution 8B as referred to in the Notice was taken as read.

The Chairman proposed that the Resolution 8B as set out in the Notice be approved and the motion was seconded by a shareholder

15. RESULTS OF POLL

The Chairman announced the poll results 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 for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<b>Ordinary Business</b>					
<u>Resolution 1</u> To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Directors' Statement and Auditors' Report thereon.	121,227,130	121,227,130	100	0	0
<u>Resolution 2</u> To re-elect Mr. Ranjit Singh a/l Taram Singh as Director of the Company.	121,227,130	121,227,130	100	0	0
<u>Resolution 3</u> To re-elect Dato' Tang Swee Guan as Director of the Company.	121,227,130	121,227,130	100	0	0
<u>Resolution 4</u> To approve payment of Directors' Fees for the financial year ending 31 December 2020, to be paid quarterly in arrears.	121,227,130	121,227,130	100	0	0
<u>Resolution 5</u> To declare a final single tier tax exempt dividend of S\$0.023 per ordinary share for the financial year ended 31 December 2019.	121,227,130	121,227,130	100	0	0

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 (%)
<u>Resolution 6</u> To re-appoint Nexia TS Public Accounting Corporation as the Company's Auditors and to authorise the Directors to fix their remuneration.	121,227,130	121,227,130	100	0	0
<b>Special Business</b>					
<u>Resolution 7</u> To approve the authority to allot and issue new shares and/or instruments.	121,227,130	121,227,130	100	0	0
<u>Resolution 8A</u> To approve the authority to allot and issue shares under the Axcelasia Performance Share Plan.	121,227,130	121,227,130	100	0	0
<u>Resolution 8B</u> To approve the authority to allot and issue shares under the Axcelasia Employee Share Option Scheme.	121,227,130	121,227,130	100	0	0

16. CLOSING ADDRESS

There being no further business, the Chairman declared the meeting closed at 11.26 a.m..

Confirmed,

Dr. Veerinderjeet Singh  
 Chairman

## **APPENDIX 1**

### **AXCELASIA INC.**

Minutes of Annual General Meeting held on 17 April 2020

Summary of Questions and Answers

**Question 1** : On 11 February 2020, the Company announced the proposed divestment of the entire paid-up share capital of its subsidiary corporation, Axcelasia Taxand Sdn. Bhd. Shareholders had approved the proposed divestment on 12 March 2020. The entities to be divested represent the group's core business in Malaysia, being the provision of integrated professional services including tax advisory, business consultancy, technology tools and advisory, and business support services.

The net profit attributed to the sale companies compared to the group's net profit was 250%. In FY2019, the group generated no revenue from its overseas markets of Singapore, Vietnam and Laos (page 129 of the annual report).

**(i) Does the board consider it prudent to proceed with the divestment of its core operations (which is a major transaction) before a new strategic direction for the group is crystallised?**

**Answer** : As mentioned in paragraph 5.1 of the Extraordinary General Meeting (**EGM**) circular dated 25 February 2020, the Board is of the view that the Proposed Divestment is in the best interests of the Company and its shareholders after considering several factors including the purchase price, permitted dividends, valuation and the current market capitalisation of the Company, and will facilitate to unlock shareholders' value. Given this, and the fact that the purchaser was unlikely have been willing to allow an extended period for completion of the Proposed Divestment, it was necessary for the Company to proceed with the Proposed Divestment separately and independently of any crystallisation of a new strategic direction for the Company.

**(ii) For the benefit of new and long-standing shareholders, would the board clearly identify the value drivers for the group and to update shareholders on the business model?**

**Answer** : As mentioned in paragraph 5 of the EGM circular dated 25 February 2020, the Board is still exploring various options for the Company post-completion of the Proposed Divestment, including what may be the updated or new business model for the Company going forward. The Company will make the appropriate announcements to update shareholders as and when there are any material developments in this respect.

**Question 2** : **When the group acquired Audex Governance Sdn Bhd in 2017, it was stated that the acquisition would enable the group "to complement the services for corporate governance advisory services provided by Axcelasia Columbus Sdn Bhd" and that there are opportunities to cross-sell to the enlarged customer base. How would Audex Governance be affected following the sale of the group's core business in Malaysia?**

**Answer** : After the acquisition of Audex Governance in FY 2017, the business operations of Audex were mostly subsumed into the other subsidiaries of the Group to ensure efficiency of similar operations.

**Question 3** : On 29 November 2019, the Company announced that it has appointed UOB Kay Hian Private Limited (*UOBKH*) to act as its new continuing sponsor, in place of PrimePartners Corporate Finance Pte. Ltd. The change in continuing sponsor would take effect from 1 December 2019.

Pursuant to Rule 228(5) of Section B (Rules of Catalist) of the SGX-ST Listing Manual, the outgoing sponsor had confirmed that, based on the available information, it is not aware of any non-compliance with the Rules of Catalist by the Company that has not been brought to the attention of the incoming sponsor.

It is observed that the new Registered Professional would be Mr Lance Tan. Mr Lance Tan was the Registered Professional for the Company when it was first listed in 2015.

**Would the board elaborate further on the reasons for the change of the continuing sponsor?**

Answer : The Board decided to change the Company's continuing sponsor from PrimePartners Corporate Finance Pte. Ltd. to UOBKH following the completion of the former's initial 3-year sponsorship period, *inter alia*, for business and commercial reasons, and only knew of Mr Lance Tan joining UOBKH's continuing sponsor team after it had made such decision.

**Question 4** : **Is there any updates regarding the disposal/divestment of the business to Tricor?**

Answer : The Board has informed that the divestment was completed on 15 April 2020 and the completion announcement was released to the SGX-ST on 15 April 2020.

*Note: Questions 1 to 3 came from SIAS*

---

*This announcement has been prepared by Axcelasia Inc. ("**Company**") and its contents have been reviewed by the Company's sponsor, UOB Kay Hian Private Limited ("**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**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, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.*