

ASIAN MICRO HOLDINGS LIMITED

(Incorporated in Singapore)

(Co. Reg. No: 199701052K)

MINUTES OF EXTRAORDINARY GENERAL MEETING (“EGM” OR “MEETING”)

PLACE	:	via “live” webcast
DATE	:	Friday, 23 October 2020
TIME	:	10.15 a.m. (immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m.)
PRESENT	:	Please see Attendance List attached hereto.
IN ATTENDANCE	:	Please see Attendance List attached hereto.
CHAIRMAN	:	Mr. Lim Kee Liew @ Victor Lim (“ Mr Victor Lim ” or “ VL ”)
CHAIRMAN OF THE MEETING	:	Mr. Cheah Wee Teong

INTRODUCTION & QUORUM

Mr. Cheah Wee Teong, an Independent Director of the Company, presided as Chairman of the Meeting.

Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as may be amended from time to time) (“**Alternative Arrangements Order**”), it was noted that the Company had the option to hold virtual meeting, even when the Company is permitted under safe distancing measures to hold a physical meeting. Due to the current COVID-19 situation and the Company’s efforts to minimise physical interactions and COVID-19 transmission risk to a minimum, the EGM was held by way of electronic means and the members were not allowed to attend the EGM in person but were allowed to watch the EGM proceedings via “live” audio-video webcast via mobile phones, tablets or computers or listening to the proceedings through a “live” audio-only feed (“**Live Webcast/Live Audio Feed**”).

Pursuant to the Alternative Arrangements Order, the share registrar of the Company had verified that at least two shareholders of the Company had attended the Meeting via Live Webcast/Live Audio Feed. As a quorum of at least two shareholders were electronically present at the Meeting, the Chairman of the Meeting declared the Meeting opened at 10.15 a.m.

NOTICE

The Chairman of the Meeting highlighted that no printed copies of the Notice of EGM and the Circular to Shareholders were despatched to shareholders in accordance with the provisions under the Alternative Arrangements Order. However, an electronic copy of each of the Notice of EGM and the Circular to Shareholders had been made available on the Company’s corporate website and SGXNet.

The Notice convening the meeting was taken as read.

VOTING BY WAY OF A POLL

As the live webcast would not provide for online voting, it was noted that a shareholder who had wished to exercise his/her/its voting rights at the Meeting should have appointed the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the Meeting at least 48 hours before the Meeting. In appointing the Chairman of the Meeting as proxy, such shareholder (whether individual or corporate) must have given specific instructions as to voting, or abstentions from voting, in the instrument appointing the Chairman of the Meeting as proxy ("**Proxy Form**"), failing which the appointment would be treated as invalid.

Investors who had held their shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (including CPF Investors, SRS investors and holders under depository agents) and who had wished to exercise their votes by appointing the Chairman of the Meeting as proxy should have approached their respective relevant intermediaries (including their respective CPF agent banks, SRS approved banks or depository agents) to submit their voting instructions at least seven working days prior to the date of the Meeting.

The Chairman of the Meeting informed that he had been appointed as proxy on behalf of the shareholders who had directed him to vote for and against certain motions for the Meeting. All resolutions at the Meeting would be voted by way of poll which also complies with the requirement of the Listing Manual – Section B: Rules of Catalist of Singapore Exchange Securities Trading Limited (the "**Catalist Rules**") that all listed companies would have to conduct voting by poll for all general meetings, as well as to accord due respect to the full voting rights of shareholders.

It was noted that B.A.C.S. Private Limited and Finova BPO Pte. Ltd. had been appointed as Polling Agent and Scrutineer respectively. The Scrutineer had checked the validity of the Proxy Forms received and prepared a report on the poll results which would be announced after each motion has been formally proposed at the Meeting.

PURPOSE OF EGM

The Company announced on 24 August 2020 that it had entered into a conditional novation and debt capitalisation agreement dated 24 August 2020 ("**DCA**") with ACI Industries Pte Ltd ("**ACI**"), AM NGV (S) Pte Ltd ("**AM NGV**") and Mr Victor Lim, Mdm Leong Lai Heng ("**LLH**") and Mr Ng Chee Wee ("**NCW**") as the participating creditors ("**Participating Creditors**") for the proposed capitalisation and conversion ("**Proposed Debt Capitalisation**") of the following participating debts owing to the Participating Creditors as at the date of the DCA of S\$986,124 into new ordinary shares ("**Conversion Shares**") at the conversion price of S\$0.002 per Conversion Share ("**Conversion Price**"):

- (a) S\$322,000 being the principal loan granted by VL to the Company pursuant to a loan agreement dated 5 March 2019;
- (b) S\$403,317 being the salaries due and payable from the Company to VL in respect of the financial year ended 30 June 2020;
- (c) S\$101,384 being the salaries due and payable from ACI to LLH in respect of the financial year ended 30 June 2020;
- (d) S\$135,423 being the salaries due and payable from AM NGV to LLH in respect of the financial year ended 30 June 2020; and
- (e) S\$24,000 being the cash benefit due and owing to NCW pursuant to an employment agreement between the Company and NCW, which was part of his remuneration.

The Chairman of the Meeting informed that the parties agreed that the Company shall take over and assume all obligations and rights of its subsidiaries, ACI and AM NGV, under or in connection with the Participating Debts owed by them to VL, LLH and NCW pursuant to the DCA.

Rule 812(1) of the Catalist Rules states that an issue must be not placed to an issuer's directors and substantial shareholders unless specific shareholder for such an issue is obtained. Accordingly, Shareholders' approval is required for the proposed issue of (i) 362,658,500 Conversion Shares to VL, (ii) 118,403,500 Conversion Shares to LLH, and (iii) 12,000,000 Conversion Shares to NCW.

The purpose of the EGM was to seek Shareholders' approval for the Proposed Debt Capitalisation and the issue of new Shares to certain Directors and Controlling Shareholders.

The repayment to VL by way of issue of Conversion Shares is an interested person transaction pursuant to Rule 906(1)(a) of the Catalist Rules, the value of which (being the amount at risk to the Company and excluding the Company Salaries payable to VL) is the aggregate amount of S\$322,000, representing approximately 18.58% of the net tangible assets of the Group for financial year ended 30 June 2020. As such, Shareholders' approval is also required for the proposed issue of the Conversion Shares to VL pursuant to Rule 906(1)(a) of the Catalist Rules.

The Chairman of the Meeting also highlighted the following:

- (i) VL and LLH would abstain, and would ensure that their associates would abstain, from voting on Ordinary Resolutions 1, 2 and 3.
- (ii) NCW would also abstain, and would ensure that his associates would abstain, from voting on the Ordinary Resolutions 1 and 4.
- (iii) In addition, VL, LLH and NCW, and each of their associates, would not accept nominations to act as proxy, corporate representative or attorney unless that Shareholder appointing them indicates clearly how votes are to be cast in respect of such resolutions.
- (iv) Ordinary Resolutions 2, 3 and 4 were subject to, and contingent upon the passing of Ordinary Resolution 1.

The Audit Committee had reviewed the terms and conditions of the DCA, the rationale for the proposed issue of Conversion Shares, the Conversion Price and the financial effects of the proposed issue of Conversion Shares, is of the opinion that the Proposed Debt Capitalisation are on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

Having considered the terms and the rationale for the DCA and the Proposed Debt Capitalisation, the Directors (save for VL and NCW) are of the opinion that the DCA and the Proposed Debt Capitalisation are in the interests of the Company and recommended the Shareholders to vote in favour of the Ordinary Resolutions to be proposed at the EGM.

QUESTIONS AND ANSWERS

As the Company did not receive any questions from the shareholders prior to 10.00 a.m. on 20 October 2020, the Chairman of the Meeting proceeded with the agenda of the EGM.

ORDINARY BUSINESS:

ORDINARY RESOLUTION 1

- APPROVAL OF THE DCA AND PROPOSED DEBT CAPITALISATION

The Meeting proceeded to seek Shareholders' approval, confirmation and ratification for Ordinary Resolution 1 on the execution of the DCA and the transactions contemplated under the DCA, including but not limited to the Proposed Debt Capitalisation.

The rationale, salient terms of the DCA and the financial effects of the of the proposed issue of Conversion Shares were set out in the Circular.

Following the proposal of the motion for Ordinary Resolution 1 by the Chairman of the Meeting, the following results of the poll verified by the Scrutineer were shown on the screen:

	Votes	Percentage (%)
No. of shares for:	1,452,000	100
No. of share against:	0	0

Based on the results of the poll, the Chairman of the Meeting declared Ordinary Resolution 1 carried and IT WAS RESOLVED:

"THAT:

- (a) the execution of the conditional Novation and Debt Capitalisation Agreement entered into between the Company, ACI Industries Pte Ltd, AM NGV (S) Pte Ltd, Lim Kee Liew @ Victor Lim, Leong Lai Heng and Ng Chee Wee dated 24 August 2020 ("**DCA**") be and is hereby approved, confirmed and ratified;
- (b) the transactions contemplated under the DCA, including but not limited to the Proposed Debt Capitalisation be and is hereby approved, confirmed and ratified; and
- (c) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the DCA and this Resolution."

ORDINARY RESOLUTION 2

- APPROVAL OF ISSUE OF 362,658,500 NEW SHARES TO LIM KEE LIEW @ VICTOR LIM (AND/OR HIS NOMINEES)

Ordinary Resolution 2 was to seek Shareholders' approval for the issue of 362,658,500 new shares to Mr. Victor Lim (and/or his nominees), at the issue price of S\$0.002 per Share, on the terms and subject to the conditions of the DCA.

Following the proposal of the motion for Ordinary Resolution 2 by the Chairman of the Meeting, the following results of the poll verified by the Scrutineer were shown on the screen:

	Votes	Percentage (%)
No. of shares for:	17,679,586	100
No. of share against:	0	0

Based on the results of the poll, the Chairman of the Meeting declared Ordinary Resolution 2 carried and IT WAS RESOLVED:

“THAT:

- (a) subject to and contingent upon the passing of Ordinary Resolution 1 above, the Directors be and are hereby authorised to allot and issue 362,658,500 new Shares to Lim Kee Liew @ Victor Lim (and/or his nominees), at the issue price of S\$0.002 per Share, on the terms and subject to the conditions of the DCA;
- (b) pursuant to Rule 812 of the Catalist Rules, approval be and is hereby given for the allotment and issuance of 362,658,500 new Shares to Lim Kee Liew @ Victor Lim (and/or his nominees), a director and controlling shareholder of the Company;
- (c) pursuant to Rule 906(1)(a) of the Catalist Rules, approval be and is hereby given for the Proposed Debt Capitalisation, being an interested person transaction; and
- (d) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution.”

ORDINARY RESOLUTION 3

- APPROVAL OF ISSUE OF 118,403,500 NEW SHARES TO LEONG LAI HENG (AND/OR HER NOMINEES)

Ordinary Resolution 3 was to seek Shareholders’ approval for the issue of 118,403,500 new shares to LLH, at the issue price of S\$0.002 per Share, on the terms and subject to the conditions of the DCA.

Following the proposal of the motion for Ordinary Resolution 3 by the Chairman of the Meeting, the following results of the poll verified by the Scrutineer were shown on the screen:

	Votes	Percentage (%)
No. of shares for:	17,679,586	100
No. of share against:	0	0

Based on the results of the poll, the Chairman of the Meeting declared Ordinary Resolution 3 carried and IT WAS RESOLVED:

“THAT:

- (a) subject to and contingent upon the passing of Ordinary Resolution 1 above, the Directors be and are hereby authorised to allot and issue 118,403,500 new Shares to Leong Lai Heng (and/or her nominees), at the issue price of S\$0.002 per Share, on the terms and subject to the conditions of the DCA;
- (b) pursuant to Rule 812 of the Catalist Rules, approval be and is hereby given for the allotment and issuance of 118,403,500 new Shares to Leong Lai Heng (and/or her nominees), a controlling shareholder of the Company; and
- (c) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution.”

ORDINARY RESOLUTION 4

- APPROVAL OF ISSUE OF 12,000,000 NEW SHARES TO NG CHEE WEE (AND/OR HIS NOMINEES)

Ordinary Resolution 4 is to seek Shareholders' approval for the issue of 12,000,000 new shares to NCW, at the issue price of S\$0.002 per Share, on the terms and subject to the conditions of the DCA.

Following the proposal of the motion for Ordinary Resolution 4 by the Chairman of the Meeting, the following results of the poll verified by the Scrutineer were shown on the screen:

	Votes	Percentage (%)
No. of shares for:	663,368,642	100
No. of share against:	0	0

Based on the results of the poll, the Chairman of the Meeting declared Ordinary Resolution 4 carried and IT WAS RESOLVED:

"THAT:

- (a) subject to and contingent upon the passing of Ordinary Resolution 1 above, the Directors be and are hereby authorised to allot and issue 12,000,000 new Shares to Ng Chee Wee (and/or his nominees), at the issue price of S\$0.002 per Share, on the terms and subject to the conditions of the DCA;
- (b) pursuant to Rule 812 of the Catalist Rules, approval be and is hereby given for the allotment and issuance of 12,000,000 new Shares to Ng Chee Wee (and/or his nominees), a director of the Company; and
- (c) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution."

CONCLUSION

There being no other business to transact, the Chairman declared the EGM of the Company closed at 10.30 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings held

Cheah Wee Teong
Chairman of the Meeting