

SOUTHERN ALLIANCE MINING LTD.
(the “Company”)
(Company Registration No.: 201931423D)
(Incorporated in the Republic of Singapore)

MINUTES OF ANNUAL GENERAL MEETING

PLACE	:	Suntec Singapore Convention & Exhibition Centre, Level 3, Room 334
DAY & DATE	:	Thursday, 23 November 2023
TIME	:	2:00 p.m.
PRESENT	:	As per the attendance list maintained by the Company.
IN ATTENDANCE	:	As per the attendance list maintained by the Company.
SHAREHOLDER/PROXIES/INVITEES/ OBSERVERS	:	As per the attendance list maintained by the Company.

1. WELCOME ADDRESS AND QUORUM

- 1.1 On behalf of the Board of Directors of the Company (the “**Board**”), Dato’ Teh Teck Tee, the Chairman of the Meeting (the “**Chairman**”) welcomed everyone to the Annual General Meeting (“**AGM**” or “**Meeting**”). Having confirmed that a quorum in accordance with the Company’s Constitution was present physically, the Chairman called the AGM to order.

2. PRESENTATION BY THE EXECUTIVE DIRECTOR AND THE CHIEF OPERATING OFFICER

- 2.1 Mr. Lim Wei Hung (“**Mr. Lim**”), the Executive Director and Chief Operating Officer of the Company presented to the Meeting in respect of the overview on the Group’s strategic transformation programme and its growth plans going forward.
- 2.2 Mr. Lim handed the conduct of the Meeting back to the Chairman after the presentation.
- 2.3 The Chairman then proceeded to deal with the business of the Meeting.

3. INTRODUCTION OF DIRECTORS AND MANAGEMENT TEAM

- 3.1 The Chairman introduced the following Directors present at the Meeting:
- i. Dato’ Sri Pek Kok Sam, Managing Director (“**Dato’ Sri Pek**”)
 - ii. Mr. Lim Wei Hung, Executive Director, and Chief Operating Officer (“**Mr. Lim**”)
 - iii. Dato’ Sri Mohd Jamidan Abdullah, Lead Independent Director (“**Dato’ Sri Jamidan**”)
 - iv. Dato’ Gainneos Jacob Goldie, Independent Director (“**Dato’ Jacob**”)
 - v. Mr. Chin Chee Choon, Independent Director (“**Mr. Chin**”)
 - vi. Mr. Sim Chin Hoe, Independent Director (“**Mr. Sim**”)
- 1.3 In addition, the Chairman also introduced the Management, and other professional teams who were present at the Meeting.

4. NOTICE

The Notice convening the Meeting dated 7 November 2023 was taken as read.

5. QUESTIONS FROM SHAREHOLDERS

- 4.1 It was noted that there were ten (10) proposed resolutions to be voted at the Meeting and Shareholders would be given opportunities to ask questions for each resolution.
- 4.2 It was noted that the Company did not receive any questions from the shareholders as at the cut-off date prior to the Meeting.

6. VOTING BY POLL

- 5.1 The Chairman informed that all the resolutions as set out in the Notice of AGM would be voted by way of poll.
- 5.2 For the conduct of the voting by poll, Tricor Barbinder Share Registration Services had been appointed as the polling agent and Entrust Advisory Pte. Ltd. had been appointed as the Independent Scrutineers for the AGM.
- 5.3 It was noted that the Chairman had accepted the appointment as proxy by Shareholders and he would be voting in accordance with Shareholders' valid instructions given in the proxy forms received.

7. ORDINARY BUSINESS

ORDINARY RESOLUTION 1: ADOPTION OF DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 JULY 2023 TOGETHER WITH THE AUDITORS' REPORT THEREON

The first item on the agenda was to receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 July 2023 ("FY2023") together with the Auditors' Report thereon.

It was noted that there was no question raised for Ordinary Resolution 1.

ORDINARY RESOLUTION 2: RE-ELECTION OF DATO' SRI PEK KOK SAM AS A DIRECTOR OF THE COMPANY

The second item on the agenda was to re-elect Dato' Sri Pek Kok Sam, who retired pursuant to Regulation 96 of the Company's Constitution and had offered himself for re-election as a Director of the Company.

Upon re-election as a Director of the Company, Dato' Sri Pek Kok Sam shall remain as Managing Director and continue as a member of the Nominating Committee.

It was noted that there was no question raised for Ordinary Resolution 2.

ORDINARY RESOLUTION 3: RE-ELECTION OF MR CHIN CHEE CHOON AS A DIRECTOR OF THE COMPANY

Ordinary Resolution 3 was to re-elect Mr Chin Chee Choon, who retired pursuant to Regulation 96 of the Company's Constitution and had offered himself for re-election as a Director of the Company.

Upon re-election as a Director of the Company, Mr Chin Chee Choon shall remain as an Independent Director and continue as Chairman of the Audit Committee, member of the Nominating and Remuneration Committees respectively.

It was noted that there was no question raised for Ordinary Resolution 3.

**ORDINARY RESOLUTION 4:
RE-ELECTION OF MR SIM CHIN HOE AS A DIRECTOR OF THE COMPANY**

Ordinary Resolution 4 was to re-elect Mr Sim Chin Hoe, who retired pursuant to Regulation 96 of the Company's Constitution and had offered himself for re-election as a Director of the Company.

Upon re-election as a Director of the Company, Mr Sim Chin Hoe shall remain as an Independent Director and continue as the member of the Audit, Nominating and Remuneration Committees.

It was noted that there was no question raised for Ordinary Resolution 4.

**ORDINARY RESOLUTION 5:
APPROVAL FOR PAYMENT OF DIRECTORS' FEES OF S\$311,800 FOR THE FINANCIAL YEAR
ENDING 31 JULY 2024**

Ordinary Resolution 5 was to approve the payment of Directors' fees of S\$311,800 for the financial year ending 31 July 2024.

It was noted that there was no question raised for Ordinary Resolution 5.

**ORDINARY RESOLUTION 6:
RE-APPOINTMENT OF MESSRS ERNST & YOUNG LLP AS AUDITORS OF THE COMPANY
AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

Ordinary Resolution 6 was to re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. Messrs Ernst & Young LLP had expressed their willingness to continue in office.

It was noted that there was no question raised for Ordinary Resolution 6.

8. SPECIAL BUSINESS

**ORDINARY RESOLUTION 7:
AUTHORITY TO ALLOT AND ISSUE SHARES**

The Chairman informed the Meeting that no notice of any other ordinary business had been received and the meeting shall proceed to deal with the special business of the Meeting.

Ordinary Resolution 7 was to authorise the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Catalist Rules. The full text of the motion was set out in the Notice of AGM dated 7 November 2023.

It was noted that there was no question raised for Ordinary Resolution 7.

**ORDINARY RESOLUTION 8:
AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE SOUTHERN ALLIANCE MINING
PERFORMANCE SHARE PLAN**

Ordinary Resolution 8 was to authorise the Directors to allot and issue shares pursuant to the Southern Alliance Mining Performance Share Plan. The full text of the motion was set out in the Notice of AGM dated 7 November 2023.

It was noted that there was no question raised for Ordinary Resolution 8.

**ORDINARY RESOLUTION 9:
RENEWAL OF SHARE PURCHASE MANDATE**

Ordinary Resolution 9 was to seek the Shareholders' approval for the renewal of the general and

unconditional mandate given to the Directors of the Company to purchase or otherwise, acquire the shares of the Company on the terms of such mandate. The full text of the motion was set out in the Notice of AGM dated 7 November 2023.

It was noted that there was no question raised for Ordinary Resolution 9.

**ORDINARY RESOLUTION 10:
RENEWAL OF SHAREHOLDERS' MANDATE FOR INTERESTED PERSONS TRANSACTIONS**

Ordinary Resolution 10 was to seek the Shareholders' approval for the renewal of the Shareholders' mandate for interested persons transactions. The full text of the motion was set out in the Notice of AGM dated 7 November 2023.

It was noted that there was no question raised for Ordinary Resolution 10.

9. CONDUCT OF POLL PROCEDURE

- 9.1 It was noted that the representative from Entrust Advisory Pte. Ltd. was invited to brief the poll voting procedure to the Meeting.
- 9.2 The Meeting then proceeded with poll voting procedure.
- 9.3 After ensuring there was no more poll voting slips to be submitted, the Chairman declared the poll closed.

10. RESULTS OF THE POLL

The results of the poll on each resolution put to vote at the AGM, duly verified by the Independent Scrutineer, Entrust Advisory Pte. Ltd. was announced at the Meeting as follows:

Resolution No. and Details	Total No. of Shares represented by votes for and against the relevant resolution	For		Against	
		No. of shares	As a percentage of total number of votes for and against the resolution (%)	No. of shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Resolution 1 Adoption of Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 July 2023 together with the Auditors' Report thereon.	331,746,700	331,736,700	100.00%	10,000	N.M.
Ordinary Resolution 2 Re-election of Dato' Sri Pek Kok Sam, as a Director of the Company (Pursuant to Regulation 96).	28,635,400	28,625,400	99.97%	10,000	0.03%

Resolution No. and Details	Total No. of Shares represented by votes for and against the relevant resolution	For		Against	
		No. of shares	As a percentage of total number of votes for and against the resolution (%)	No. of shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Resolution 3 Re-election of Mr Chin Chee Choon as a Director of the Company (Pursuant to Regulation 96).	331,746,700	331,736,700	100.00%	10,000	N.M.
Ordinary Resolution 4 Re-election of Mr Sim Chin Hoe, as a Director of the Company (Pursuant to Regulation 96).	331,746,700	331,736,700	100.00%	10,000	N.M.
Ordinary Resolution 5 Approval for payment of Directors' fees of S\$311,800 for the financial year ended 31 July 2024.	331,746,700	331,736,700	100.00%	10,000	N.M.
Ordinary Resolution 6 Re-appointment of Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.	331,746,700	331,736,700	100.00%	10,000	N.M.
Ordinary Resolution 7 Authority to allot and issue shares.	331,746,700	331,736,700	100.00%	10,000	N.M.
Ordinary Resolution 8 Authority to allot and issue Shares under the Southern Alliance Mining Performance Share Plan.	331,746,700	331,736,700	100.00%	10,000	N.M.
Ordinary Resolution 9 Renewal of Share Purchase Mandate.	331,746,700	331,736,700	100.00%	10,000	N.M.

Resolution No. and Details	Total No. of Shares represented by votes for and against the relevant resolution	For		Against	
		No. of shares	As a percentage of total number of votes for and against the resolution (%)	No. of shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Resolution 10 Renewal of Shareholders' Mandate for Interested Persons Transactions.	6,035,400	6,025,400	99.83%	10,000	0.17%

Based on the results of the poll, all resolutions set out in the Notice of AGM dated 7 November 2023 were declared as duly carried.

11. CONCLUSION

There being no other business to transact, the Chairman declared the AGM of the Company closed at 2.45 p.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings

Dato' Teh Teck Tee
Chairman of Meeting