

TAKA JEWELLERY HOLDINGS LIMITED

(Company Registration No. 201526542C)

(Incorporated in Singapore)

MINUTES OF ANNUAL GENERAL MEETING

- PLACE** : 3, Kaki Bukit Place, Eunos Techpark, Singapore 416181
- DATE** : Wednesday, 29 October 2025
- TIME** : 9.30 a.m.
- PRESENT** : Board of Directors
Dr. Tan Kia King
(Non-Executive Chairman and Independent Director)
- Mr. Teo Boon Leng
(Managing Director)
- Mr. Ang Kah Leong
(Executive Director)
- Mr. Kuan Cheng Tuck
(Independent Director)
- Ms. Young Sau Kwan Joanna
(Independent Director)
- PRESENT IN PERSON** : *Shareholders
As per attendance list
- IN ATTENDANCE** : Ms. Wong Yoen Har
(Company Secretary)
- BY INVITATION** : Group Financial Controller – Mr. Albert Tang (“**GFC**”)
*Sponsors – PrimePartners Corporate Finance Pte. Ltd.
*Auditors – Ernst & Young LLP
*Polling Agent – Boardroom Corporate & Advisory Services Pte. Ltd.
*Scrutineers – Reliance 3P Advisory Services Pte. Ltd.
*Other invitees as per attendance list
- CHAIRMAN** : Dr. Tan Kia King

** Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the names of the shareholders and professionals who have attended the Annual General Meeting would not be published in these minutes.*

QUORUM

As a quorum was present, the Chairman declared the Company’s Annual General Meeting (the “**Meeting**”) open at 9.30 a.m..

WELCOME ADDRESS

The Chairman introduced members of the Board of Directors, Group Financial Controller, Sponsors, Company Secretary, Auditors, Polling Agent and Scrutineers to the shareholders of the Company (the “**Shareholders**”).

NOTICE

The Notice of the Meeting dated 10 October 2025, which had been issued and made available to all Shareholders, was taken as read.

The Chairman informed that the Company did not receive any questions before the Meeting.

PROCEDURE OF MEETING

The Chairman informed that in his capacity as the Chairman, he has requested a poll in accordance with Article 85(2) of the Company's Constitution and in compliance with the requirement of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**") for all listed companies to conduct voting by poll for all general meetings.

ORDINARY BUSINESS:

1. **DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025 TOGETHER WITH THE INDEPENDENT AUDITOR'S REPORT**
– ORDINARY RESOLUTION 1

Ordinary Resolution 1 was to receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2025 ("**AFS FY2025**") together with the Independent Auditor's Report.

The Chairman invited all proposers and seconders to identify themselves before they proposed and seconded the motion. The Chairman then requested a shareholder to each propose and second the motion.

The motion was duly proposed and seconded.

2. **ONE-TIER TAX EXEMPT FINAL DIVIDEND OF 0.268 SINGAPORE CENTS PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025**
– ORDINARY RESOLUTION 2

Ordinary Resolution 2 dealt with the declaration and payment of one-tier tax-exempt final dividend of 0.268 Singapore cents per ordinary share for the financial year ended 30 June 2025.

The motion was duly proposed and seconded.

As the next resolution dealt with the re-election of Dr. Tan Kia King as Director of the Company, Ms Joanna Young took over the chairmanship of the resolution.

3. **RE-ELECTION OF DR. TAN KIA KING AS DIRECTOR OF THE COMPANY PURSUANT TO ARTICLE 114 OF THE CONSTITUTION OF THE COMPANY**
- ORDINARY RESOLUTION 3

Ordinary Resolution 3 dealt with the re-election of Dr. Tan Kia King as Director of the Company.

The Meeting was informed that Dr. Tan Kia King who retired as Director of the Company pursuant to Article 114 of the Constitution of the Company and being eligible has offered himself for re-election.

Dr. Tan Kia King would remain as the Non-Executive Chairman and Independent Director of the Company, Chairman of the Remuneration Committee and Member of the Audit Committee and Nominating Committee upon the passing of Ordinary Resolution 3.

The motion was duly proposed and seconded.

Ms Joanna Young returned the chairmanship to Dr. Tan Kia Ling to resume the conduct of the Meeting.

**4. RE-ELECTION OF MR. KUAN CHENG TUCK AS DIRECTOR OF THE COMPANY PURSUANT TO ARTICLE 114 OF THE CONSTITUTION OF THE COMPANY
- ORDINARY RESOLUTION 4**

Ordinary Resolution 4 dealt with the re-election of Mr. Kuan Cheng Tuck as Director of the Company.

The Meeting was informed that Mr. Kuan Cheng Tuck who retired as Director of the Company pursuant to Article 114 of the Constitution of the Company and being eligible has offered himself for re-election.

Mr. Kuan Cheng Tuck would remain as an Independent Director of the Company, Chairman of the Audit Committee and Member of the Nominating Committee and Remuneration Committee upon the passing of Ordinary Resolution 4.

The motion was duly proposed and seconded.

**5. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2026 PAYABLE QUARTERLY IN ARREARS
- ORDINARY RESOLUTION 5**

Ordinary Resolution 5 was to approve the payment of Directors' Fees for the financial year ending 30 June 2026 payable quarterly in arrears. The Board had recommended the payment of S\$180,000 as Directors' Fees for the financial year ending 30 June 2026 to be paid quarterly in arrears.

The motion was duly proposed and seconded.

**6. RE-APPOINTMENT OF INDEPENDENT AUDITOR OF THE COMPANY
- ORDINARY RESOLUTION 6**

Ordinary Resolution 6 was to re-appoint Ernst & Young LLP as Independent Auditor of the Company and to authorise the Directors of the Company to fix their remuneration.

It was noted that Ernst & Young LLP had expressed their willingness to continue in office.

The motion was duly proposed and seconded.

7. ANY OTHER BUSINESS

There being no other ordinary business to transact, the Meeting proceeded to deal with the Special Business.

SPECIAL BUSINESS:

**8. AUTHORITY TO ALLOT AND ISSUE SHARES
- ORDINARY RESOLUTION 7**

Ordinary Resolution 7 dealt with the authorisation to the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967, Singapore, and Rule 806 of the Catalyst Rules.

The motion was duly proposed and seconded.

**9. PROPOSED RENEWAL OF SHARE BUYBACK MANDATE
- ORDINARY RESOLUTION 8**

Ordinary Resolution 8 was to seek shareholders' approvals for the renewal of Share BuyBack Mandate and to authorise the Directors of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company from time to time in accordance with the Terms of the Share Buy-Back Mandate as set out in the Letter to Shareholders dated 10 October 2025.

The motion was duly proposed and seconded.

10. VOTING BY POLL AND COUNTING OF VOTES

As there were no further questions, the Chairman proceeded with the formalities of conducting a poll on the resolutions.

The Chairman informed that Reliance 3P Advisory Pte. Ltd. and Boardroom Corporate & Advisory Services Pte. Ltd. were appointed as Scrutineer and Polling Agent respectively.

Representative from Reliance 3P Advisory Pte. Ltd. briefed Shareholders on the Poll Voting Procedure.

The Meeting paused at 9.45 a.m. for tabulation of the results of the poll.

11. RESULTS OF THE POLL

The Meeting resumed at 10.05 a.m..

The Chairman informed the Meeting that the votes have been counted and verified. The Chairman announced the results of the votes for the following resolutions:

**DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025 TOGETHER WITH THE INDEPENDENT
AUDITOR'S REPORT
- ORDINARY RESOLUTION 1**

The poll results announced were as follows:

	Number of shares	Percentage (%)
For	331,644,811	100.00
Against	0	0.00
Total Number of Valid Shares Cast	331,644,811	100.00

It was noted that 100% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared Ordinary Resolution 1 carried.

It was **RESOLVED**:

That the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2025 together with the Independent Auditor's Report be received and adopted.

**ONE-TIER TAX EXEMPT FINAL DIVIDEND OF 0.268 SINGAPORE CENTS PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025
- ORDINARY RESOLUTION 2**

The poll results announced were as follows:

	Number of shares	Percentage (%)
For	331,844,811	100.00
Against	0	0.00
Total Number of Valid Shares Cast	331,844,811	100.00

It was noted that 100% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared Ordinary Resolution 2 carried.

It was **RESOLVED**:

That the one-tier tax-exempt final dividend of 0.268 Singapore cents per ordinary share for the financial year ended 30 June 2025 be approved.

**RE-ELECTION OF DR. TAN KIA KING AS DIRECTOR OF THE COMPANY PURSUANT TO ARTICLE 114 OF THE CONSTITUTION OF THE COMPANY
- ORDINARY RESOLUTION 3**

The poll results announced were as follows:

	Number of shares	Percentage (%)
For	331,644,811	100.00
Against	0	0.00
Total Number of Valid Shares Cast	331,644,811	100.00

It was noted that 100% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared Ordinary Resolution 3 carried.

It was **RESOLVED**:

That Dr. Tan Kia King be re-elected as Director of the Company.

**RE-ELECTION OF MR. KUAN CHENG TUCK AS DIRECTOR OF THE COMPANY PURSUANT TO ARTICLE 114 OF THE CONSTITUTION OF THE COMPANY
- ORDINARY RESOLUTION 4**

The poll results announced were as follows:

	Number of shares	Percentage (%)
For	331,644,811	100.00
Against	0	0.00
Total Number of Valid Shares Cast	331,644,811	100.00

It was noted that 100% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared Ordinary Resolution 4 carried.

It was **RESOLVED**:

That Mr. Kuan Cheng Tuck be re-elected as Director of the Company.

**DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2026 PAYABLE QUARTERLY IN ARREARS
– ORDINARY RESOLUTION 5**

The poll results announced were as follows:

	Number of shares	Percentage (%)
For	331,644,811	99.94
Against	200,000	0.06
Total Number of Valid Shares Cast	331,844,811	100.00

It was noted that 99.94% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared Ordinary Resolution 5 carried.

It was **RESOLVED**:

That the payment of Directors' Fees of S\$180,000 for the financial year ending 30 June 2026 payable quarterly in arrears be approved.

**RE-APPOINTMENT OF INDEPENDENT AUDITOR OF THE COMPANY
– ORDINARY RESOLUTION 6**

The poll results announced were as follows:

	Number of shares	Percentage (%)
For	331,844,811	100.00
Against	0	0.00
Total Number of Valid Shares Cast	331,844,811	100.00

It was noted that 100% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared Ordinary Resolution 6 carried.

It was **RESOLVED**:

That Ernst & Young LLP be re-appointed as Independent Auditor of the Company until the conclusion of the next Annual General Meeting and that the Directors be authorized to fix their remuneration.

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

The poll results announced were as follows:

	Number of shares	Percentage (%)
For	331,844,811	100.00
Against	0	0.00
Total Number of Valid Shares Cast	331,844,811	100.00

It was noted that 100% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared Ordinary Resolution 7 carried.

It was **RESOLVED**:

That pursuant to Section 161 of the Companies Act 1967, Singapore and Rule 806 of Section B of the Singapore Exchange Securities Trading Limited Listing Manual: Rules of Catalist (the “**Catalist Rules**”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

- (2) (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

- (a) new Shares arising from the conversion or exercise of any convertible securities;
- (b) new shares arising from the exercising of share options or vesting of share awards, provided the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares,

any adjustments made in accordance with sub-paragraphs (2)(a) or (2)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the Resolution approving the mandate;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

**PROPOSED RENEWAL OF SHARE BUYBACK MANDATE
- ORDINARY RESOLUTION 8**

The poll results announced were as follows:

	Number of shares	Percentage (%)
For	2,600,703	100.00
Against	0	0.00
Total Number of Valid Shares Cast	2,600,703	100.00

It was noted that 100% of the votes, which were cast by Shareholders either in person or by proxy, voted for the resolution. The Chairman declared Ordinary Resolution 8 carried.

It was **RESOLVED**:

That for the purposes of Sections 76C and 76E of the Companies Act 1967, Singapore, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire issued Shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as ascertained as at the date of Annual General Meeting of the Company) at the price of up to but not exceeding the Maximum Purchase Price as defined in Section 2.3.4 of the Company's letter to shareholders in relation to the proposed renewal of the share buyback mandate dated 10 October 2025 (the "**Letter**"), in accordance with the Terms of the Share Buyback Mandate set out in the Letter. This mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company, the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

CONCLUSION

There being no other business to transact, the Chairman declared the Company's Annual General Meeting closed at 10.10 a.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

DR. TAN KIA KING
CHAIRMAN

*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

The contact person for the Sponsor is Ms Foo Jien Jieng, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.