

INCREDIBLE HOLDINGS LTD
(the “Company”)
(Incorporated in the Republic of Singapore)
Registration No.:199906220H

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD AT 4 LENG KEE ROAD #06-04 SIS BUILDING SINGAPORE 159088 ON TUESDAY, 15 AUGUST 2023 AT 3.00 P.M.

PRESENT

Directors

Mr Christian Kwok-Leun Yu Heilesen – Chairman of the meeting
Ms Eunice Veon Koh Pei Lee
Mr Leung Yu Tung Stanley
Ms Zhou Jia Lin
Mr Leung Kwok Kuen Jacob

Shareholders, Proxies and Invitees

Please refer to attendance lists attached.

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of the Personal Data Protection Act 2012, the names of the shareholders and proxies present at the meeting will not be published in these minutes.

WELCOME NOTE

On behalf of the Board of Directors, the Chairman of the meeting, Mr Heilesen welcomed the shareholders to the Annual General Meeting of Incredible Holdings Ltd.

The Chairman called the meeting to order after having confirmed that a quorum was present.

BRIEFING ON THE PROCEEDINGS OF POLL FOR THE MEETING

Before the Chairman proceeded with the business of the meeting, he informed the shareholders that all the resolutions would be put to vote by way of manual poll in accordance with the requirements of the listing manual of the Singapore Exchange Securities Trading Limited. Agile 8 Solutions Pte. Ltd. was appointed as scrutineer. The scrutineer explained the Polling Procedures.

NOTICE OF MEETING

The Notice convening the meeting, having been in the hands of shareholders for the requisite period was, with the concurrence of the shareholders present, taken as read.

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AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 AND DIRECTORS’ STATEMENT AND AUDITORS’ REPORT THEREON (RESOLUTION 1)

With the shareholders’ concurrence, the Audited Financial Statements for the financial year ended 31 December 2022, the Directors’ Statement and Report of the Auditors were taken as read.

The Chairman proposed the following motion:

“That the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors’ Statement and Auditors’ report thereon, now laid before the Meeting, be and are hereby received and adopted.”

Before the motion was put to the vote, the Chairman invited questions from the shareholders.

The questions and answers are set out in Appendix 1.

After the questions and answers session, the motion was put to a vote by poll. The shareholders and proxies cast their votes on the poll voting slip.

DIRECTORS’ FEE OF S\$120,000.00 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (RESOLUTION 2)

The second motion on the agenda was to propose the Directors’ fee of S\$120,000 for the financial year ended 31 December 2022.

The Chairman proposed the following motion:

“That the payment of Directors’ fee of S\$120,000 for the financial year ended 31 December 2022 be and is hereby approved.”

The motion was put to vote by poll. The shareholders and proxies cast their votes on the poll voting slip.

RE-ELECTION OF DIRECTOR – MS EUNICE VEON KOH PEI LEE (RESOLUTION 3)

The next motion on the agenda dealt with the re-election of Ms Eunice Veon Koh Pei Lee, a Director of the Company retiring pursuant to Regulation 89 of the Company’s Constitution. Ms Veon signified her consent to continue in office.

The Chairman proposed the following motion: -

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"That Ms Eunice Veon Koh Pei Lee be and is hereby re-elected as a Director of the Company."

The motion was put to vote by poll. The shareholders and proxies cast their votes on the poll voting slip.

RE-ELECTION OF DIRECTOR – MS ZHOU JIA LIN (RESOLUTION 4)

The next motion on the agenda dealt with the re-election of Ms Zhou Jia Lin, a Director of the Company retiring pursuant to Regulation 89 of the Company's Constitution. Ms Zhou has signified her consent to continue in office.

Ms Zhou Jia Lin will upon re-election as a Director of the Company, remain as the Director and member of the Audit Committee.

The Chairman proposed the following motion: -

"That Ms Zhou Jia Lin be and is hereby re-elected as a Director of the Company."

The motion was put to vote by poll. The shareholders and proxies cast their votes on the poll voting slip.

RE-APPOINTMENT OF AUDITORS (RESOLUTION 5)

The Chairman proposed the motion to re-appoint RT LLP as auditors. He informed the shareholders that the Audit Committee had recommended the re-appointment of RT LLP as auditors and they had consented to their re-appointment.

The Chairman proposed the following motion : -

"That RT LLP be and are hereby re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting at a fee to be agreed between the Directors and the Auditors."

The motion was put to vote by poll. The shareholders and proxies cast their votes on the poll voting slip.

SPECIAL BUSINESS –AUTHORITY TO ISSUE SHARES (RESOLUTION 6)

The next motion on the agenda was to authorise the Directors to issue shares pursuant to Section 161 of the Companies Act 1967.

The Chairman proposed the motion as set out in the Notice of AGM.

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The motion was put to vote by poll. The shareholders and proxies cast their votes on the poll voting slip.

SPECIAL BUSINESS – AUTHORITY TO GRANT AWARDS AND ISSUE SHARES UNDER THE INCREDIBLE HOLDINGS PERFORMANCE SHARE PLAN (RESOLUTION 7)

The next motion on the agenda was to authorise the Directors to grant awards and issue shares under the Incredible Holdings Performance Share Plan.

The Chairman proposed the motion as set out in the Notice of AGM.

The motion was put to vote by poll. The shareholders and proxies cast their votes on the poll voting slip.

POLL RESULT

The meeting was adjourned for the scrutineer to scrutinize and count the votes. The meeting resumed after a break and the Chairman of the meeting read the results of the poll votes as follows: -

AGM Resolution No.	Total number of shares represented by votes for and against the relevant resolution	For		Against		Carried/ Not carried
		Number of shares	%	Number of shares	%	
Resolution 1 To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2022 and the Directors' Statement and Auditors' Report thereon.	1,733,383,931	1,726,158,526	99.58%	7,225,405	0.42%	Carried
Resolution 2 To approve the payment of	1,733,383,931	1,726,141,486	99.58%	7,242,445	0.42%	Carried

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Directors' fees of S\$120,000 for the financial year ended 31 December 2022						
Resolution 3 To re-elect Ms Eunice Veon Koh Pei Lee who is retiring under Regulation 89 of the Constitution of the Company.	1,733,383,931	1,726,143,526	99.58%	7,240,405	0.42%	Carried
Resolution 4 To re-elect Mr Zhou Jia Lin who is retiring under Regulation 89 of the Constitution of the Company.	1,733,383,931	1,726,143,526	99.58%	7,240,405	0.42%	Carried
Resolution 5 To re-appoint RT LLP as Auditors of the Company and to authorize the Directors to fix their remuneration.	1,733,383,931	1,726,158,526	99.58%	7,225,405	0.42%	Carried
Resolution 6 To authorise Directors to issue shares pursuant to Section 161 of the Companies Act 1967 and Listing Rules of Catalist of the Singapore Exchange Securities Trading Limited	1,733,383,931	1,726,058,926	99.58%	7,325,005	0.42%	Carried

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Resolution 7	21,684,900	14,344,495	68.15%	7,340,405	33.85%	Carried
To authorize Directors to grant awards and issue shares under the Incredible Holdings Performance Share Plan.						

CONCLUSION

There being no further business, the Chairman called the meeting to a close at 3.55 p.m.

Confirmed by

Mr Christian Kwok-Leun Yu Heilesen
Chairman of the Meeting