



(Company Registration No. 198803225E)

Minutes of the Annual General Meeting of Ocean Sky International Limited (the "**Company**") held at Raffles Marina, Bridge Room, Level 2, 10 Tuas West Drive, Singapore 638404 on Tuesday, 29 April 2025 at 10.00 a.m.

Present

Board of Directors

Mr Ang Boon Cheow Edward – Executive Chairman & Chief Executive Officer

Mr Toh David Ka Hock – Lead Independent Non-Executive Director

Mr Chia Boon Kuah – Independent Non-Executive Director

Mr Tan Teng Wee – Independent Non-Executive Director

Shareholders

As per attendance record maintained by the Company.

In attendance

As per attendance record maintained by the Company.

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of the Personal Data Protection Act 2012, the names of the shareholders and proxies present at the meeting will not be published in this minutes.

The Executive Chairman and Chief Executive Officer of the Board of Directors, Mr Ang Boon Cheow Edward, chaired the Annual General Meeting ("**AGM**" or the "**Meeting**"). Having noted that a quorum was present, he called the Meeting to order.

In the opening remarks, the Chairman extended a warm welcome to the shareholders and introduced the fellow Board members, Financial Controller cum Company Secretary, the representatives from the Auditors, BDO LLP and the Continuing Sponsor, UOB Kay Hian Private Limited present at the Meeting.

The notice convening the Meeting was confirmed to have been read. The Chairman informed that voting on all resolutions to be passed at the Meeting would be conducted by poll pursuant to Rule 730A(2) of the Listing Manual Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**") and Regulation 58 of the Company's Constitution. Pursuant to the authority avail to him under the Company's Constitution, the Chairman demanded a poll for voting on all resolutions.

The Chairman informed the Meeting that, in his capacity as Chairman of the Meeting, he had been appointed as proxy by several shareholders and would vote in accordance with their instructions received from them.

The Meeting was informed of the appointments of Boardroom Corporate & Advisory Services Pte. Ltd. (the "**Polling Agent**") and DrewCorp Services Pte Ltd (the "**Scrutineer**") as polling agent and scrutineer of the Meeting respectively. The representative of the Polling Agent was called upon to explain the polling procedures and polling system.



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The Meeting further noted that a total of seven (7) ordinary resolutions would be tabled for approval at the AGM. The Chairman advised that shareholders cast their votes on each resolution progressively, using the polling voting slip provided upon registration. This polling voting slip would be used to record votes for all resolutions tabled at the AGM. Following the conclusion of all resolutions, shareholders were requested to submit their completed polling voting slips for collection. The results of the poll would be announced after the votes had been counted by the Polling Agent and verified by the Scrutineer.

The Chairman informed the Meeting that the Company had extended an invitation to shareholders to submit questions in advance in respect of the resolutions set out in the Notice of AGM. It was noted that, as at the date of the Meeting, the Company had not received any questions from shareholders pertaining to the said resolutions. The Chairman further advised that shareholders would also be given the opportunity to raise questions during the Meeting, and that any such questions would be addressed in the context of the relevant resolution being tabled

The Chairman then proceeded with the business of the Meeting.

ORDINARY BUSINESS

ORDINARY RESOLUTION 1 – RECEIVE AND ADOPTION OF DIRECTORS’ STATEMENT, AUDITED FINANCIAL STATEMENTS AND AUDITORS’ REPORT

The Chairman informed the shareholders 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 2024 together with the Directors’ Statement and the Independent Auditor’s Report thereon.

The following Ordinary Resolution 1 was duly proposed and seconded:

“That the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2024 together with the Auditors’ Report thereon be and are hereby received and adopted.”

The Meeting then proceeded to address any questions raised by shareholders in relation to the resolution.

As no questions were raised, Ordinary Resolution 1 was put to a vote by poll and the Chairman requested the shareholders and proxies to cast their votes accordingly.

ORDINARY RESOLUTION 2 – RE-ELECTION OF MR ANG BOON CHEOW EDWARD AS DIRECTOR

The Chairman proceeded with Ordinary Resolution 2, which related to the re-election of Mr Ang Boon Cheow Edward as a Director of the Company pursuant to Regulation 89 of the Company’s Constitution. As the resolution concerned his own re-election, the Chairman handed over the conduct of the Meeting to Mr Toh David Ka Hock, the Independent Director.

Mr Toh David Ka Hock informed the Meeting that Ordinary Resolution 2 was in respect of the re-election of Mr Ang Boon Cheow Edward as a Director of the Company pursuant to Regulation 89 of the Company’s Constitution. It was noted that Mr Ang Boon Cheow Edward had consented to continue in office.



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Upon his re-election as a Director of the Company, Mr Ang Boon Cheow Edward shall remain as Executive Chairman, Chief Executive Officer and continue to serve on as a member of the Nominating Committee as previously appointed.

The following Ordinary Resolution 2 was duly proposed and seconded:

“That Mr Ang Boon Cheow Edward, who retired pursuant to Regulation 89 of the Company’s Constitution, being eligible and having offered himself for re-election, be and is hereby re-elected as Director of the Company.”

Mr Toh David Ka Hock then proceeded to address any questions raised by shareholders regarding the resolution.

In the absence of any questions, Ordinary Resolution 2 was put to vote by poll, with Mr Toh David Ka Hock requesting the shareholders and proxies to cast their votes accordingly. It was noted that Mr Ang Boon Cheow Edward would abstain from voting on Ordinary Resolution 2 to uphold good corporate governance practices.

Following the conclusion of the discussion on Ordinary Resolution 2, Mr Toh David Ka Hock handed the conduct of the Meeting back to the Chairman.

ORDINARY RESOLUTION 3 – RE-ELECTION OF MR TOH DAVID KA HOCK AS DIRECTOR

The Chairman proceeded with Ordinary Resolution 3, which concerned the re-election of Mr Toh David Ka Hock as a Director of the Company, pursuant to Regulation 89 of the Company’s Constitution. Mr Toh David Ka Hock, being eligible, had consented to stand for re-election. Upon his re-election as a Director of the Company, Mr Toh David Ka Hock shall remain as the Lead Independent Director and Chairman of Audit Committee as well as a member of the Remuneration Committee and the Nominating Committee of the Company as previously appointed.

The following Ordinary Resolution 3 was duly proposed:

“That Mr Toh David Ka Hock, who retired pursuant to Regulation 89 of the Company’s Constitution, being eligible and having offered himself for re-election, be and is hereby re-elected as Director of the Company.”

The Chairman then invited any questions from shareholders regarding the resolution. In the absence of any questions, Ordinary Resolution 3 was put to a vote by poll. The Chairman then instructed shareholders and proxies to cast their votes using the poll voting papers provided.

ORDINARY RESOLUTION 4 – PAYMENT OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025, PAYABLE QUARTERLY IN ARREARS

The Chairman sought shareholders’ approval to pay the amount of S\$125,000 as Directors’ fees for the financial year ending 31 December 2025, to be paid quarterly in arrears.

The following Ordinary Resolution 4 was duly proposed and seconded:

“That the payment of S\$125,000 as Directors’ fees for the financial year ending 31 December 2025, payable quarterly in arrears be and is hereby approved.”



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The Chairman then proceeded to address any questions raised by shareholders regarding the resolution. In the absence of any questions, Ordinary Resolution 4 was put to a vote by poll, and the Chairman requested shareholders and proxies to cast their votes accordingly.

ORDINARY RESOLUTION 5 – RE-APPOINTMENT OF MESSRS BDO LLP AS INDEPENDENT AUDITORS AND AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The Chairman informed the Meeting that Ordinary Resolution 5 was to approve the re-appointment of the retiring Auditors, BDO LLP, who had expressed their willingness to continue in office, and to authorize the Directors of the Company to determine their remuneration. The Meeting noted that the Audit Committee had reviewed the proposed re-appointment and was satisfied that the nature and extent of the non-audit services provided by BDO LLP to the Company would not compromise their independence and objectivity.

The following Ordinary Resolution 5 was duly proposed and seconded:

“That BDO LLP be and is hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.”

The Chairman then proceeded to address any questions raised by shareholders regarding the resolution. In the absence of any questions, Ordinary Resolution 5 was put to a vote by poll, and the Chairman requested shareholders and proxies to cast their votes accordingly.

ANY OTHER ORDINARY BUSINESS

The Chairman informed the Meeting that no notice had been received regarding the transaction of any other ordinary business. Consequently, the Meeting proceeded to address the special business of the AGM.

SPECIAL BUSINESS

ORDINARY RESOLUTION 6 – AUTHORITY TO ISSUE SHARES AND CONVERTIBLE SECURITIES

The Chairman then proceeded with Ordinary Resolution 6, which related to the authority to be granted to the Directors to issue shares pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Catalist Rules. He informed the Meeting that the full text of the resolution was set out in the Notice of the AGM.

The following Ordinary Resolution 6 was duly proposed and seconded:

“THAT pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Act**”), the Constitution and Rule 806 of the Catalist Rules (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue shares in the capital of the Company (the “**Shares**”) whether by way of rights, bonus or otherwise; and/or



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- (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 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 may in their absolute discretion deem fit; and

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue:

- (i) additional instruments as adjustments in accordance with the terms and conditions of the Instruments made or granted by the directors while this Resolution was in force; and
- (ii) Shares in pursuance of any Instruments made or granted by the directors while this Resolution was in force or such additional Instruments in (b)(i) above,

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below) or such other limit as may be prescribed by the Catalist Rules as at the date of this Resolution is passed, of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below) or any such other limit as may be prescribed by the Catalist Rules as at the date of this Resolution is passed;
- (2) 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, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:-
 - (i) new Shares arising from the conversion or exercise of convertible securities;
 - (ii) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;
- (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 SGX-ST), all applicable legal requirements under the Companies Act, and otherwise, the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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 the earlier."



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The Chairman then invited any questions from shareholders regarding the resolution. In the absence of any questions, Ordinary Resolution 6 was put to a vote by poll, with the Chairman requesting shareholders and proxies to cast their votes as directed on the poll voting papers.

ORDINARY RESOLUTION 7 – PROPOSED RENEWAL OF SHARE PURCHASE MANDATE

The Chairman proceeded to address Ordinary Resolution 7, which pertained to the authority to be granted to the Directors of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company. He informed the Meeting that the full text of the resolution was set out in the Notice of the AGM and that the relevant guidelines were provided in the Appendix 1 annexed to the Company's Annual Report.

The following Ordinary Resolution 7 was duly proposed and seconded:

"THAT:

- (a) for the purposes of the Companies Act 1967 of Singapore (the "**Act**"), the exercise by the Directors of the Company of all the powers of the Company to use Funds (as defined hereinafter) to purchase or otherwise acquire the ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Maximum Limit (as defined hereinafter), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as defined hereinafter), whether by way of:
- (i) on-market purchases (each an "**On-Market Purchase**") on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"); and/or
 - (ii) off-market purchases (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit based on the requirements of Section 76C of the Act,

and in accordance with all other laws and regulations of Singapore and the listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**").

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- (i) the date on which the next annual general meeting of the Company is held or required by the law to be held;
 - (ii) the date on which the share purchases are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Purchase Mandate is revoked or varied;



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(c) in this Resolution:

"Funds" means internal sources of funds of the Company. Illustrations of the financial impact of the use of Funds are set out in the Appendix 1;

"Maximum Limit" means that number of Shares representing ten per cent. (10%) of the issued ordinary share capital of the Company as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period (as defined hereinafter), in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time);

"Relevant Period" means the period commencing from the date on which the last annual general meeting was held and expiring on the date the next annual general meeting is held or is required by law to be held or the date on which the share purchases are carried out to the full extent of the Share Purchase Mandate or the date the said mandate is revoked or varied by the Company in a general meeting, whichever is the earlier, after the date of this Resolution; and

"Maximum Price", in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of an On-Market Purchase: 105% of the Average Closing Price;

(ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price, where:

"Average Closing Price" means the average of the closing market prices of a share over the last five (5) market days, on which transactions in the Shares were recorded, preceding the day of the On-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) market days period;

"date of the making of the offer" means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

(d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution."

The Chairman then invited questions from shareholders pertaining to the resolution. As there were no questions, Ordinary Resolution 7 was put to a vote by poll. The Chairman requested shareholders and proxies to cast their votes accordingly and submit their completed poll voting slips.

Following the collection of all polling slips by the Polling Agent, the Chairman declared the poll closed. The Meeting was then adjourned at 10:20 a.m. to facilitate the counting and verification of votes by the Polling Agent and the Scrutineer.



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Following the counting of votes cast for all resolutions by the Polling Agent and verification by the Scrutineer, the Chairman reconvened the Meeting at 10:40 a.m. and announced the results of the poll as follows:

Resolution Number	Total number of shares represented by votes for and against the 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 (%)
Ordinary Resolution 1	325,842,509	325,842,509	100.0	0	0
Ordinary Resolution 2	15,834,654	15,834,654	100.0	0	0
Ordinary Resolution 3	325,842,509	325,842,509	100.0	0	0
Ordinary Resolution 4	325,842,509	325,842,509	100.0	0	0
Ordinary Resolution 5	325,842,509	325,842,509	100.0	0	0
Ordinary Resolution 6	325,842,509	325,842,509	100.0	0	0
Ordinary Resolution 7	325,842,509	325,842,509	100.0	0	0

Based on the results of the poll, the Chairman declared that all Ordinary Resolution 1 to 7 were duly carried.

CONCLUSION

There being no other business to transact, the Chairman declared the AGM closed at 10:45 a.m. and thanked everyone for their attendance.

Confirmed as a correct record of the proceedings of the meeting,

Signed

Ang Boon Cheow Edward
 Chairman



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This announcement has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited ("**Sponsor**").

This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assume 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 Mr Lance Tan, Senior Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone no. (65) 6590 6881.