

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“**AGM**” or “**Meeting**”) of Asian Micro Holdings Limited (the “**Company**”) will be held by electronic means on Friday, 22 October 2021 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2021 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr. Lim Kee Liew @ Victor Lim, a Director retiring pursuant to Article 89 of the Company’s Constitution. [See Explanatory Note (i)] **(Resolution 2)**
3. To re-elect Mr. Chue Wai Tat, a Director retiring pursuant to (i) Article 89 of the Company’s Constitution and (ii) Rule 406(3)(d)(iii) of the Listing Manual – Section B: Rules of Catalist of Singapore Exchange Securities Trading Limited (“**Catalist Rules**”) which will come into effect on 1 January 2022. [See Explanatory Notes (i) and (ii)] **(Resolution 3a)**
4. That subject to and contingent upon the passing of Ordinary Resolution 3a above, to approve the continued appointment of Mr. Chue Wai Tat as an Independent Director of the Company, pursuant to Rule 406(3)(d)(iii) of the Catalist Rules which will come into effect on 1 January 2022, for a period ending on the earlier of the following: (a) the retirement or resignation of Mr. Chue Wai Tat as a Director; or (b) the conclusion of the third AGM of the Company following the passing of Ordinary Resolution 3b. [See Explanatory Notes (i) and (ii)] **(Resolution 3b)**
5. To approve the payment of Directors’ fees of S\$29,000 for the financial year ended 30 June 2021. (FY2020: S\$29,000) **(Resolution 4)**
6. To re-appoint Messrs Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
7. To transact any other routine business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

8. Authority to issue shares

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of 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

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- 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 exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules;
 - (c) 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 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.
[See Explanatory Note (iii)] **(Resolution 6)**

By Order of the Board

Toh Li Ping, Angela
Joint Company Secretary

6 October 2021

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Explanatory Notes:

- (i) The information relating to Mr. Lim Kee Liew @ Victor Lim and Mr. Chue Wai Tat as required under Rule 720(5) of the Catalist Rules is set out on pages 35 to 37 of the Annual Report.
- (ii) Effective 1 January 2022, Rule 406(3)(d)(iii) of the Catalist Rules provides that a director will not be independent if he has been a director for an aggregate period of more than 9 years (whether before or after listing) and his continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the chief executive officer of the issuer, and associates of such directors and chief executive officer. For the purpose of the resolution referred to in (B), the directors and the chief executive officer of the issuer, and their respective associates, must not accept appointment as proxies unless specific instructions as to voting are given. Such resolutions may remain in force until the earlier of the following:- (X) the retirement or resignation of the director; or (Y) the conclusion of the third annual general meeting of the issuer following the passing of the resolutions.

Pursuant to Transitional Practice Note 2 Transitional Arrangements Regarding Code of Corporate Governance 2018 of the Catalist Rules which is effective from 1 January 2022 ("**Transitional Practice Note 2**"), to ensure that the independence designation of a director who has served for more than 9 years as at and from 1 January 2022 is not affected, the Company is required to seek and obtain approvals at general meeting held in calendar year 2021 for the continued appointment of an Independent Director who has served on the Board beyond nine years from the date of his first appointment. In accordance with Rule 406(3)(d)(iii) of the Catalist Rules, such approvals will remain valid until the conclusion of the third AGM from such approvals.

In view of the above, as Mr. Chue Wai Tat, an Independent Director of the Company, has served on the Board beyond 9 years from the date of his first appointment, he is seeking shareholders' approval pursuant to Rule 406(3)(d)(iii) of the Catalist Rules which will come into effect on 1 January 2022 and in accordance with Transitional Practice Note 2.

For the purposes of Ordinary Resolution 3b, the Directors and the Chief Executive Officer of the Company and their respective associates (as defined in the Catalist Rules) (i) shall abstain from voting; and (ii) must not accept appointment as proxies unless specific instructions as to voting are given. Any votes cast by such persons in contravention of the foregoing shall be disregarded for the purposes of determining if this Ordinary Resolution has been passed.

Mr. Chue Wai Tat will, upon re-election as a Director of the Company, remain as the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

- (iii) The Ordinary Resolution 6 in item 8 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules, and any subsequent bonus issue, consolidation or subdivision of shares.

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Notes:

General

1. 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 amended from time to time), the Company has the option to hold a virtual meeting, even where the Company is permitted under safe distancing to hold a physical meeting. Due to current COVID-19 situation and the Company's efforts to minimise physical interactions and COVID-19 transmission risk to a minimum, the AGM of the Company will be held by way of electronic means and members will NOT be allowed to attend the AGM in person.
2. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in this Notice of AGM. The Notice of AGM is also made available on SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the following URL: <http://asianmicro.listedcompany.com/>.

Participation in AGM proceedings via "live" audio-visual webcast or "live" audio-only stream

3. A member will be able to participate at the AGM by watching the AGM proceedings via a "live" audio-video webcast via mobile phones, tablets or computers or listening to the proceedings through a "live" audio-only stream via telephone ("**Live Webcast/ Live Audio Stream**"). In order to do so, a member must pre-register by **10.00 a.m. on 19 October 2021** ("**Registration Deadline**"), at the following URL: <https://globalmeeting.bigbangdesign.co/asianmicro2021agm/> ("**Pre-registration Website**") for the Company to authenticate his/her/its status as members.
4. To pre-register the Live Webcast/Live Audio Stream, kindly access the Pre-registration Website, using either the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox.
5. Following the authentication of his/her/its status as a member, such member will receive an email on their authentication status with instructions on how to access the Live Webcast/Live Audio Stream of the proceedings of the AGM by **12.00 p.m. on 21 October 2021**.
6. Members who do not receive an email by **12.00 p.m. on 21 October 2021**, but have registered by the Registration Deadline, may contact the Company at the following email address: agm_egm@asianmicro.com.sg with the following details included: (1) the full name of member, and (2) his/her/its identification/registration number.
7. Investors who hold Shares through depository agents (as defined in Section 81SF of the Securities and Futures Act, Chapter 289) and wish to watch the "live" audio-visual webcast or listen to the "live" audio-only stream of the AGM must approach their respective depository agents to pre-register by **5.00 p.m. on 13 October 2021** in order to allow sufficient time for their respective depository agents to in turn register their interest with the Company.

Submission of Questions prior to the AGM

8. A member who pre-registers to watch/listen the Live Webcast/Live Audio Stream may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted no later than the Registration Deadline through any of the following means:
 - (a) via the Pre-registration Website; or
 - (b) in hard copy by depositing the same at the registered office of the Company at 63 Hillview Avenue #08-01 Lam Soon Industrial Building Singapore 669569.
9. Members are strongly encouraged to submit their questions via the Pre-registration Website.
10. The Company will endeavour to address all substantial and relevant questions received prior to the AGM via SGXNet and on its corporate website or during the AGM through the Live Webcast/Live Audio Stream.

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Voting by Proxy

11. **A member will not be able to vote through the Live Webcast/Live Audio Stream. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM.** In appointing the Chairman of the AGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the instrument appointing the Chairman of the AGM as proxy ("**Proxy Form**"), failing which the appointment will be treated as invalid.
12. The Proxy Form for the AGM can be accessed at the Company's website at the following URL: <http://asianmicro.listedcompany.com/>, and is made available with this Notice of AGM on SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> on the same day.
13. The Chairman of the AGM, as a proxy, need not be a member of the Company.
14. The Proxy Form must be submitted to the Company in the following manner:
 - (a) by depositing a hard copy by post at the registered office of the Company at 63 Hillview Avenue #08-01 Lam Soon Industrial Building Singapore 669569; or
 - (b) by sending a scanned PDF copy by email to agm_egm@asianmicro.com.sg,in either case, no later than **10.00 a.m. on 20 October 2021** ("**Proxy Deadline**").
15. A member who wishes to submit a Proxy Form must first **download, complete and sign the proxy form**, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.
16. **In view of the current COVID-19 situation and the related safe distancing measures, members are strongly encouraged to submit completed proxy forms electronically via email.**
17. The instrument appointing the Chairman of the AGM as proxy must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
18. The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the AGM as proxy).
19. Investors who hold 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 wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks, SRS approved banks or depository agents) to submit their voting instructions by **5.00 p.m. on 13 October 2021** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf no later than the Proxy Deadline.
20. In the case of a member whose Shares are entered against his/her name in the depository register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if such member is not shown to have Shares entered against his/her/its name in the depository register as at 72 hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.

No Despatch of physical copies

21. The following documents are made available to members on **6 October 2021** together with this Notice of AGM via SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the following URL: <http://asianmicro.listedcompany.com/>:
 - (a) Annual Report for the financial year ended 30 June 2021 ("**Annual Report**"); and
 - (b) Proxy Form in relation to the AGM.
22. There will be no despatch of printed copies of Annual Report, Notice of AGM and Proxy Form. Members are advised to check SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://asianmicro.listedcompany.com/> for the aforesaid documents.

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Personal data privacy:

By pre-registering for the Live Webcast/Live Audio Stream, submitting a Proxy Form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of such member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that where such member discloses the personal data of such member's proxy(ies) and/or representative(s) to the Company (or its agents), such member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that such member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such member's breach of warranty.