

**SINGAPORE MYANMAR INVESTCO LIMITED**  
(the “Company”)  
(Company Registration No.: 200505764Z)  
(Incorporated in the Republic of Singapore)

**MINUTES OF ANNUAL GENERAL MEETING**

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<b>PLACE</b>	:	Held by way of electronic means
<b>DAY &amp; DATE</b>	:	Tuesday, 27 October 2020
<b>TIME</b>	:	10.00 a.m.
<b>PRESENT</b>	:	As per the attendance list maintained by the Company.
<b>IN ATTENDANCE</b>	:	As per the attendance list maintained by the Company.
<b>CHAIRMAN</b>	:	Mr Ho Kwok Wai

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**WELCOME ADDRESS**

Mr Ho Kwok Wai, the Chairman of the Meeting (the “Chairman”) welcomed the shareholders of the Company (the “Shareholders”) to the Annual General Meeting (“AGM” or the “Meeting”) of Singapore Myanmar Investco Limited (the “Company, and together with its subsidiaries, the “Group”) convened and held by way of electronic means in view of the current COVID-19 restriction orders in Singapore and the related safe distancing measures. The Chairman introduced the board members present at the Meeting via live webcast.

**QUORUM**

Having confirmed with the Company Secretary that a quorum in accordance with Company’s Constitution was present, the Chairman called the AGM to order.

**NOTICE**

The Chairman took the notice of the Meeting as read.

**VOTING BY POLL**

The Chairman informed the Shareholders that the resolutions tabled at the Meeting would be decided by poll based on proxy votes received before the Meeting. The Chairman also informed the Meeting that in his capacity as Chairman of the Meeting, he 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.

The Chairman informed the Meeting that the Company had appointed Entrust Advisory Pte. Ltd. as the Scrutineer for the Meeting. The Scrutineer had independently verified all votes received for the resolutions tabled.

## **QUESTIONS FROM SHAREHOLDERS**

The Chairman invited Mr Mark Francis Bedingham, Executive Director, CEO and President of the Company to present a summary of the Group's financial highlights for FY2020 and an update on the Group's businesses to the Shareholders.

It was noted that the Company had invited Shareholders to submit their questions in relation to the resolutions set out in the Notice of AGM prior to the Meeting. There being no question received from Shareholders as at the cut-off date prior to the Meeting, the Chairman proceeded with the business of the Meeting.

### **RESOLUTION 1: TO RECEIVE AND ADOPT THE DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020 TOGETHER WITH THE INDEPENDENT AUDITORS' REPORT THEREON**

The first item on the agenda was to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2020 together with the Report of the Auditors thereon.

### **RESOLUTION 2: DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020**

The second item on the agenda was to approve the additional Directors' fees of S\$160,000 for the financial year ended 31 March 2020.

### **RESOLUTION 3: RE-ELECTION OF MR MARK FRANCIS BEDINGHAM AS DIRECTOR WHO IS RETIRING PURSUANT TO ARTICLE 91 OF THE COMPANY'S CONSTITUTION**

The third item on the Agenda was to re-elect Mr Mark Francis Bedingham as a Director of the Company, who retired pursuant to Article 91 of the Company's Constitution and had offered himself for re-election as a Director.

### **RESOLUTION 4: RE-ELECTION OF MR FONG SING CHAK JACK AS DIRECTOR WHO IS RETIRING PURSUANT TO ARTICLE 91 OF THE COMPANY'S CONSTITUTION**

The fourth item on the Agenda was to re-elect Mr Fong Sing Chak Jack, who retired pursuant to Article 91 of the Company's Constitution and had offered himself for re-election as a Director.

### **RESOLUTION 5: RE-APPOINTMENT OF MESSRS RSM CHIO LIM LLP AS AUDITORS OF THE COMPANY**

The fifth item of the Agenda was to re-Appointment of RSM Chio Lim LLP, as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the directors to fix their remuneration.

**RESOLUTION 6:  
 AUTHORITY TO ALLOT AND ISSUE SHARES**

Resolution 6 was to authorise the directors to allot and issue shares in the capital of the Company. The full text of the motion was set out in the Notice of AGM dated 12 October 2020.

**RESOLUTION 7:  
 AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE AWARDS GRANTED UNDER SMI PERFORMANCE SHARE PLAN**

Resolution 7 was to authorise the directors to allot and issue shares pursuant to the awards granted under SMI Performance Share Plan. The full text of the motion was set out in the Notice of AGM.

**RESOLUTION 8:  
 AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE EXERCISE OF OPTIONS UNDER SMI EMPLOYEE SHARE OPTION SCHEME**

The last item on the Agenda was to authorise the directors to allot and issue shares pursuant to the exercise of options under SMI Employee Share Option Scheme. The full text of the motion was set out in the Notice of AGM.

The results of the poll on each resolution put to vote at the AGM, duly verified by the appointed Scrutineers, Entrust Advisory Pte. Ltd. were as follows:

<b>RESOLUTION NO. 1</b>		
	<b>FOR</b>	<b>AGAINST</b>
NO. OF SHARES	211,436,779	0
PERCENTAGE	100.00%	0.00%

<b>RESOLUTION NO. 2</b>		
	<b>FOR</b>	<b>AGAINST</b>
NO. OF SHARES	211,436,779	0
PERCENTAGE	100.00%	0.00%

<b>RESOLUTION NO. 3</b>		
	<b>FOR</b>	<b>AGAINST</b>
NO. OF SHARES	211,436,779	0
PERCENTAGE	100.00%	0.00%

<b>RESOLUTION NO. 4</b>		
	<b>FOR</b>	<b>AGAINST</b>
NO. OF SHARES	211,436,779	0
PERCENTAGE	100.00%	0.00%

<b>RESOLUTION NO. 5</b>		
	<b>FOR</b>	<b>AGAINST</b>
NO. OF SHARES	211,436,779	0
PERCENTAGE	100.00%	0.00%

<b>RESOLUTION NO. 6</b>		
	<b>FOR</b>	<b>AGAINST</b>
NO. OF SHARES	203,818,092	7,618,687
PERCENTAGE	96.40%	3.60%

<b>RESOLUTION NO. 7</b>		
	<b>FOR</b>	<b>AGAINST</b>
NO. OF SHARES	203,818,092	7,618,687
PERCENTAGE	96.40%	3.60%

<b>RESOLUTION NO. 8</b>		
	<b>FOR</b>	<b>AGAINST</b>
NO. OF SHARES	203,818,092	7,618,687
PERCENTAGE	96.40%	3.60%

Based on the results of the poll, Chairman declared that all resolutions set out in the Notice of Annual General Meeting dated 12 October 2020 were duly carried.

## **CONCLUSION**

There being no other business to transact, the Chairman declared the Annual General Meeting of the Company closed at 10.30 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings

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Mr Ho Kwok Wai  
Chairman of Meeting