

mm2 Asia Ltd.

(Company Registration No. 201424372N)
(Incorporated in Singapore)
(the "Company")

MINUTES OF ANNUAL GENERAL MEETING

Mode of Meeting	:	By way of electronic means (Live Webcast)
Date	:	Thursday, 17 September 2020
Time	:	11.30 a.m.
In Attendance	:	Mr. Melvin Ang Wee Chye (Executive Chairman and Executive Director) Mr Tan Liang Pheng (Lead Independent Director) Mr. Thomas Lei Chee Kong (Independent Director) Mr. Jack Chia Seng Hee ("Mr Jack Chia") (Independent Director) Mr. Terry Mak Chi Hoo (Non-Independent Non-Executive Director) Mr. Dennis Chia Choon Hwee (Non-Independent Non-Executive Director) Mr Chang Long Jong (Group Chief Executive Officer) Mr. Chong How Kiat (Group Chief Financial Officer) Ms. Siau Kuei Lian, Company Secretary Mr. Low See Lien, Director, Auditor, Nexia TS Public Accounting Corporation
Polling Agent	:	B.A.C.S. Private Limited
Scrutineer	:	Finova BPO Pte. Ltd.
Shareholders and Proxies Participation	:	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of the Personal Data Protection Act 2012, the names of the shareholders and proxies present at the Meeting will not be published in this minute.

CHAIRMAN OF THE MEETING AND SPECIAL NOTE ON CONDUCT OF MEETING

Mr. Jack Chia, the Audit Committee Chairman was appointed in accordance with the Constitution of the Company to preside as the Chairman of the Meeting.

On behalf of the Board of Directors (the "**Board**"), Mr Jack Chia welcome shareholders for participating the Annual General Meeting (the "**Meeting**") or ("**AGM**") of the Company via live audio-visual webcast or "live" audio-only stream.

The Chairman of the Meeting informed the Shareholders that in view of the COVID-19 restriction orders in Singapore, the Company was unable to hold a physical AGM for FY2020. Despite such a restriction, the AGM was held by way of electronic means to enable the shareholders to participate the proceedings via "live" audio-visual webcast or "live" audio-only stream.

QUORUM

The Chairman of the Meeting called the meeting to order, after ascertaining that a quorum was present.

The Chairman of the Meeting then introduced his fellow Directors, Group Chief Executive Officer, Group Chief Financial Officer, Company Secretary and Auditors, who joined the AGM via webcast to the shareholders.

NOTICE OF AGM

The Chairman of the Meeting informed the shareholders that all pertinent information relating to the proposed resolutions in the AGM was set out in the Notice of this AGM dated 2 September 2020 together with the Annual Report for the financial year ended 31 March 2020 (“**FY2020**”) were circulated to the shareholders via SGXNET. The notice convening the AGM was taken as read.

POLL VOTING PROCEDURES

The Chairman of the Meeting informed the shareholders that as stated in the Notice of AGM, Shareholders had been advised to submit their votes by completing the proxy form to appoint the Chairman of the Meeting as proxy. All resolutions put forth in this AGM were voted by way of poll and all the resolutions were deemed to have duly proposed and seconded.

The Chairman of the Meeting further informed that the Company appointed Finova BPO Pte Ltd as Scrutineer and B.A.C.S. Private Limited as polling agent. The Scrutineer had checked the validity of the proxy forms received, are in order and verified the voting results.

ORDINARY BUSINESS

RESOLUTION 1 - STATEMENTS BY DIRECTORS AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020 TOGETHER WITH THE AUDITORS’ REPORT

The AGM proceeded to receive and consider the Statement by Directors and Audited Financial Statements of the Company for the financial year ended 31 March 2020 together with the Auditors’ Report thereon.

Based on the summary result which will be announced at the end of all resolutions being tabled, the Chairman of the Meeting declared the motion carried and it was resolved:

“That the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 March 2020 together with the Auditors’ Report be and are hereby received and adopted.”

RESOLUTION 2 - DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 MARCH 2021

The Board had recommended the payment of Directors’ Fees of S\$275,000.00 to Independent Directors, for the financial year ending 31 March 2021 to be paid quarterly in arrears.

Based on the summary result which will be announced at the end of all resolutions being tabled, the Chairman of the Meeting declared the motion carried and it was resolved:

“That the payment of the Directors’ fees of S\$275,000.00 to Independent Directors for the financial year ending 31 March 2021 to be paid quarterly in arrears be approved.”

RESOLUTION 3 - RE-ELECTION OF MR MELVIN ANG WEE CHYE AS A DIRECTOR

Resolution 3 was to re-elect Mr Melvin Ang Wee Chye (“**Mr Melvin Ang**”) as a Director of the Company. In accordance with Regulation 107 of the Company’s Constitution, Mr Melvin Ang would retire from office at the Meeting and being eligible, had offered himself for re-election.

Mr. Melvin Ang would, upon re-election as a Director of the Company, remain as Executive Chairman and Executive Director, and a member of the Nominating Committee of the Company.

Based on the summary result which will be announced at the end of all resolutions being tabled, the Chairman of the Meeting declared the motion carried and it was resolved:

“That Mr Melvin Ang be re-elected as a Director of the Company.”

RESOLUTION 4 - RE-ELECTION OF MR DENNIS CHIA CHOON HWEE AS A DIRECTOR

Resolution 4 was to re-elect Mr Dennis Chia Choon Hwee (“**Mr Dennis Chia**”) as a Director of the Company.

In accordance with Regulation 107 of the Company’s Constitution, Mr Dennis Chia would retire from office at the Meeting and being eligible, had offered himself for re-election.

Based on the summary result which will be announced at the end of all resolutions being tabled, the Chairman of the Meeting declared the motion carried and it was resolved:

“That Mr Dennis Chia be re-elected as a Director of the Company.”

RESOLUTION 5 - RE-APPOINTMENT OF AUDITORS AND AUTHORITY FOR DIRECTORS TO FIX THEIR REMUNERATION

Messrs Nexia TS Public Accounting Corporation had expressed their willingness to accept re-appointment as Auditors of the Company.

Based on the summary result which will be announced at the end of all resolutions being tabled, the Chairman of the Meeting declared the motion carried and it was resolved:

“That Messrs Nexia TS Public Accounting Corporation, who have expressed their willingness to continue in office, be and are hereby re-appointed as Auditor of the Company until the conclusion of the next Annual General Meeting at a fee to be agreed between the Directors and Nexia TS Public Accounting Corporation.”

SPECIAL BUSINESS

RESOLUTION 6 - AUTHORITY TO ISSUE SHARES

Resolution 6 was to seek shareholders’ approval for granting authority to the Directors to allot and issue shares in the capital of the Company pursuant to the provisions of Section 161 of the Companies Act, Cap. 50 and the Listing Manual of SGX-ST.

The full text of the resolution was set out in the Notice of AGM dated 2 September 2020.

Based on the summary result which will be announced at the end of all resolutions being tabled, the Chairman of the Meeting declared the motion carried and it was resolved:

6. “Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited

That pursuant to Section 161 of the Companies Act, Chapter. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company 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 pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force,

(the “**Share Issue Mandate**”)

provided that:

- (1) the aggregate number of shares (including shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) and instruments to be issued pursuant to this Resolution shall not exceed 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), of which the aggregate number of shares and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed 20 % 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 SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the total number of issued shares and Instruments 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 exercising 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 Listing Manual of the SGX-ST; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustment in accordance with 6(2)(a) or 6(2)(b) above are only to be made in respect of new share arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of the Share Issue Mandate.

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.”

RESOLUTION 7 - AUTHORITY TO ISSUE SHARES UNDER THE MM2 PERFORMANCE SHARE PLAN ("MM2 PSP")

Resolution 7 was to seek shareholders' approval for granting authority to the Directors to allot and issue shares in the capital of the Company under the MM2 PSP.

The full text of the resolution was set out in the Notice of AGM dated 2 September 2020.

Based on the summary result which will be announced at the end of all resolutions being tabled, the Chairman of the Meeting declared the motion carried and it was resolved:

7. "That pursuant to Section 161 of the Companies Act, Chapter 50, the Directors of the Company be authorised and empowered to offer and grant share awards under the mm2 Performance Share Plan (the "**mm2 PSP**") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards under the mm2 PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and Subsidiary Holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier."

RESOLUTION 8 - PROPOSED RENEWAL OF SHARE BUYBACK MANDATE

Resolution 8 was to seek shareholders' approval for the renewal of Share Buyback Mandate.

The full text of the resolution was set out in the Notice of AGM dated 2 September 2020.

Based on the summary result which will be announced at the end of all resolutions being tabled, the Chairman of the Meeting declared the motion carried and it was resolved:

8. "That:
- a. for the purposes of Section 76C and 76E of the Companies Act, Chapter 50, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the issued and fully-paid ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum percentage (as defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:-
 - (i) on-market purchases, transacted through the SGX-ST trading system, through one or more duly licensed stock brokers appointed by the Company for that purpose ("**Market Purchase**"); and/or
 - (ii) off-market purchases pursuant to an equal access scheme in accordance with Section 76C of the Companies Act, Chapter 50 ("**Off-Market Purchase**"),and otherwise in accordance with all other laws and regulations and 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 a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:-

- a. the date on which the next AGM of the Company is held or required by law to be held;
- b. the date on which the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
- c. the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by shareholders of the Company in a general meeting;

whichever is the earliest;

- c. in this Resolution:-

“Average Closing Price” means the average of the closing market prices of a Share over the last five Market Days (**“Market Day”** being a day on which the SGX-ST is open for trading in securities) on which the Shares are transacted on the SGX-ST, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period;

“date of the making of the offer” means the date on which the Company makes an offer for the purchase or acquisition of Shares from holder of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“Maximum Percentage” means that number of issued Shares representing 2% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares or Subsidiary Holdings as at that date);

“Maximum Price” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:-

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares;

- d. the Directors and/or any one of them be and are hereby authorised to deal with the Shares purchased or acquired by the Company pursuant to the Share Purchase Mandate in any manner as they think fit, which is permissible under the Companies Act, Chapter 50; and
- e. the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.”

RESULTS

The summary of the results of the resolutions at the Meeting is as follows:

MM2 ASIA LTD.

Minutes of Annual General Meeting held via Live Webcast on 17 September 2020

Ordinary Resolution	Total number of shares represented by votes for and against the relevant resolution	For		Against		Results
		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 (%)	
<u>AS ORDINARY BUSINESS</u>						
<u>Resolution 1</u> Audited Financial Statements and Directors' Statement for the financial year ended 31 March 2020	477,795,354	477,225,354	99.88	570,000	0.12	Carried
<u>Resolution 2</u> Approval of Directors' fees amounting to S\$275,000 for the financial year ending 31 March 2021, to be paid quarterly in arrears	477,795,354	477,225,354	99.88	570,000	0.12	Carried
<u>Resolution 3</u> Re-election of Mr. Melvin Ang Wee Chye as a Director	34,659,954	34,089,954	98.36	570,000	1.64	Carried
<u>Resolution 4</u> Re-election of Mr. Dennis Chia Choon Hwee as a Director	477,795,354	477,225,354	99.88	570,000	0.12	Carried
<u>Resolution 5</u> Re-appointment of Nexia TS Public Accounting Corporation as the Independent Auditor and to authorise the Directors to fix their remuneration	477,795,354	477,225,354	99.88	570,000	0.12	Carried
<u>AS SPECIAL BUSINESS</u>						
<u>Resolution 6</u> Authority to allot and issue shares	477,795,354	471,870,154	98.76	5,925,200	1.24	Carried

MM2 ASIA LTD.*Minutes of Annual General Meeting held via Live Webcast on 17 September 2020*

Ordinary Resolution	Total number of shares represented by votes for and against the relevant resolution	For		Against		Results
		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 (%)	
<u>Resolution 7</u> Authority to allot and issue shares under the mm2 Performance Share Plan	34,659,954	28,734,754	82.90	5,925,200	17.10	Carried
<u>Resolution 8</u> Proposed renewal of Share Purchase Mandate	477,795,354	477,225,354	99.88	570,000	0.12	Carried

RESPONSE TO SHAREHOLDERS' QUERIES

The Chairman of the Meeting informed that the Company did not received any questions from the Shareholders of the Company via the Virtual AGM website prior to the AGM and accordingly, there is no response to the shareholders' questions to be published by the Company:

CONCLUSION

There being no other business to be transacted, the Chairman of the Meeting declared the Meeting closed at 11.40 a.m. He thanked and wished all the shareholders who attended the Meeting via live audio-visual webcast good health and stay safe.

SIGNED AS TRUE RECORD OF PROCEEDINGS**CHAIRMAN OF THE MEETING****JACK CHIA SENG HEE**