

IMPERIUM CROWN LIMITED
(Company Registration No.: 199505053Z)
(Incorporated in Singapore)
(the “Company”)

MINUTES OF ANNUAL GENERAL MEETING

- MODE OF MEETING** : By way of electronic means
 (“live” audio-visual webcast and “live” audio only stream)
- DATE** : 29 October 2021
- TIME** : 10.00 a.m.
- PRESENT** : Board of Directors
Mr Sun Bowen
(Executive Chairman)
Mr Tan Keng Keat
(Executive Director and Chief Financial Officer)
Mr Wee Phui Gam
(Lead Independent Director)
Mr Hau Khee Wee
(Independent Director)
Dr Danny Oh Beng Teck
(Independent Director)
- Company Secretary
Mr Lau Yan Wai
- Company’s Sponsor
Stamford Corporate Services Pte. Ltd.
- External Auditors
RSM Chio Lim LLP
- Share Registrar and Polling Agent
In.Corp Corporate Services Pte. Ltd.
- Scrutineer
RHT Governance, Risk & Compliance (Singapore) Pte. Ltd.
- Shareholders
As set out in the attendance records maintained by the Company
- BY INVITATION** : As set out in the attendance records maintained by the Company
- CHAIRMAN OF THE MEETING** : Mr Wee Phui Gam

QUORUM

As a quorum was present, Mr Wee Phui Gam, Lead Independent Director of the Company, who was appointed by the Board of Directors as the Chairman of the meeting to conduct the business of the annual general meeting (“AGM” or the “Meeting”) of the Company, welcomed the shareholders to the AGM of the Company and called the Meeting to order at 10.00 a.m.

“LIVE” AUDIO-VISUAL WEBCAST OR “LIVE” AUDIO-ONLY STREAM

The Chairman indicated that as the AGM would be conducted by way of electronic means pursuant to the First Schedule of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Company had arranged for a “live” audio-visual webcast and “live” audio-only stream for shareholders to contemporaneously observe the proceedings of this Meeting. Accordingly, the Chairman thanked shareholders who had taken their time to watch or listen the live event of this Meeting.

The Chairman reminded the shareholders that a “live” audio-visual webcast and “live” audio-only stream were mainly for contemporaneous observation of the meeting proceedings and sought shareholders’ kind understanding that they were not allowed to raise any questions during the Meeting.

INTRODUCTION OF DIRECTORS, COMPANY SECRETARY AND PROFESSIONALS

The Chairman introduced the directors of the Company (the “**Directors**”) attending remotely via “live” webcast and informed the Meeting that the Company Secretary, External Auditors, Company’s Sponsor, Share Registrar, Polling Agent, and Scrutineer together with their representatives, were also attending the AGM remotely via “live” webcast.

ANNUAL REPORT AND NOTICE

The Chairman informed the Meeting that:

1. The Annual Report together with the Notice of this Meeting dated 14 October 2021 (the “**Notice of AGM**”), proxy form as well as the announcement in relation to the alternative arrangements for participation at the AGM to be held on 29 October 2021 (collectively known as the “**AGM Documents**”), setting out the details of the steps, among others, for pre-registration, submission of questions in advance and voting at the AGM, had been circulated by electronic means to shareholders within the statutory period. With the consent of the shareholders, the Notice of AGM was taken as read.
2. All pertinent information relating to the proposed resolutions was set out in the Notice of AGM.
3. In the AGM Documents, the Company had informed shareholders to submit their proxy form to appoint only the Chairman of the Meeting to cast votes on their behalf. Hence, proxy forms lodged at the Company’s registered office or emailed to the Company had been checked and found to be in order.
4. In his capacity as the Chairman of the Meeting, he had been appointed as proxy by shareholders who had directed him to vote on their behalf. Therefore, he would vote in accordance with the wishes of shareholders who had appointed him as proxy.
5. In the AGM Documents, the Company had also invited shareholders to submit their questions in advance in relation to any resolutions set out in the Notice of AGM. The Company had reported that no question had been received from shareholders prior to the Meeting.
6. In his capacity as the Chairman of the Meeting, he demanded all the resolutions set out in the Notice of AGM be voted by way of poll, which was in accordance with Article 71 of the Company’s Constitution and also complied with the requirement of Rule 730A of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Security Trading Limited (“**SGX-ST**”) for all listed companies to conduct voting by poll for all general meetings.

7. In.Corp Corporate Services Pte. Ltd. and RHT Governance, Risk & Compliance (Singapore) Pte. Ltd. had been appointed as the Polling Agent and Scrutineers respectively. The validity of the proxies submitted by the shareholders had been reviewed and all valid votes had been counted and verified.

ORDINARY BUSINESS:

1. DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS – RESOLUTION 1

Resolution 1 was 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.

As the votes of the proposed resolution have been counted and verified through the submission of the proxy forms to the Chairman, the poll result for Resolution 1 is as follows:

	Number of Shares	%
Votes "For"	207,530,825	100.00
Votes "Against"	0	0.00
Total number of valid votes cast	207,530,825	100.00

Based on the result, the Chairman declared that Resolution 1 was duly carried unanimously, on a poll vote.

2. RE-ELECTION OF DIRECTORS – RESOLUTIONS 2, 3 AND 4

The Meeting was informed that Mr Wee Phui Gam, Mr Hau Khee Wee and Mr Tan Keng Keat who were retiring pursuant to Articles 117 and 122 of the Company's Constitution, had signified their consents to continue in office.

The meeting proceeded to vote on the re-election of Directors individually.

RE-ELECTION OF MR WEE PHUI GAM AS DIRECTOR – RESOLUTION 2

As Resolution 2 involved the re-election of the Chairman as a Director of the Company, the Chairman invited Mr Tan Keng Keat to momentarily take over the chair for Resolution 2.

The Meeting was informed that Mr Wee Phui Gam will, upon re-election as a Director of the Company pursuant to Article 117 of the Company's Constitution, remain as the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees respectively, and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules of the SGX-ST.

As the votes of the proposed resolutions have been counted and verified through the submission of the proxy forms to the Chairman, the poll result for Resolution 2 is as follows:

	Number of Shares	%
Votes "For"	207,530,825	100.00
Votes "Against"	0	0.00
Total number of valid votes cast	207,530,825	100.00

Based on the result, Mr Tan Keng Keat declared that Resolution 2 was duly carried unanimously, on a poll vote.

Mr Tan Keng Keat returned the chairmanship to the Chairman to resume the conduct of the

meeting.

RE-ELECTION OF MR HAU KHEE WEE AS DIRECTOR – RESOLUTION 3

Resolution 3 dealt with the re-election of Mr Hau Khee Wee as a Director of the Company.

The Meeting was informed that Mr Hau Khee Wee will, upon re-election as a Director of the Company pursuant to Article 117 of the Company’s Constitution, remain as the Chairman of the Nominating and Remuneration Committees respectively, and a member of the Audit Committee, and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules of the SGX-ST.

As the votes of the proposed resolution have been counted and verified through the submission of the proxy forms to the Chairman, the poll result for Resolution 3 is as follows:

	Number of Shares	%
Votes “For”	207,530,825	100.00
Votes “Against”	0	0.00
Total number of valid votes cast	207,530,825	100.00

Based on the result, the Chairman declared that Resolution 3 was duly carried unanimously, on a poll vote.

RE-ELECTION OF MR TAN KENG KEAT AS DIRECTOR – RESOLUTION 4

Resolution 4 dealt with the re-election of Mr Tan Keng Keat as a Director of the Company pursuant to 122 of the Company’s Constitution.

As the votes of the proposed resolution have been counted and verified through the submission of the proxy forms to the Chairman, the poll result for Resolution 4 is as follows:

	Number of Shares	%
Votes “For”	207,530,825	100.00
Votes “Against”	0	0.00
Total number of valid votes cast	207,530,825	100.00

Based on the result, the Chairman declared that Resolution 4 was duly carried unanimously, on a poll vote.

3. DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2022 – RESOLUTION 5

Resolution 5 was to approve the payment of Directors’ fees of S\$160,000 as recommended by the Board of Directors for the financial year ending 30 June 2022, payable quarterly in arrears.

As the votes of the proposed resolution have been counted and verified through the submission of the proxy forms to the Chairman, the poll result for Resolution 5 is as follows:

	Number of Shares	%
Votes “For”	207,530,825	100.00
Votes “Against”	0	0.00
Total number of valid votes cast	207,530,825	100.00

Based on the result, the Chairman declared that Resolution 5 was duly carried unanimously, on a poll vote.

4. RE-APPOINTMENT OF AUDITORS – RESOLUTION 6

Resolution 6 was to approve the re-appointment of Messrs RSM Chio Lim LLP as the Auditors of the Company and to authorize the Directors to fix their remuneration. The Meeting was informed that Messrs RSM Chio Lim LLP, had expressed their willingness to continue in office.

As the votes of the proposed resolution have been counted and verified through the submission of the proxy forms to the Chairman, the poll result for Resolution 6 is as follows:

	Number of Shares	%
Votes "For"	207,530,825	100.00
Votes "Against"	0	0.00
Total number of valid votes cast	207,530,825	100.00

Based on the result, the Chairman declared that Resolution 6 was duly carried unanimously, on a poll vote.

5. ANY OTHER BUSINESS

As no notice of any other ordinary business had been received by the Company Secretary, the Chairman proceeded to deal with the special business of the Meeting.

SPECIAL BUSINESS:**6. AUTHORITY TO ALLOT AND ISSUES NEW SHARES – RESOLUTION 7**

Resolution 7 was to consider and approve the general mandate to authorise the Directors to allot and issue new shares pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Catalist Rules of the SGX-ST:

"That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore ("**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors of the Company be authorized 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

- (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 SGX-ST) 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) 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 existing share options or vesting of share awards, provided the options or awards were granted in compliance with Part VII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;

adjustments in accordance with (a) and (b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate.
- (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) 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.”

As the votes of the proposed resolution have been counted and verified through the submission of the proxy forms to the Chairman, the poll result for Resolution 7 is as follows:

	Number of Shares	%
Votes “For”	207,530,825	100.00
Votes “Against”	0	0.00
Total number of valid votes cast	207,530,825	100.00

Based on the result, the Chairman declared that Resolution 7 was duly carried unanimously, on a poll vote.

CONCLUSION

The Chairman concluded the business of the Meeting and declared the AGM of the Company closed at 10.15 a.m. and thanked everyone for their attendance.

The Chairman also informed shareholders that the Company will post the minutes of this Meeting proceedings on SGXNet and the Company's corporate website.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

**WEE PHUI GAM
CHAIRMAN OF THE MEETING**