



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

MINUTES OF ANNUAL GENERAL MEETING

PLACE : Singapore Polytechnic Graduates' Guild, Grand Ballroom,
Level 3, 1010 Dover Road, Singapore 139658

DATE : 30 December 2022

TIME : 10.00 a.m.

PRESENT : Board of Directors
Mr Tan Keng Keat
(*Executive Director and Chief Financial Officer*)
Mr Wee Phui Gam
(*Lead Independent Director*)
Dr Danny Oh Beng Teck
(*Independent Director*)

Company Secretary
Ms Kiar Lee Noi

Company's Sponsor
Stamford Corporate Services Pte. Ltd.

External Auditors
RSM Chio Lim LLP

Share Registrar
In.Corp Corporate Services Pte. Ltd.

Polling Agent
Complete Corporate Services Pte Ltd

Scrutineer
Agile 8 Advisory Pte. Ltd.

Shareholders
As set out in the attendance records maintained by the Company

ABSENT WITH APOLOGIES : Board of Directors
Mr Sun Bowen
(*Executive Chairman*)
Mr Hau Khee Wee
(*Independent Director*)

CHAIRMAN OF THE MEETING : Mr Wee Phui Gam

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of the shareholders who participated in the meeting via "live" audio-visual webcast or "live" audio-only stream will not be published in these minutes.

QUORUM

As a quorum was present, Mr Wee Phui Gam, the Lead Independent Director of the Company, who was appointed as the Chairman of the meeting to conduct the proceedings of the annual general meeting (the “**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. Thereafter, the Chairman introduced the Directors present and apologised for those absent.

The Chairman 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.

The Chairman reminded the attendees to turn off their mobile phones and electronic devices or switch them to “silent” mode, so that there would not be any interruption during the proceedings of the Meeting.

ANNUAL REPORT AND NOTICE

The Chairman of the Meeting informed the Meeting that:

1. The Annual Report together with the Notice of the Meeting, proxy form, as well as the announcement in relation to the AGM, collectively known as the “**AGM Documents**”, setting out the details of the steps, among others, for registration, submission of questions 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 convening the Meeting was taken as read.
2. All pertinent information relating to the proposed Resolutions have been set out in the Notice of AGM dated 15 December 2022.
3. 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 the AGM Documents, the Company had invited shareholders to submit their questions in advance in relation to any resolutions set out in the Notice of AGM. The Company reported that no question has been received from shareholders prior to the meeting.
5. Shareholders were welcome to ask questions relating to the proposed Resolutions at the Meeting and questions would be addressed before each proposed Resolution put to vote. Responses to questions that were unaddressed due to time constraints would be posted on the Company’s corporate website and on SGXNet after the AGM.
6. In his capacity as the Chairman of the Meeting, he demanded all the Resolutions set out in the Notice of AGM dated 15 December 2022 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. Polling would be conducted in a paperless manner using a wireless handheld device. The electronic voting devices had been distributed to all shareholders and proxies who are eligible to vote on the proposed Resolutions, at the time of registration.
8. 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.

9. Complete Corporate Services Pte Ltd had been appointed as the Polling Agent and Agile 8 Advisory Pte. Ltd. had been appointed as the Scrutineer for the conduct of the poll.

POLLING PROCEDURE

At this juncture, the representative from the Polling Agent briefed the Meeting on the procedure for the electronic poll voting process.

After the briefing by the Polling Agent, the Chairman informed that during the course of the Meeting, shareholders may raise any questions relating to the proposed Resolutions. Shareholders were requested to provide their name and proxies were requested to state clearly the name of the person or companies they represent.

Thereafter, the Chairman proceeded with the business of the Meeting.

ORDINARY BUSINESS:

1. **DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022 – RESOLUTION 1**

The following Resolution 1 was proposed by the Chairman and seconded by a proxy:

“That the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2022 together with the Auditors’ Report be received and adopted.”

The Chairman invited questions from shareholders on the Directors’ Statement and Audited Financial Statements for the financial year ended 30 June 2022. He also requested the shareholders to limit themselves to a reasonable number and length of questions and to matters that were relevant to the agenda of the Meeting.

As there were no questions raised by the shareholders, the Chairman put Resolution 1 to vote by way of poll.

The poll result for Resolution 1 is as follows:

	Number of Shares	%
Votes “For”	401,513,825	99.98*
Votes “Against”	90,000	0.02*
Total number of valid votes cast	401,603,825	100.00

* The percentages shown have been rounded to two decimal places.

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

2. **DIRECTORS’ STATEMENT AND THE REVISED AND RE-ISSUED AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2020 – RESOLUTION 2**

The following Resolution 2 was proposed by the Chairman of the Meeting and seconded by a proxy:

“That the Directors’ Statement and the revised and re-issued Audited Financial Statements of the Company for the financial year ended 30 June 2020 together with the Auditors’ Report be received and adopted.”

The Chairman of the Meeting invited questions from shareholders on the Directors' Statement and the revised and re-issued Audited Financial Statements for the financial year ended 30 June 2020. He also requested the shareholders to limit themselves to a reasonable number and length of questions and to matters that were relevant to the agenda of the Meeting.

As there were no questions raised by the shareholders, the Chairman put Resolution 2 to vote by way of poll.

The poll result for Resolution 2 is as follows:

	Number of Shares	%
Votes "For"	401,510,825	99.98*
Votes "Against"	90,000	0.02*
Total number of valid votes cast	401,600,825	100.00

* The percentages shown have been rounded to two decimal places.

Based on the result, the Chairman declared that Resolution 2 was duly carried, on a poll vote.

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

The Meeting was informed that Mr Sun Bowen and Dr Danny Oh Beng Teck who were retiring under Article 117 of the Company's Constitution, had signified their consent to continue in office.

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

RE-ELECTION OF MR SUN BOWEN AS DIRECTOR – RESOLUTION 3

The following Resolution 3 was proposed by the Chairman of the Meeting and seconded by a shareholder:

"That Mr Sun Bowen be re-elected as a Director of the Company."

The Chairman put Resolution 3 to vote by way of poll.

The poll result for Resolution 3 is as follows:

	Number of Shares	%
Votes "For"	401,518,825	99.98*
Votes "Against"	90,000	0.02*
Total number of valid votes cast	401,608,825	100.00

* The percentages shown have been rounded to two decimal places.

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

RE-ELECTION OF DR DANNY OH BENG TECK AS DIRECTOR – RESOLUTION 4

The following Resolution 4 was proposed by the Chairman of the Meeting and seconded by a shareholder:

"That Dr Danny Oh Beng Teck be re-elected as a Director of the Company."

The Meeting was informed that Dr Danny Oh Beng Teck, upon re-election as a Director of the Company pursuant to Article 117 of the Company's Constitution, remain as a member of the Audit, Nominating and Remuneration Committees, and would be considered independent for the purpose of Rule 704(7) of the Catalist Rules of the SGX-ST.

The Chairman put Resolution 4 to vote by way of poll.

The poll result for Resolution 4 is as follows:

	Number of Shares	%
Votes "For"	401,518,825	99.98*
Votes "Against"	90,000	0.02*
Total number of valid votes cast	401,608,825	100.00

* The percentages shown have been rounded to two decimal places.

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

4. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2023 – RESOLUTION 5

The Meeting was informed that the Board had recommended the payment of Directors' fees of S\$160,000 for the financial year ending 30 June 2023, payable quarterly in arrears.

The following Resolution 5 was proposed by the Chairman of the Meeting and seconded by a shareholder:

"That the Directors' fees of S\$160,000 for the financial year ending 30 June 2023, payable quarterly in arrears, be approved for payment."

The Chairman put Resolution 5 to vote by way of poll.

The poll result for Resolution 5 is as follows:

	Number of Shares	%
Votes "For"	401,608,825	100.00
Votes "Against"	0	0.00
Total number of valid votes cast	401,608,825	100.00

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

5. RE-APPOINTMENT OF AUDITORS – RESOLUTION 6

The meeting was informed that the retiring auditors, Messrs RSM Chio Lim LLP, had expressed their willingness to continue in office.

The following Resolution 6 was proposed by the Chairman of the Meeting and seconded by a shareholder:

"That Messrs RSM Chio Lim LLP be re-appointed as Auditors of the Company until the conclusion of the next annual general meeting and that the Directors be authorised to fix their remuneration."

The Chairman put Resolution 6 to vote by way of poll.

The poll result for Resolution 6 is as follows:

	Number of Shares	%
Votes "For"	401,518,825	99.98*
Votes "Against"	90,000	0.02*
Total number of valid votes cast	401,608,825	100.00

* The percentages shown have been rounded to two decimal places.

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

6. ANY OTHER BUSINESS

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

SPECIAL BUSINESS:

7. AUTHORITY TO ALLOT AND ISSUES NEW SHARES – RESOLUTION 7

Resolution 7 was to authorise the Directors to issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rules of the SGX-ST.

The Meeting was informed that the proposed Resolution, if passed, would empower the Directors from the date of the Meeting until the date of the next annual general meeting to issue shares and convertible securities of the Company. The maximum number of shares which the Company may issue under this Resolution shall not exceed the quantum set out in the resolution.

The following Resolution 7 was proposed by the Chairman of the Meeting and seconded by a shareholder:

“That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) 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 (“**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) 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, provided the options or awards were granted in compliance with Part VIII 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), all applicable legal requirements under the Companies Act, and otherwise, 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.”

The Chairman put Resolution 7 to vote by way of poll.

The poll result for Resolution 7 is as follows:

	Number of Shares	%
Votes “For”	401,510,825	99.98*
Votes “Against”	90,000	0.02*
Total number of valid votes cast	401,600,825	100.00

* The percentages shown have been rounded to two decimal places.

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

CONCLUSION

The Chairman concluded the business of the Meeting and declared the AGM of the Company closed at 10.22 a.m. and thanked everyone for their attendance.

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

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

**WEE PHUI GAM
CHAIRMAN OF THE MEETING**