

PLATO CAPITAL LIMITED
(Company Registration No. 199907443M)
(Incorporated in Singapore)

Minutes of the Annual General Meeting (hereinafter referred to as the “**AGM**” or the “**Meeting**”) of Plato Capital Limited (hereinafter referred to as the “**Company**”) held by way of electronic means on Tuesday, 27 April 2021 at 2.00 p.m.

PRESENT (VIA VIDEO-CONFERENCE)

Board of Directors (attended via live webcast)

Mr Lim Kian Onn (the “**Chairman**”)
Mr Michael Kan Yuet Yun PBM (“**Mr Kan**”)
Mr Chong Huai Seng (“**Mr Chong**”)
Mr Navinderjeet Singh A/L Naranjan Singh (“**Mr Navin**”)
Mr Gareth Lim (Alternate Director to Mr Lim Kian Onn and Chief Executive Officer)

Shareholders who attended via live webcast and/or audio conference

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

Company Secretary (attended via live webcast)

Ms Ngiam May Ling

By Invitation

Auditor (attended via live webcast)

Ms Low Yen Mei, Ernst & Young LLP
Ms Catherine Ma, Ernst & Young LLP
Ms Jesslyn Lam, Ernst & Young LLP
Mr Chuan Yee Yang, Ernst & Young PLT
Ms Ch'ng Kai Dee, Ernst & Young PLT

Other attendees (attended via live webcast)

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

QUORUM AND INTRODUCTION

A quorum being present, the Chairman called the AGM to order.

The Chairman welcomed the shareholders who had joined the AGM via live webcast and/or audio conference.

The Chairman introduced his fellow Board members who have joined the AGM via live webcast.

SUBMISSION OF QUESTIONS

Due to the circumstances, shareholders were not able to ask questions during the AGM and had submitted their questions in relation to the agenda of the AGM in advance.

The Chairman informed at the Meeting that the Company’s responses to substantial and relevant questions for the purposes of the Meeting have been announced via SGXNet and published on the Company’s website on 26 April 2021. The Minutes of AGM would also be announced via SGXNet and published on the Company’s website within one month from the Meeting.

NOTICE OF MEETING

The Chairman took the Notice of AGM issued on 5 April 2021 as read.

APPOINTING CHAIRMAN OF MEETING AS PROXY AND POLL VOTING

As all votes of the resolutions tabled at the AGM was by proxy and only the Chairman was appointed as proxy, the Chairman informed the Meeting that he has been appointed by numerous shareholders as proxy and would be voting in accordance with their instructions.

DrewCorp Services Pte. Ltd. and Boardroom Corporate & Advisory Services Pte. Ltd. had been appointed as Scrutineer and Polling Agent respectively.

The Chairman also informed the Meeting that he would announce the poll results after each resolution was proposed.

ORDINARY BUSINESS:

Ordinary Resolution 1 – Adoption of Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditors’ Report

The Chairman proposed that the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditors’ Report be received and adopted.

The Chairman put the motion to vote and noted that voting had been conducted by poll in advance and the result of the poll on the motion was as follows:

- Votes FOR the resolution: 7,548,884 votes or 100.00%.
- Votes AGAINST the resolution: 0 votes or 0.00%.

The Chairman declared Ordinary Resolution 1 carried.

RESOLVED THAT the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditors’ Report, be received and adopted.

Ordinary Resolution 2 – Re-election of Mr Navinderjeet Singh A/L Naranjan Singh as a Director of the Company

Mr Navin who was retiring as a Director of the Company pursuant to Article 91 of the Constitution of the Company had signified his consent to continue in office.

The Chairman proposed that Mr Navin be re-elected as a Director of the Company.

Mr Navin would, upon re-election as a Director of the Company, remain as Non-Executive Director and would be considered non-independent.

The Chairman put the motion to vote and noted that voting had been conducted by poll in advance and the result of the poll on the motion was as follows:

- Votes FOR the resolution: 7,523,984 votes or 99.67%.
- Votes AGAINST the resolution: 24,900 votes or 0.33%.

The Chairman declared Ordinary Resolution 2 carried.

RESOLVED THAT Mr Navin be re-elected as a Director of the Company.

Ordinary Resolution 3 – Re-election of Mr Michael Kan Yuet Yun PBM as a Director of the Company

Mr Kan who was retiring as a Director of the Company pursuant to Article 107 of the Constitution of the Company had signified his consent to continue in office.

The Chairman proposed that Mr Kan be re-elected as Director of the Company.

Mr Kan would, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and a member of the Remuneration and Nominating Committees.

The Chairman put the motion to vote and noted that voting had been conducted by poll in advance and the result of the poll on the motion was as follows:

- Votes FOR the resolution: 7,523,984 votes or 99.67%.
- Votes AGAINST the resolution: 24,900 votes or 0.33%.

The Chairman declared Ordinary Resolution 3 carried.

RESOLVED THAT Mr Kan be re-elected as a Director of the Company.

Ordinary Resolution 4 – Approval of Mr Michael Kan Yuet Yun PBM's continued appointment as an Independent Director by shareholders

The Chairman referred the Meeting to Ordinary Resolution 4, which is that contingent upon the passing of Ordinary Resolution 3 and pursuant to Rule 406(3)(d)(iii)(A) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**"), to seek approval from shareholders for Mr Kan's continued appointment as an Independent Director, until the earlier of (i) his retirement or resignation, or (ii) the conclusion of the third AGM following the passing of this resolution.

The Chairman proposed that Mr Kan continue to remain as an Independent Director of the Company pursuant to Rule 406(3)(d)(iii)(A) of the Catalist Rules.

The Chairman put the motion to vote and noted that voting had been conducted by poll in advance and the result of the poll on the motion was as follows:

- Votes FOR the resolution: 7,523,984 votes or 99.67%.
- Votes AGAINST the resolution: 24,900 votes or 0.33%.

The Chairman declared Ordinary Resolution 4 carried.

RESOLVED THAT that pursuant to Rule 406(3)(d)(iii)(A) of the Catalist Rules, Mr Kan's continued appointment as an Independent Director, until the earlier of (i) his retirement or resignation, or (ii) the conclusion of the third AGM following the passing of this resolution, be and is hereby approved.

Resolution 5 – Approval of Mr Michael Kan Yuet Yun PBM's continued appointment as an Independent Director by shareholders (excluding directors, chief executive officer, and their associates)

The Chairman referred the Meeting to Ordinary Resolution 5, which is that contingent upon the passing of Ordinary Resolution 4 and pursuant to Rule 406(3)(d)(iii)(B) of the Catalist Rules, to seek approval from shareholders (excluding the Directors and the Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer) for Mr Kan's continued appointment as an Independent Director, until the earlier of (i) his retirement or resignation, or (ii) the conclusion of the third AGM following the passing of this resolution.

The Chairman proposed that Mr Kan continue to remain as an Independent Director of the Company pursuant to Rule 406(3)(d)(iii)(B) of the Catalist Rules.

The Chairman put the motion to vote and noted that voting had been conducted by poll in advance and the result of the poll on the motion was as follows:

- Votes FOR the resolution: 429,330 votes or 94.52%.
- Votes AGAINST the resolution: 24,900 votes or 5.48%.

The Chairman declared Ordinary Resolution 5 carried.

RESOLVED THAT pursuant to Rule 406(3)(d)(iii)(B) of the Catalist Rules, Mr Kan's continued appointment as an Independent Director, until the earlier of (i) his retirement or resignation, or (ii) the conclusion of the third AGM following the passing of this resolution, be and is hereby approved by shareholders (excluding the Directors and the Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer).

Ordinary Resolution 6 – Approval of Mr Chong Huai Seng's continued appointment as an Independent Director by shareholders

The Chairman referred the Meeting to Ordinary Resolution 6 and pursuant to Rule 406(3)(d)(iii)(A) of the Catalist Rules, to seek approval from shareholders for Mr Chong's continued appointment as an Independent Director, until the earlier of (i) his retirement or resignation, or (ii) the conclusion of the third AGM following the passing of this resolution.

The Chairman proposed that Mr Chong continue to remain as an Independent Director of the Company pursuant to Rule 406(3)(d)(iii)(A) of the Catalist Rules.

The Chairman put the motion to vote and noted that voting had been conducted by poll in advance and the result of the poll on the motion was as follows:

- Votes FOR the resolution: 7,523,984 votes or 99.67%.
- Votes AGAINST the resolution: 24,900 votes or 0.33%.

The Chairman declared Ordinary Resolution 6 carried.

RESOLVED THAT pursuant to Rule 406(3)(d)(iii)(A) of the Catalist Rules, Mr Chong's continued appointment as an Independent Director, until the earlier of (i) his retirement or resignation, or (ii) the conclusion of the third AGM following the passing of this resolution, be and is hereby approved.

Ordinary Resolution 7 – Approval of Mr Chong Huai Seng's continued appointment as an Independent Director by shareholders (excluding directors, chief executive officer, and their associates)

The Chairman referred the Meeting to Ordinary Resolution 7, which is that contingent upon the passing of Ordinary Resolution 6 and pursuant to Rule 406(3)(d)(iii)(B) of the Catalist Rules, to seek approval from shareholders (excluding the Directors and the Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer) for Mr Chong's continued appointment as an Independent Director, until the earlier of (i) his retirement or resignation, or (ii) the conclusion of the third AGM following the passing of this resolution.

The Chairman proposed that Mr Chong continue to remain as an Independent Director of the Company pursuant to Rule 406(3)(d)(iii)(B) of the Catalist Rules.

The Chairman put the motion to vote and noted that voting had been conducted by poll in advance and the result of the poll on the motion was as follows:

- Votes FOR the resolution: 429,330 votes or 94.52%.
- Votes AGAINST the resolution: 24,900 votes or 5.48%.

The Chairman declared Ordinary Resolution 7 carried.

RESOLVED THAT pursuant to Rule 406(3)(d)(iii)(B) of the Catalist Rules, Mr Chong's continued appointment as an Independent Director, until the earlier of (i) his retirement or resignation, or (ii) the conclusion of the third AGM following the passing of this resolution, be and is hereby approved by shareholders (excluding the Directors and the Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer).

Ordinary Resolution 8 – Approval of proposed Directors' fees of S\$133,500 for the financial year ending 31 December 2021, payable half yearly in arrears on 1 July 2021 and 1 January 2022

The Chairman sought shareholders' approval to pay the amount of S\$133,500 as Directors' fees for the financial year ending 31 December 2021, payable half yearly in arrears on 1 July 2021 and 1 January 2022.

The Chairman put the motion to vote and noted that voting had been conducted by poll in advance and the result of the poll on the motion was as follows:

- Votes FOR the resolution: 454,230 votes or 100.00%.
- Votes AGAINST the resolution: 0 votes or 0.00%.

The Chairman declared Ordinary Resolution 8 carried.

RESOLVED THAT the amount of S\$133,500 as Directors' fees for the financial year ending 31 December 2021 be approved for payment, payable half yearly in arrears on 1 July 2021 and 1 January 2022.

Ordinary Resolution 9 – Re-appointment of Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration

The Chairman proposed that Messrs Ernst & Young LLP be re-appointed as the Auditors of the Company and that the Directors be authorised to fix their remuneration.

The Chairman put the motion to vote and noted that voting had been conducted by poll in advance and the result of the poll on the motion was as follows:

- Votes FOR the resolution: 7,548,884 votes or 100.00%.
- Votes AGAINST the resolution: 0 votes or 0.00%.

The Chairman declared Ordinary Resolution 9 carried.

RESOLVED THAT Messrs Ernst & Young LLP be re-appointed as the Auditors of the Company for the ensuing year and to authorise the Directors of the Company to fix their remuneration.

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

SPECIAL BUSINESS:

Ordinary Resolution 10 – Authority to allot and issue shares (“Share Issue Mandate”)

The Chairman proposed Ordinary Resolution 10 as set out in the Notice of the AGM issued on 5 April 2021.

The Chairman put the motion to vote and noted that voting had been conducted by poll in advance and the result of the poll on the motion was as follows:

- Votes FOR the resolution: 7,523,984 votes or 99.67%.
- Votes AGAINST the resolution: 24,900 votes or 0.33%.

The Chairman declared Ordinary Resolution 10 carried.

RESOLVED THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (“**Companies Act**”) and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:

- (a) (i) allot and 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 and convertible securities to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) 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 (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 sub-paragraph (2)(a) or (2)(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 this resolution.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) all applicable requirements under the Companies Act and otherwise, and the Constitution for the time being 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 AGM of the Company or the date by which the next AGM of the Company is required by law and the Catalist Rules to be held, whichever is earlier.

Ordinary Resolution 11 – Authority to issue shares under the Plato Employee Share Option Scheme 2016

The Chairman proposed Ordinary Resolution 11 as set out in the Notice of the AGM issued on 5 April 2021.

The Chairman put the motion to vote and noted that voting had been conducted by poll in advance and the result of the poll on the motion was as follows:

- Votes FOR the resolution: 429,330 votes or 94.52%.
- Votes AGAINST the resolution: 24,900 votes or 5.48%.

The Chairman declared Ordinary Resolution 11 carried.

RESOLVED THAT pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant options in accordance with the provision of the Plato Employee Share Option Scheme 2016 (“**Plato ESOS 2016**”) (“**Options**”) and to allot and issue from time to time such number of ordinary Shares in the capital of the Company as may be required to be issued pursuant to the exercise of Options granted by the Company under the Plato ESOS 2016 (notwithstanding that such allotment and issue may occur after the conclusion of the next AGM of the Company), whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of ordinary shares to be issued and issuable pursuant to the Plato ESOS 2016, taking into consideration all Shares issued and issuable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company for the time being in force, including the awards granted under the Plato Performance Share Plan 2016 (“**Plato PSP 2016**”), 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 on the date preceding the grant of an Option 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.

Ordinary Resolution 12 – Authority to issue shares under the Plato Performance Share Plan 2016

The Chairman proposed Ordinary Resolution 12 as set out in the Notice of the AGM issued on 5 April 2021.

The Chairman put the motion to vote and noted that voting had been conducted by poll in advance and the result of the poll on the motion was as follows:

- Votes FOR the resolution: 429,330 votes or 94.52%.
- Votes AGAINST the resolution: 24,900 votes or 5.48%.

The Chairman declared Ordinary Resolution 12 carried.

RESOLVED THAT pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to grant awards in accordance with the provision of the Plato PSP 2016 (“**Awards**”) and to allot and issue from time to time such number of ordinary Shares in the capital of the Company as may be required to be issued pursuant to the vesting of the Awards granted by the Company under the Plato PSP 2016 (notwithstanding that such allotment and issue may occur after the conclusion of the next AGM of the Company), whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of ordinary shares to be issued and issuable pursuant to the Plato PSP 2016, taking into consideration all Shares issued and issuable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company for the time being in force, including the options granted under the Plato ESOS 2016, 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 on the day preceding the relevant date of the Awards 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.

CLOSE OF THE MEETING

There being no other business, the Chairman thanked shareholders for their attendance and support at the AGM and declared the AGM closed at 2.15 p.m.

Certified as a True Record of Minutes of the AGM

Lim Kian Onn
Chairman