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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### **ASIAN MICRO HOLDINGS LIMITED**

(Incorporated in the Republic of Singapore)

(Company Registration Number 199701052K)

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the "**EGM**") of Asian Micro Holdings Limited (the "**Company**") will be convened and held at Orchid Country Club, Sapphire III & IV, 1 Orchid Club Road, Singapore 769162 on Tuesday, 25 October 2022 at 10.30 a.m. (or as soon as practicable following the conclusion or adjournment of the Company's Annual General Meeting to be held on the same day at 10.00 a.m.) for the purpose of considering and, if thought fit, passing with or without any modifications, the following Ordinary Resolutions:

All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 7 October 2022 (the "**Circular**") in relation to the Proposed Debt Capitalisation and the Proposed Employee Share Issue.

#### **ORDINARY RESOLUTION 1: THE PROPOSED DEBT CAPITALISATION**

That:

- (a) the transactions contemplated under the Debt Capitalisation Agreement, including but not limited to the Proposed Debt Capitalisation, be and is hereby approved, confirmed and ratified; and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to the Debt Capitalisation Agreement and this Ordinary Resolution.

#### **ORDINARY RESOLUTION 2: APPROVAL OF ISSUE OF 13,043,934 NEW SHARES TO LIM KEE LIEW @ VICTOR LIM (AND/OR HIS NOMINEES)**

That:

- (a) subject to and contingent upon the passing of Ordinary Resolution 1 above, and for the purpose of Section 161 of the Companies Act and Rule 812 of the Catalist Rules, approval be and is hereby given for the allotment and issuance of 13,043,934 new Shares to Lim Kee Liew @ Victor Lim (and/or his nominees), at the issue price of S\$0.0061 per Share, on the terms and subject to the conditions of the Debt Capitalisation Agreement; and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to

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approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution.

### **ORDINARY RESOLUTION 3: APPROVAL OF ISSUE OF 21,731,802 NEW SHARES TO LEONG LAI HENG (AND/OR HER NOMINEES)**

That:

- (a) subject to and contingent upon the passing of Ordinary Resolution 1 above, and for the purpose of Section 161 of the Companies Act and Rule 812 of the Catalist Rules, approval be and is hereby given for the allotment and issuance of 21,731,802 new Shares to Leong Lai Heng (and/or her nominees), at the issue price of S\$0.0061 per Share, on the terms and subject to the conditions of the Debt Capitalisation Agreement; and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution.

### **ORDINARY RESOLUTION 4: APPROVAL OF ISSUE OF 5,573,770 NEW SHARES TO NG CHEE WEE (AND/OR HIS NOMINEES)**

THAT:

- (a) subject to and contingent upon the passing of Ordinary Resolution 1 above, and for the purpose of Section 161 of the Companies Act and Rule 812 of the Catalist Rules, approval be and is hereby given for the allotment and issuance of 5,573,770 new Shares to Ng Chee Wee (and/or his nominees), at the issue price of S\$0.0061 per Share, on the terms and subject to the conditions of the Debt Capitalisation Agreement; and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution.

### **ORDINARY RESOLUTION 5: THE PROPOSED EMPLOYEE SHARE ISSUE**

That:

- (a) the Proposed Employee Share Issue involving the payment of bonuses aggregating S\$48,591 to the Relevant Employees and the settlement of such bonus by way of the allotment and issuance of an aggregate 7,965,720 new Shares at an issue price of S\$0.0061 per Share, be and is hereby approved, confirmed and ratified; and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider

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necessary, desirable or expedient to give full effect to the Proposed Employee Share Issue and this Ordinary Resolution.

BY ORDER OF THE BOARD

Toh Li Ping, Angela  
Joint Company Secretary  
7 October 2022

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### **Notes:**

#### General

1. The EGM of the Company will be held at Orchid Country Club, Sapphire III & IV, 1 Orchid Club Road, Singapore 769162 ("**Physical Meeting**"). Shareholders and other attendees who are feeling unwell on the date of the EGM are advised not to attend the Physical Meeting.
2. Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended from time to time), there will be no despatch of printed copies and this Notice of EGM together with the following documents are made available to Shareholders on **7 October 2022** via SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the following URL: <http://asianmicro.listedcompany.com/>:
  - (a) Circular; and
  - (b) Proxy Form in relation to the EGM.
3. Authenticated Shareholders and proxy(ies) will be able to ask questions in person at the Physical Meeting. Arrangements have also been put in place to permit Shareholders to submit their questions ahead of the Physical Meeting. Please refer to Notes 12 and 13 below for further details.
4. Live voting by poll will be conducted during the Physical Meeting for Shareholders and proxy(ies) attending the Physical Meeting.

#### Voting by proxy

5. A Shareholder who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the Physical Meeting.
6. A Shareholder who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the Physical Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholders.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
7. A proxy need not be a Shareholder of the Company.
8. The instrument appointing a proxy ("**Proxy Form**") must be submitted to the Company not less than forty-eight (48) hours before the time appointed for holding the Physical Meeting in the following manner:
  - (a) by depositing a hard copy by post at the registered office of the Company at 63 Hillview Avenue #08-01 Lam Soon Industrial Building Singapore 669569; or
  - (b) by sending a scanned PDF copy by email to [agm\\_egm@asianmicro.com.sg](mailto:agm_egm@asianmicro.com.sg),

in either case, no later than **10.30 a.m. on 23 October 2022** ("**Proxy Deadline**").

A Shareholder who wishes to submit a Proxy Form must first **download, complete and sign the proxy form**, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.

9. The Proxy Form must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

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10. A Shareholder who holds the Shares through a relevant intermediary, including Central Provident Fund (“CPF”) and Supplementary Retirement Scheme (“SRS”) Investment Account Holders, should not use the Proxy Form and should instead approach their respective relevant intermediary as soon as possible to specify voting instructions, submit questions ahead of the Physical Meeting and/or participate in the Physical Meeting.
11. In the case of a Shareholders whose Shares are entered against his/her name in the depository register (as defined in Section 81SF of the Securities and Futures Act 2001), the Company may reject any Proxy Form lodged if such Shareholders is not shown to have Shares entered against his/her/its name in the depository register as at 72 hours before the time appointed for the Physical Meeting, as certified by The Central Depository (Pte) Limited to the Company. The Company shall also be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible (such as in the case where the appointor submits more than one Proxy Form).

### Submission of Questions prior to the Physical Meeting

12. A Shareholder may submit questions relating to the resolutions to be tabled for approval at the Physical Meeting or the Company’s businesses and operations ahead of the Physical Meeting. To do so, all questions must be submitted by **10.00 a.m. on 17 October 2022** through any of the following means:
  - (a) if submitted by email, be received by the Company at [agm\\_egm@asianmicro.com.sg](mailto:agm_egm@asianmicro.com.sg); or
  - (b) if submitted by post, be deposited at the registered office of the Company at 63 Hillview Avenue #08-01 Lam Soon Industrial Building Singapore 669569.

If the questions are submitted by post, be deposited at the registered office of the Company or sent via email, and in either case not accompanied by the completed and executed Proxy Form, the following details must be included with the submitted questions: (i) the Shareholder’s full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.

13. The Company will address all substantial and relevant questions relating to the resolutions to be tabled for approval at the Physical Meeting or the Company’s businesses and operations by publishing its responses to such questions, if any, on the Company’s corporate website at the following URL: <http://asianmicro.listedcompany.com/> and on SGXNET at the following URL: <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the deadline for submission of Proxy Forms. Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the Physical Meeting through publication on SGXNET, or at the Physical Meeting.

### **Personal Data Privacy:**

By submitting a Proxy Form appointing any person(s) as proxy(ies) and/or representative(s) to attend and vote at the Physical Meeting and/or any adjournment thereof, a Shareholder consents to the collection, use and disclosure of the Shareholder’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the proxies and representatives appointed for the Physical Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Physical Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”); (ii) warrants that where the Shareholder discloses the personal data of the Shareholder’s proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder’s breach of warranty.

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*This notice of extraordinary general meeting ("**Notice**") has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. ( "**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ( "**SGX-ST**").*

*This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.*

*The contact person for the Sponsor is Ms Bao Qing - Registered Professional, 6 Raffles Quay, #24-02, Singapore 048580, [sponsor@rhtgoc.com](mailto:sponsor@rhtgoc.com).*