

**ASIAN MICRO HOLDINGS LIMITED**  
(Incorporated in Singapore)  
(Company Registration No.: 199701052K)

**MINUTES OF ANNUAL GENERAL MEETING (“AGM” OR “MEETING”)**

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<b>PLACE</b>	:	Orchid Country Club, Sapphire Suite III & IV, 1 Orchid Club Road, Singapore 769162
<b>DATE</b>	:	Tuesday, 25 October 2022
<b>TIME</b>	:	10.00 a.m.
<b>PRESENT</b>	:	Per the attendance list maintained by the Company
<b>IN ATTENDANCE</b>	:	Per the attendance list maintained by the Company
<b>CHAIRMAN</b>	:	Mr. Cheah Wee Teong

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**INTRODUCTION & QUORUM**

As a quorum was present, Mr. Cheah Wee Teong, the Independent Non-Executive Chairman of the Company, declared the Meeting open and introduced the Directors present at the Meeting.

Mr. Lee Teck Meng Stanley, an Independent Director, was unable to attend the Meeting and had expressed his sincere apologies.

**NOTICE**

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) (“Alternative Arrangement Order”), there was no despatch of printed copies and the Notice of AGM (“**Notice**”) together with the Annual Report and Proxy Form in relation to the AGM were made available to members 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/>.

The Notice convening the Meeting was taken as read.

The Chairman demanded for a poll in accordance with Article 59 of the Company’s Constitution. This also complies with the requirement of the listing manual of the Singapore Exchange Securities Trading Limited for all listed companies to conduct voting by poll for all general meetings, as well as to accord due respect to the full voting rights of shareholders.

The Chairman directed the poll on each motion to be taken after all the motions had been formally proposed and seconded.

**ORDINARY BUSINESS:**

**DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS – RESOLUTION 1**

The Meeting proceeded to receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 30 June 2022 together with the Auditors’ Report.

The motion for Resolution 1 was proposed by the Chairman and seconded by Ms. Niw Pei Chew.

As there were no questions from the shareholders, the Chairman proceeded to the next item on the agenda of the Meeting.

## **RE-ELECTION OF DIRECTORS – RESOLUTIONS 2 AND 3**

The Meeting was informed that Mr. Ng Chee Wee and Mr. Lee Teck Meng Stanley, the Directors who were retiring under Article 89 of the Company's Constitution, had signified their consents to continue in office.

### **Re-Election of Mr. Ng Chee Wee as a Director – Resolution 2**

The motion for the re-election of Mr. Ng Chee Wee as a Director of the Company pursuant to Article 89 of the Company's Constitution was proposed by Mr. Phan Guo Yee and seconded by Mr. Koh Lye Seng Eric.

### **Re-Election of Mr. Lee Teck Meng Stanley as a Director – Resolution 3**

It was noted that Mr. Lee Teck Meng Stanley would, upon re-election as a Director of the Company, remain as members of the Audit, Nominating and Remuneration Committees and would be considered independent for the purpose of Rule 704(7) of the Listing Manual – Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**").

The motion for the re-election of Mr. Lee Teck Meng Stanley as a Director of the Company pursuant to Article 89 of the Company's Constitution was proposed by Mr. Koh Lye Seng Eric and seconded by Mr. Phan Guo Yee.

## **DIRECTORS' FEES – RESOLUTION 4**

The Board had recommended the payment for a sum of S\$29,500 as Directors' fees for the financial year ended 30 June 2022.

The motion for Resolution 4 was proposed by Ms. Ang Hwee Keng and seconded by Ms. Niw Pei Chewn.

## **RE-APPOINTMENT OF AUDITORS – RESOLUTION 5**

The Meeting was informed that the retiring Auditors, Messrs. Ernst & Young LLP, Public Accountants and Chartered Accountants, Singapore had expressed their willingness to continue in office.

The motion for Resolution 5 was proposed by Ms. Ang Hwee Keng and seconded by Mr. Koh Lye Seng Eric.

## **ANY OTHER ORDINARY BUSINESS**

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

## **SPECIAL BUSINESS**

### **AUTHORITY TO ISSUE SHARES – RESOLUTION 6**

Resolution 6 was to authorise Directors to allot and issue new shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rules.

The Chairman informed the shareholders that the text of the resolution was set out under item 7 in the Notice of AGM on pages 109 and 110 of the Annual Report.

The motion for Resolution 6 was proposed by Mr. Phan Guo Yee and seconded by Ms. Niw Pei Chewn

There being no questions from the shareholders, the Chairman proceeded to put the resolutions to vote by poll as all the motions in the Notice had been duly proposed and seconded.

### **POLLING**

The poll was taken for Resolutions 1 to 6. For the conduct of the poll, Agile 8 Advisory Pte. Ltd. and B.A.C.S. Private Limited had been appointed as Scrutineer and Polling Agent respectively. Poll procedures were explained by the Scrutineer.

After all the completed poll voting slips were handed to representatives of the Scrutineer, the Chairman suggested to take a 5-minute break at 10.15 a.m. while the Polling Agent and Scrutineer were counting and verifying the votes. Shareholders were requested to assemble in the room at 10.20 a.m. or when the results of the poll for the AGM were ready.

The Meeting was called to order at 10.20 a.m.

### **RESULTS OF POLL**

Following the tabulation of votes as verified by the Scrutineer, the Chairman announced the results of the poll as follows:

#### **Ordinary Resolution 1**

	<b>Votes</b>	<b>Percentage (%)</b>
No. of shares for:	928,428,428	100
No. of share against:	0	0

Based on the results of the poll, the Chairman declared Ordinary Resolution 1 carried and IT WAS RESOLVED:

"That the Directors' Statement and the Audited Financial Statements for the financial year ended 30 June 2022 together with the Auditors' Report be received and adopted."

#### **Ordinary Resolution 2**

	<b>Votes</b>	<b>Percentage (%)</b>
No. of shares for:	899,950,842	100
No. of share against:	0	0

Based on the results of the poll, the Chairman declared Ordinary Resolution 2 carried and IT WAS RESOLVED:

"That Mr. Ng Chee Wee be re-elected as a Director of the Company pursuant to Article 89 of the Constitution of the Company."

#### **Ordinary Resolution 3**

	<b>Votes</b>	<b>Percentage (%)</b>
No. of shares for:	928,428,428	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman declared Ordinary Resolution 3 carried and IT WAS RESOLVED:

"That Mr. Lee Teck Meng Stanley be re-elected as a Director of the Company pursuant to Article 89 of the Constitution of the Company."

**Ordinary Resolution 4**

	<b>Votes</b>	<b>Percentage (%)</b>
No. of shares for:	928,428,428	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman declared Ordinary Resolution 4 carried and IT WAS RESOLVED:

“That the payment of Directors’ fees of S\$29,500 for the financial year ended 30 June 2022 be approved.”

**Ordinary Resolution 5**

Following the tabulation of votes as verified by the Scrutineer, the Chairman announced the results of the poll as follows:

	<b>Votes</b>	<b>Percentage (%)</b>
No. of shares for:	928,428,428	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman declared Ordinary Resolution 5 carried and IT WAS RESOLVED:

“That Messrs. Ernst & Young LLP, Public Accountants and Chartered Accountants, Singapore, be re-appointed as Auditors of the Company until the conclusion of the next AGM to be determined by the Directors.”

**Ordinary Resolution 6**

Following the tabulation of votes as verified by the Scrutineer, the Chairman announced the results of the poll as follows:

	<b>Votes</b>	<b>Percentage (%)</b>
No. of shares for:	928,428,428	100
No. of shares against:	0	0

Based on the results of the poll, the Chairman declared Ordinary Resolution 6 carried and IT WAS RESOLVED:

“That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rules, 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 Singapore Exchange Securities Trading Limited) 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 exercise of 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 Catalist Rules;
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (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 Singapore Exchange Securities Trading Limited) 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.”

## **CONCLUSION**

There being no other business to transact, the AGM of the Company was declared closed at 10.20 a.m.

Confirmed as True Record of Proceedings held

Cheah Wee Teong  
Chairman