
NOTICE OF EXTRAORDINARY GENERAL MEETING



ASIAN MICRO HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199701052K)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Asian Micro Holdings Limited (the “Company”) will be held at Orchid Country Club, Emerald Suite, 1 Orchid Club Road, Singapore 769162 on 4 July 2024 at 10.00 a.m. for the purpose of considering and, if thought fit, passing (with or without any modifications) the following resolutions which will be proposed as Special 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 11 June 2024 (the “Circular”) in relation to the Proposed Adoption of the New Constitution and the Proposed Alteration to the Objects Clause.

SPECIAL RESOLUTION 1: THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

THAT:

- (1) the regulations contained in the New Constitution as set out in Appendix A to the Circular, be approved and, if so approved at the EGM, adopted from the date of the EGM as the constitution of the Company in substitution for, and to the exclusion of, the existing Constitution; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Special Resolution 1 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

SPECIAL RESOLUTION 2: THE PROPOSED ALTERATION TO THE OBJECTS CLAUSE

THAT subject to and contingent upon the passing of Special Resolution 1:

- (1) the objects clause as set out in Appendix C to the Circular be deleted in its entirety; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Special Resolution 2 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

BY ORDER OF THE BOARD

Toh Li Ping, Angela
Joint Company Secretary
11 June 2024

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NOTES:

General

1. The EGM of the Company will be held at be Orchid Country Club, Emerald Suite, 1 Orchid Club Road, Singapore 769162. Shareholders and other attendees who are feeling unwell on the date of the EGM are advised not to attend the EGM.
2. Authenticated Shareholders and proxy(ies) will be able to ask questions in person at the EGM. Arrangements have also been put in place to permit Shareholders to submit their questions ahead of the EGM. Please refer to Notes 11 to 13 below for further details.
3. Live voting by poll will be conducted during the EGM for Shareholders and proxy(ies) attending the EGM.

Voting by proxy

4. A Shareholder who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the EGM.
5. A Shareholder who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the EGM, 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(6) of the Companies Act 1967.

6. A proxy need not be a Shareholder of the Company.
7. The instrument appointing a proxy (or proxies) (“**Proxy Form**”) must be submitted to the Company not less than forty-eight (48) hours before the time appointed for holding the EGM 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,

in either case, no later than 10.00 a.m. on 2 July 2024 (“**Proxy Deadline**”).

A Shareholder who wishes to submit a Proxy Form must first 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.

8. The Proxy Form must be signed by the appointor 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.
9. 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 EGM and/or participate in the EGM.
10. 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 EGM, 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 EGM

11. A Shareholder may submit questions relating to the resolutions to be tabled for approval at the EGM or the Company's businesses and operations ahead of the EGM. To do so, all questions must be submitted by 10.00 a.m. on 26 June 2024 through any of the following means:
 - (a) if submitted by email, be received by the Company at 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.
12. 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 EGM 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 Proxy Deadline. 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 EGM through publication on SGXNET, or at the EGM.

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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 EGM and/or any adjournment thereof, a Shareholder (i) 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.