

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

**MINUTES OF EXTRAORDINARY GENERAL MEETING (“EGM” OR “MEETING”)**

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<b>PLACE</b>	:	Orchid Country Club, Emerald Suite, 1 Orchid Club Road, Singapore 769162
<b>DATE</b>	:	Thursday, 4 July 2024
<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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*Unless otherwise defined herein or the context otherwise requires, all capitalised terms used herein shall bear the same meanings ascribed to them in the Notice of Extraordinary General Meeting dated 11 June 2024 (“**Notice**”) and the circular to Shareholders of the Company dated 11 June 2024 (the “**Circular**”).*

#### **INTRODUCTION & QUORUM**

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

#### **NOTICE**

The Notice and the Circular had been circulated to shareholders. 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. Observers were not permitted to participate or vote at meetings and were therefore, not permitted to ask questions or propose any motion that came before the Meeting.

It was noted that the Chairman had been appointed as a proxy by some shareholders and would be voting in accordance with their instructions. He directed the poll on each motion to be taken after all the motions had been formally proposed.

#### **PURPOSE OF EGM**

The purpose of the EGM was to seek the approval of the shareholders for (i) the Proposed Adoption of the New Constitution, and (ii) the Proposed Alteration to the Objects Clause. It was noted that the passing of the special resolution for the Proposed Alteration to the Objects Clause (“**Special Resolution 2**”) is conditional upon the passing of the special resolution for the Proposed Adoption of the New Constitution (“**Special Resolution 1**”).

The proposed adoption of the New Constitution was to streamline the existing constitution, incorporate amendments to clarify certain provisions in the existing constitution and update the provisions in the existing constitution for compliance with Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited Listing Manual and changes to the Companies Act 1967 in recent years.

## **QUESTIONS AND ANSWERS**

It was noted that as at the stipulated deadline for submission of questions ahead of the EGM set out in the Notice of EGM (i.e. 10.00 a.m. on 26 June 2024), the Company did not receive any questions from shareholders.

After addressing questions from the shareholders at the EGM which were substantial and relevant to the resolutions to be tabled for approval at the EGM ("**Summary of Q&A at the EGM**"), the Chairman then proceeded with the agenda of the EGM. The Summary of Q&A at the EGM is attached to these minutes as Appendix I.

### **SPECIAL RESOLUTION 1**

#### **- THE PROPOSED ADOPTION OF THE NEW CONSTITUTION**

Special Resolution 1 was to seek shareholders' approval on the proposed adoption of the new constitution. The regulations contained in the new constitution were set out in the Appendix A of the Circular.

The motion as set out under Special Resolution 1 was proposed by the Chairman.

### **SPECIAL RESOLUTION 2**

#### **- THE PROPOSED ALTERATION TO THE OBJECTS CLAUSE**

Special Resolution 2 was to seek shareholders' approval on the proposed alteration to the objects clause, where the object clause set out in Appendix C of the Circular would be deleted in its entirety.

The motion as set out under Special Resolution 2 was proposed by the Chairman.

## **POLLING**

The Chairman proceeded to put Special Resolutions 1 and 2 to vote by poll as all the motions in the Notice had been duly proposed.

For the conduct of the poll, CACS Corporate Advisory 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 15-minute break at 10.30 a.m. while the Polling Agent and Scrutineer were counting and verifying the votes of the EGM. Shareholders were requested to assemble in the room at 10.45 a.m. for the announcement of the results of the poll.

## **RESULTS OF POLL**

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

### **Special Resolution 1**

	<b>Votes</b>	<b>Percentage (%)</b>
No. of shares for:	1,012,526,072	99.9999%
No. of shares against:	1,000	0.0001%

Based on the results of the poll, the Chairman declared the motion carried and it was RESOLVED:

“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**

	<b>Votes</b>	<b>Percentage (%)</b>
No. of shares for:	1,012,526,072	99.9999%
No. of shares against:	1,000	0.0001%

Based on the results of the poll, the Chairman declared the motion carried and it was RESOLVED:

“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.”

### **CONCLUSION**

There being no other business to transact, the EGM of the Company was declared closed at 10.50 a.m. and the Chairman thanked everyone for their attendance.

Confirmed as True Record of Proceedings held

Cheah Wee Teong  
Chairman

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

**EXTRAORDINARY GENERAL MEETING HELD ON 4 JULY 2024  
 - SUMMARY OF QUESTIONS AND ANSWERS**

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<p>Question 1: Shareholder</p>	<p>What is the difference between “Implied Consent” and “Deemed Consent” in Articles 145(C) and 145(D) of the new Constitution relating to electronic communications? The Company should allow for shareholders to give a standing instruction for printed copies of the Annual Report.</p>
<p>Answer 1: Lau Yan Wai Legal Advisor</p>	<p>As set out on Page 17 of the Circular, there is “implied consent” from shareholders to receive notices and documents using electronic communications if a company’s constitution (i) provides for the use of electronic communications and specifies the manner in which the electronic communications is to be used, and (ii) specifies that shareholders agree to receive such notices or documents by way of electronic communications and do not have a right to elect to receive physical copies of such notices and documents. The foregoing has been proposed to be included in Articles 145(B) and 145(C) of the New Constitution to be passed pursuant to Special Resolution 1 at the EGM. If passed, notices and documents can be sent to Shareholders using electronic communications, without giving Shareholders the right to elect to receive physical copy of such notices and documents, to the extent permitted by the Companies Act 1967, any regulations made under Companies Act 1967 and (where applicable) the listing rules of the stock exchange upon which the shares of the Company may be listed. The proposed amendments also allow the Company to provide shareholders the option to receive physical copies of notices and documents, and where such option is not exercised by a shareholder, such shareholder is deemed to have given his/her consent to receive the electronic copies of the notices and documents; this being “deemed consent”. The Board will take the shareholder’s feedback on the standing instruction into consideration when determining the appropriate manner to distribute annual reports.</p>
<p>Question 2: Shareholder</p>	<p>What is the purpose of deleting the objects clause in its entirety as set out in Special Resolution 2?</p>
<p>Answer 2: Lau Yan Wai Legal Advisor</p>	<p>By deleting the objects clauses, the Company may take advantage of the flexibility afforded by section 23 of the Companies Act 1967 which is incorporated in Article 4 of the New Constitution. Section 23 of the Companies Act provides that a company has full capacity to carry on or undertake any business or activity, do any act or enter into any transactions, subject to the law and to the provisions of its constitution.</p>

<p>Question 3: Shareholder</p> <p>Answer 3: Lau Yan Wai Legal Advisor</p> <p>Question 4: Shareholder</p> <p>Answer 4: Lau Yan Wai Legal Advisor</p>	<p>What is “Secrecy” in Article 154 of the new Constitution relating to?</p> <p>It relates to information in respect of the details of the Company’s trade or any matter in the nature of a trade secret, mystery of trade or secret process relating to the conduct of the business of the Company and which may in the Directors’ opinion be inexpedient in the interest of the Shareholders to communicate to the public save as may be authorised by law or required by the listing rules of the Singapore Exchange Securities Trading Limited.</p> <p>Article 103 provides that the quorum necessary for the transaction of the business may be fixed from time to time by the Directors and unless so fixed at any other number shall be two. Would that affect the quorum required for general meetings?</p> <p>Article 103 applies only to meetings of the Board of Directors only, not meetings of the Shareholders.</p> <p>There are no changes to the quorum required for business to be transacted at any General Meeting.</p>
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