

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

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

PLACE	:	Orchid Country Club, Emerald Suite, 1 Orchid Club Road, Singapore 769162
DATE	:	Wednesday, 30 October 2024
TIME	:	10.00 a.m.
PRESENT	:	Per the attendance list maintained by the Company
IN ATTENDANCE	:	Per the attendance list maintained by the Company
CHAIRMAN	:	Mr. Cheah Wee Teong

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 Board of Directors (“**Board**”) of the Company present at the Meeting.

NOTICE

The Annual Report and Notice of AGM (“**Notice**”) dated 14 October 2024 had been circulated to shareholders. The Notice convening the Meeting was taken as read.

The Chairman demanded for a poll in accordance with Article 64(B) of the Company’s Constitution. This also complies with the requirement of the Listing Manual – Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Catalist Rules**”) 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.

QUESTIONS AND ANSWERS

It was noted that as at the stipulated deadline for submission of questions ahead of the AGM set out in the Notice of AGM (i.e. 10.00 a.m. on 22 October 2024), the Company did not receive any questions from shareholders.

As there were no questions from the shareholders at the AGM, the Chairman proceeded with the agenda of the Meeting.

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 2024 together with the Auditors’ Report.

The motion for ordinary resolution 1 was proposed by the Chairman.

RE-ELECTION OF DIRECTORS – RESOLUTIONS 2 AND 3

The Meeting was informed that Mr. Ng Chee Wee and Mr. Tan Wei Lee, the Directors who were retiring under Article 94 and 100 of the Company's Constitution respectively, 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 94 of the Company's Constitution was proposed by the Chairman.

Re-election of Mr. Tan Wei Lee as a Director – Resolution 3

The motion for the re-election of Mr. Tan Wei Lee as a Director of the Company pursuant to Article 100 of the Company's Constitution was proposed by the Chairman.

It was noted that Mr. Tan Wei Lee will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, members of the Audit Committee (“**AC**”), the Nominating Committee (“**NC**”) and the Remuneration Committee (“**RC**”) and would be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

RETIREMENT OF MR. CHUE WAI TAT AS A DIRECTOR

It was noted that agenda item 3 of the Notice was to note retirement of Mr. Chue Wai Tat (“**Mr. Chue**”) as a Director of the Company pursuant to Article 94 of the Constitution of the Company at the conclusion of the AGM.

Mr. Chue had served as an Independent Director of the Company for an aggregate period of more than 9 years. In view of the new requirement that impose a tenure limit for Independent Director and the need for Board renewal, Mr Chue was not seeking re-election and would retire as the Lead Independent Director of the Company pursuant to Article 94 of the Company's Constitution at the conclusion of the AGM. Following his retirement from the Board, Mr. Chue would cease as members of the AC, the NC and the RC.

The Board expressed its heartfelt gratitude to Mr. Chue for his invaluable contributions and efforts driving the growth of the Group over the years.

DIRECTORS' FEES – RESOLUTION 4

The Board had recommended the payment for a sum of S\$38,000 as Directors' fees for the financial year ended 30 June 2024.

The motion for ordinary resolution 4 was proposed by the Chairman.

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 ordinary resolution 5 was proposed by the Chairman.

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 the Directors of the Company to allot and issue new shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalyst 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 123 and 124 of the Annual Report.

The motion for ordinary resolution 6 was proposed by the Chairman.

POLLING

The Chairman proceeded to put ordinary resolutions 1 to 6 to vote by poll as all the motions in the Notice had been duly proposed.

For the conduct of the poll, CACS Corporate 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 30-minute break at 10.15 a.m. while the Polling Agent and Scrutineer were counting and verifying the votes of the AGM. Shareholders were requested to assemble in the room at 10.45 a.m. or when the results of the poll for the AGM were ready.

The AGM resumed at 10.40 a.m. for the announcement of the results of the polls of the AGM.

RESULTS OF POLL

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

		FOR		AGAINST	
		No. of shares	Percentage over total votes exercised (%)	No. of shares	Percentage over total votes exercised (%)
Ordinary Resolutions					
1	Directors' Statement and Audited Financial Statements for the year ended 30 June 2024 together with Auditors' Report thereon	1,014,043,728	100.0000	0	0.0000
2	Re-election of Mr. Ng Chee Wee as a Director pursuant to Article 94 of the Company's Constitution	964,572,320	100.0000	0	0.0000
3	Re-election of Mr. Tan Wei Lee as a Director pursuant to Article 100 of the Company's Constitution	1,014,044,728	100.0000	0	0.0000
4	Approval of Directors' fees amounting to S\$38,000	1,014,010,728	100.0000	1,000	0.0001
5	Re-appointment of Messrs Ernst & Young LLP as Auditors	1,014,041,728	100.0000	0	0.0000
6	Authority to issue new shares	1,014,043,728	100.0000	0	0.0000

Based on the results of the poll, the Chairman declared ordinary resolutions 1 to 6 carried, and:

ORDINARY RESOLUTION 1

- DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS

IT WAS RESOLVED:

That the Directors' Statement and the Audited Financial Statements for the financial year ended 30 June 2024 together with the Auditors' Report be received and adopted.

ORDINARY RESOLUTION 2

- RE-ELECTION OF MR. NG CHEE WEE AS A DIRECTOR

IT WAS RESOLVED:

That Mr. Ng Chee Wee be re-elected as a Director of the Company pursuant to Article 94 of the Constitution of the Company.

ORDINARY RESOLUTION 3

- RE-ELECTION OF MR. TAN WEI LEE AS A DIRECTOR

IT WAS RESOLVED:

That Mr. Tan Wei Lee be re-elected as a Director of the Company pursuant to Article 100 of the Constitution of the Company.

ORDINARY RESOLUTION 4

- DIRECTORS' FEES

IT WAS RESOLVED:

That the payment of Directors' fees of S\$38,000 for the financial year ended 30 June 2024 be approved.

ORDINARY RESOLUTION 5

- RE-APPOINTMENT OF AUDITORS

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 Annual General Meeting, at a remuneration to be determined by the Directors.

ORDINARY RESOLUTION 6

- AUTHORITY TO ISSUE SHARES

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 10.45 a.m.

Confirmed as True Record of Proceedings held

Cheah Wee Teong
Chairman