



## **MINUTES OF ANNUAL GENERAL MEETING**

MINUTES of the Annual General Meeting (the “**AGM**” or “**Meeting**”) of KTMG Limited (the “**Company**” or “**KTMG**”) held by way of electronic means on Thursday, 28 April 2022 at 10:00 a.m..

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### **PRESENT**

Mr Lim Siau Hing (Executive Chairman)  
Mr Damien Lim Vhe Kai (Executive Director and Chief Executive Officer)  
Mr Goh Yeow Tin (Lead Independent Non-Executive Director)  
Mr Yap Boh Pin (Independent Non-Executive Director)  
Mr Koh Boon Huat (Independent Non-Executive Director)

### **IN ATTENDANCE**

As set out in the attendance list maintained by the Company.

### **CHAIRMAN**

Mr Damien Lim Vhe Kai, the Chief Executive Officer and Executive Director, assisted the Chairman in conducting the proceedings of the AGM on behalf of the Chairman. The Chairman of the Meeting and Board of Directors welcomed the shareholders for their attendance. He expressed his regret that, due to the COVID-19 restriction orders in Singapore, shareholders are not able to attend in person. The Chairman introduced the members of the Board, the Executive Chairman, Mr Lim Siau Hing, Lead Independent Non-Executive Director, Mr Goh Yeow Tin, Independent Non-Executive Director, Mr Yap Boh Pin, Independent Non-Executive Director, Mr Koh Boon Huat, Chief Operating Officer, Mr Chew Chong Kiat, Financial Controller, Mr Low Yong Heng and Secretary as well as Sponsor, Auditors and Scrutineer who have joined the AGM via live webcast.

### **RESPONSES TO SUBSTANTIAL AND RELEVANT QUESTIONS**

The Chairman informed the Meeting that the Company had not received any questions from shareholders prior to the AGM.

### **POLL VOTING**

The Chairman highlighted to the shareholders that there would be no live voting during the meeting and he had been appointed as proxy by the shareholders to vote on their behalf in accordance with their specific instructions.

The Chairman further informed that all resolutions to be tabled at the AGM would be voted upon by way of poll. All the motions had been duly voted by the shareholders through the submissions of the Proxy Forms and the Scrutineer has verified the counting of all votes casted through the Proxy Forms.



Entrust Advisory Pte Ltd was appointed as scrutineers for the poll. Tricor Evatthouse Corporate Services was appointed as the polling agent.

### **QUORUM**

With the requisite quorum being present, the Chairman declared the Meeting to order at 10:00 a.m..

### **NOTICE**

The notice of the meeting having been circulated to the members, with the concurrence of the Meeting, was taken as read.

### **ORDINARY RESOLUTION 1**

#### **AUDITED FINANCIAL STATEMENTS AND STATEMENT OF THE DIRECTORS AND THE AUDITORS' REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021**

The Chairman proposed that the Directors' Statement and the Audited Financial Statements of the Company for the year ended 31 December 2021 and the Auditor's Report thereon be received and adopted.

The results of the poll for Resolution 1 were as follows:

	Total Votes	Percentage
For the Resolution	141,468,231	99.9993%
Against the Resolution	1,052	0.0007%

Based on the results of the poll, the Chairman declared the following motion carried:

***“RESOLVED that the Audited Financial Statements and the Statement of the Directors and the Auditors' Report thereon for the financial year ended 31 December 2021 be and are hereby received and adopted.”***

### **ORDINARY RESOLUTION 2**

#### **RE-ELECTION OF MR LIM SIAU HING @ LIM KIM HOE AS DIRECTOR OF THE COMPANY**

Mr Lim Siau Hing @ Lim Kim Hoe retired pursuant to Regulation 95 of the Company's Constitution. Being eligible, he had offered himself for re-election.

The results of the poll for Resolution 2 were as follows:

	Total Votes	Percentage
For the Resolution	141,468,231	99.9993%
Against the Resolution	1,052	0.0007%

Based on the results of the poll, the Chairman declared the following motion carried:



***“RESOLVED that Mr Lim Siau Hing @ Lim Kim Hoe be re-elected as Director of the Company.”***

### **ORDINARY RESOLUTION 3**

#### **RE-ELECTION OF MR KOH BOON HUAT AS DIRECTOR OF THE COMPANY**

Mr Koh Boon Huat retired pursuant to Regulation 95 of the Company’s Constitution. Being eligible, he offered himself for re-election.

The Chairman informed the Meeting that upon re-election, Mr Koh Boon Huat would, upon re-election as Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee and he would be considered independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Catalist Rules**”).

The results of the poll for Resolution 3 were as follows:

	Total Votes	Percentage
For the Resolution	141,468,231	99.9993%
Against the Resolution	1,052	0.0007%

Based on the results of the poll, the Chairman declared the following motion carried:

***“RESOLVED that Mr Koh Boon Huat be re-elected as Director of the Company.”***

### **ORDINARY RESOLUTION 4**

#### **DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021**

The Chairman proposed the motion to approve the Directors’ Fees of S\$85,000 for the financial year ended 31 December 2021.

The results of the poll for Resolution 4 were as follows:

	Total Votes	Percentage
For the Resolution	141,468,231	99.9993%
Against the Resolution	1,052	0.0007%

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

***“RESOLVED that approval be and is hereby given for the payment S\$85,000 of to the Directors as Directors’ Fees for the financial year ended 31 December 2021.”***

### **ORDINARY RESOLUTION 5**

#### **RE-APPOINTMENT OF AUDITORS**

The Chairman proposed that Foo Kon Tan LLP be reappointed as Auditor of the Company and that the Directors be authorised to fix its remuneration.



The results of the poll for Resolution 5 were as follows:

	Total Votes	Percentage
For the Resolution	141,468,231	99.9993%
Against the Resolution	1,052	0.0007%

Based on the results of the poll, the Chairman declared the following motion carried:

***“RESOLVED that Messrs Foo Kon Tan LLP be and are hereby re-appointed as Auditors of the Company for the ensuing year and that the Directors be authorised to fix their remuneration.”***

## **ORDINARY RESOLUTION 6**

### **RENEWAL OF SHARE ISSUE MANDATE**

The Chairman informed that Resolution 6 on the Agenda was to seek shareholders' approval for the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and Catalist Rules.

The Chairman proposed the motion as set out under item 5 of the Notice.

The results of the poll for Resolution 6 were as follows:

	Total Votes	Percentage
For the Resolution	141,468,231	99.9993%
Against the Resolution	1,052	0.0007%

Based on the results of the poll, the Chairman declared the following motion carried:

***“RESOLVED THAT pursuant to Section 161 of the Companies Act 1967 and subject to Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:***

- (a) (i) ***allot and issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or***
- (ii) ***make or grant offers, agreements or options or convertible securities (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 may in their absolute discretion deem fit;***

- (b) ***(notwithstanding that the authority conferred by this Resolution may have ceased to be in force), issue Shares in pursuance of any instrument made or granted by the Directors while this Resolution was in force, provided always that:***



- (i) ***the aggregate number of Shares and convertible securities to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 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 (ii) below), and provided further that where shareholders of the Company (“Shareholders”) are not given the opportunity to participate in the same on a pro-rata basis, then the Shares and convertible securities to be issued under such circumstances shall not exceed 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 (ii) below);***
- (ii) ***(subject to manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution, after adjusting for:***
- (1) new Shares arising from the conversion or exercise of convertible securities,***
  - (2) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and***
  - (3) any subsequent bonus issue, consolidation or subdivision of Shares;***
- Adjustments in accordance with (1) and (2) are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;***
- (iii) ***in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGXST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and***
- (iv) ***such authority shall, unless revoked or varied by the Company at a general meeting, 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 the earlier; and***
- (c) ***the Directors be and are hereby authorised to do any and all acts which they deem necessary and expedient in connection with paragraphs (a) and (b) above.”***



## CONCLUSION

There being no other business, the Chairman declared the Meeting of the Company closed at 10.10 a.m. and thanked everyone for their participation and support.

Confirmed as True Record of Proceedings held

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Lim Siau Hing  
Chairman of the Meeting  
10 May 2022

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*This announcement has been reviewed by the Company's continuing sponsor (the "**Sponsor**"), SAC Capital Private Limited.*

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made, or reports contained in this announcement.*

*The contact person for the Sponsor is Ms Charmian Lim (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.*