

AMOS GROUP LIMITED
(Company Registration No. 201004068M)
(Incorporated in the Republic of Singapore)
(the "Company")

MINUTES OF ANNUAL GENERAL MEETING

PLACE	: Via Live Webcast
DATE	: Thursday, 28 July 2022
TIME	: 10.00 a.m.
PRESENT	: Directors
IN ATTENDANCE	: Management, Company Secretary and Auditors of the Company
CHAIRMAN OF THE MEETING	: Mr Kyle Arnold Shaw, Jr. was elected Chairman of the Annual General Meeting (the "Meeting").

QUORUM

Shareholders were informed that the meeting was conducted in accordance with the COVID-19 (Temporary Measures) Act 2020 and the related order on the conduct of alternative arrangements for general meetings ("Covid-19 Order"). As a quorum was present, the Chairman declared the Meeting opened at 10.00 a.m. The Chairman then introduced the Directors and officers present.

NOTICE

The notice convening the Meeting was taken as read.

VOTING BY WAY OF A POLL

Mr Kyle Arnold Shaw, Jr., in his capacity as Chairman of the Meeting, had demanded a poll on all resolutions to be tabled at the Meeting in accordance with the Regulation 78(2)(a) of the Company's Constitution and the Rule 730A of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX").

Chairman informed that all motions for the resolutions tabled at the meeting would be voted on by poll based on the proxy forms that were submitted to the Company at least 72 hours before this meeting.

Moore Stephens LLP was appointed as Scrutineer. The validity of the proxies submitted by the shareholders before the submission deadline had been reviewed and the votes of all such valid proxies had been counted and verified.

The Company had before this AGM, received several questions from shareholders. As stated in the Notice of AGM, there was no "live" question and answer session during AGM.

The Chairman proceeded to read the questions received and addressed the questions:-

Question 1

Given that the Group reported a loss of \$13.8 million for FY2022, what is the reason for the increase in directors' fee from \$320k to \$370k?

Answer

The Board of Directors decided to increase the Chairman's director's fee due to him taking over the acting CEO role after the resignation of the previous CEO. Overall, this arrangement would provide significant savings for AMOS Group in the short to medium term.

Question 2

The Admin expenses are very high, amounting to \$22.7 million for FY2022. Please provide a breakdown of the main components that go into these expenses. Would the Group be able to look into significantly reducing these expenses?

Answer

The main components of these expenses comprised staff costs amounting to \$9.4 million and Depreciation and Amortization amounting to \$6.4 million. The Company is definitely working towards better financial performance and aiming to reduce administrative expenses as and when appropriate.

ORDINARY BUSINESS:

ORDINARY RESOLUTION 1 – DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS

The Meeting proceeded to receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2022 together with the Directors’ Statement and the Auditors’ Report thereon.

The motion for the above Resolution was proposed by the Chairman and the votes were casted in accordance with voting instructions received.

The Chairman proceeded with the poll and the results were as follows:

Ordinary Resolution 1		No. of Shares	In Percentage
Total number of votes cast	:	146,829,215	100.00
Number of votes cast for	:	144,958,815	98.73
Number of votes cast against	:	1,870,400	1.27

Based on the results of the poll, the Chairman declared Resolution 1 carried.

It was resolved that the Audited Financial Statements for the financial year ended 31 March 2022 together with the Directors’ Statement and the Auditors’ Report thereon be received and adopted.

ORDINARY RESOLUTION 2 – RE-ELECTION OF MR DAVID WOOD HUDSON AS DIRECTOR

Mr David Wood Hudson who retired as a Director pursuant to Regulation 110 of the Company’s Constitution, had given his consent for re-election as a Director.

Mr David Wood Hudson would, upon re-election as Director of the Company, remain as Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee. Mr David Wood Hudson would be considered independent.

The motion for the above Resolution was proposed by the Chairman and the votes were casted in accordance with voting instructions received.

The Chairman proceeded with the poll and the results were as follows:

Ordinary Resolution 2		No. of Shares	In Percentage
Total number of votes cast	:	146,829,215	100.00
Number of votes cast for	:	144,958,815	98.73
Number of votes cast against	:	1,870,400	1.27

Based on the results of the poll, the Chairman declared Resolution 2 carried.

It was resolved that Mr David Wood Hudson be re-elected a Director of the Company.

ORDINARY RESOLUTION 3 – RE-ELECTION OF MS EDWINA CHEUNG PUI YIN AS DIRECTOR

Ms Edwina Cheung Pui Yin who retired as a Director pursuant to Regulation 114 of the Company's Constitution, had given his consent for re-election as a Director.

Ms Edwina Cheung Pui Yin would, upon re-election as Director of the Company, remain as a member of the Audit Committee, Nominating Committee and Remuneration Committee. Ms Edwina Cheung Pui Yin would be considered independent.

The motion for the above Resolution was proposed by the Chairman and the votes were casted in accordance with voting instructions received.

The Chairman proceeded with the poll and the results were as follows:

Ordinary Resolution 3		No. of Shares	In Percentage
Total number of votes cast	:	146,829,215	100.00
Number of votes cast for	:	144,958,815	98.73
Number of votes cast against	:	1,870,400	1.27

Based on the results of the poll, the Chairman declared Resolution 3 carried.

It was resolved that Ms Edwina Cheung Pui Yin be re-elected a Director of the Company.

ORDINARY RESOLUTION 4 – DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 MARCH 2023

The Board had recommended the payment of Directors' fees of S\$370,000 for the financial year ending 31 March 2023.

The motion for the above Resolution was proposed by the Chairman and the votes were casted in accordance with voting instructions received.

The Chairman proceeded with the poll and the results were as follows:

Ordinary Resolution 4		No. of Shares	In Percentage
Total number of votes cast	:	146,831,965	100.00
Number of votes cast for	:	144,958,815	98.72
Number of votes cast against	:	1,873,150	1.28

Based on the results of the poll, the Chairman declared Resolution 4 carried.

It was resolved that the Directors' fees of S\$370,000 for the financial year ending 31 March 2023 be approved.

ORDINARY RESOLUTION 5 – RE-APPOINTMENT OF MESSRS BAKER TILLY TFW LLP AS AUDITORS OF THE COMPANY

Shareholders were asked to re-appoint the retiring Auditors, Messrs Baker Tilly TFW LLP, who had expressed their willingness to continue in office and to authorise the Directors of the Company to fix their remuneration.

The motion for the above Resolution was proposed by the Chairman and the votes were casted in accordance with voting instructions received.

The Chairman proceeded with the poll and the results were as follows:

Ordinary Resolution 5		No. of Shares	In Percentage
Total number of votes cast	:	146,829,215	100.00

Number of votes cast for	:	144,958,815	98.73
Number of votes cast against	:	1,870,400	1.27

Based on the results of the poll, the Chairman declared Resolution 5 carried.

It was resolved that Messrs Baker Tilly TFW LLP be re-appointed as Auditors of the Company and that the Directors be authorised to fix their remuneration.

ANY OTHER BUSINESS

As there was no notice received by the Secretary for any other ordinary business, the Meeting proceeded to deal with the special business of the Meeting.

ORDINARY RESOLUTION 6 – AUTHORITY TO ISSUE NEW SHARES

Shareholders were asked to authorise the Directors of the Company to issue shares pursuant to Section 161 of the Companies Act, 1967. Details of this resolution were set out under item 7 in the Notice of Meeting.

The motion for the above Resolution was proposed by the Chairman and the votes were casted in accordance with voting instructions received.

The Chairman proceeded with the poll and the results were as follows:

Ordinary Resolution 6		No. of Shares	In Percentage
Total number of votes cast	:	146,831,965	100.00
Number of votes cast for	:	144,958,815	98.72
Number of votes cast against	:	1,873,150	1.28

Based on the results of the poll, the Chairman declared Resolution 6 carried.

It was resolved that pursuant to Section 161 of the Companies Act, 1967 (the "Act"), the Constitution and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), 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 (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of 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; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force):
- (i) issue additional instruments as adjustments in accordance with the terms and conditions of the Instruments made or granted by the Directors while this Resolution was in force; and
- (ii) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force or such additional Instruments in (b)(i) above,

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this

- Resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares issued other than on a pro rata basis to existing shareholders (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below); and
- (2) (subject to such 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 (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:-
- (a) new Shares arising from the conversion or exercise of convertible securities which were issued and outstanding or subsisting at the time of the passing of this Resolution;
- (b) new Shares arising from the exercise of share options or vesting of share awards which were issued and outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST Listing Manual; and
- (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 listing rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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 the earlier.

ORDINARY RESOLUTION 7 – RENEWAL OF THE SHARE BUY-BACK MANDATE

Resolution 7 was to seek shareholders' approval on the renewal of the share buy-back mandate. Details of the resolution were set out under item 8 of the Notice of this Meeting.

The motion for the above Resolution was proposed by the Chairman and the votes were casted in accordance with voting instructions received.

The Chairman proceeded with the poll and the results were as follows:

Ordinary Resolution 7		No. of Shares	In Percentage
Total number of votes cast	:	146,831,965	100.00
Number of votes cast for	:	144,958,815	98.72
Number of votes cast against	:	1,873,150	1.28

Based on the results of the poll, the Chairman declared Resolution 7 carried.

It was resolved that:-

- (a) for the purposes of Sections 76C and 76E of the Companies Act, 1967, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued Shares of the Company not exceeding in aggregate the Prescribed Limit (as hereafter

defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) on-market purchases transacted through the SGX-ST's trading system or on another stock exchange on which the issuer's equity securities are listed ("Market Acquisitions") or
- (ii) off-market acquisitions in accordance with an equal access scheme as defined in Section 76C of the Companies Act ("Off-Market Acquisitions"),

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST or, as the case may be, Other Exchange, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buyback Mandate");

- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next Annual General Meeting of the Company is held;
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; or
- (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

- (c) in this Resolution:

"Prescribed Limit" means that number of Shares representing 10% of the issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings);

"Maximum Price" in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Acquisition of a Share, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Acquisition of a Share, 120% of the Average Closing Price,

where:

"Average Closing Price" is the average of the closing market prices of a Share over the last five (5) market days on which the Shares were transacted on the SGX-ST or, as the case may be, Other Exchange, preceding the day of the Market Acquisition or, as the case may be, the day of the making of the offer pursuant to an Off-Market Acquisition, and deemed to be adjusted for any corporate action that occurs during the relevant five market days period and the day on which the purchases are made;

"day of the making of the offer" means the day on which the Company makes an offer for the purchase or acquisition of Shares from shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Acquisition; and

"market day" means a day on which the SGX-ST is open for trading in securities; and

- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider

expedient or necessary to give effect to the transactions contemplated by this Resolution.

ORDINARY RESOLUTION 8 – EXTENSION OF THE AMOS EMPLOYEE SHARE OPTION SCHEME

Resolution 8 was to seek shareholders' approval on the extension of the Employee Share Option Scheme. Details of the resolution were set out under item 9A of the Notice of this Meeting.

The motion for the above Resolution was proposed by the Chairman and the votes were casted in accordance with voting instructions received.

The Chairman proceeded with the poll and the results were as follows:

Ordinary Resolution 8		No. of Shares	In Percentage
Total number of votes cast	:	146,831,965	100.00
Number of votes cast for	:	144,958,815	98.72
Number of votes cast against	:	1,873,150	1.28

Based on the results of the poll, the Chairman declared Resolution 8 carried.

It was resolved that the share option scheme to be known as the AMOS Employee Share Option Scheme (the "AMOS ESOS"), the details and rules of which have been set out in the Appendix A, be and is hereby approved and adopted substantially in the form set out in the rules of the AMOS ESOS, and the Directors of the Company be and are hereby authorized:-

- (a) to establish and administer the AMOS ESOS;
- (b) to modify and/or amend the AMOS ESOS from time to time provided that such modification and/or amendment is effected in accordance with the rules of the AMOS ESOS and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the AMOS ESOS;
- (c) to offer and grant options ("Options") in accordance with the rules of the AMOS ESOS (as may be modified from time to time) and to allot and issue and/or transfer from time to time such number of shares in the capital of the Company ("Shares") as may be required to be issued and/or transferred pursuant to the exercise of Options, provided that the total number of Shares over which new Options may be granted on any date, when added to (a) the total number of new Shares allotted and issued and/or to be allotted and issued and issued Shares (including treasury shares) delivered and/or to be delivered pursuant to Options already granted under the AMOS ESOS, and (b) the total number of Shares issued and issuable and/or transferred or transferable in respect of all options or awards granted under any other share schemes of the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding that date; and
- (d) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorized by this resolution.

ORDINARY RESOLUTION 9 – GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT UNDER THE AMOS ESOS

Resolution 9 was to seek shareholders' approval on the grant of authority to offer and grant options at a discount under the AMOS ESOS. Details of the resolution were set out under item 9B of the Notice of this Meeting.

The motion for the above Resolution was proposed by the Chairman and the votes were casted in accordance with voting instructions received.

The Chairman proceeded with the poll and the results were as follows:

Ordinary Resolution 9		No. of Shares	In Percentage
Total number of votes cast	:	146,831,965	100.00
Number of votes cast for	:	144,958,815	98.72
Number of votes cast against	:	1,873,150	1.28

Based on the results of the poll, the Chairman declared Resolution 9 carried.

It was resolved that subject to and contingent upon the passing of Ordinary Resolution 8:-

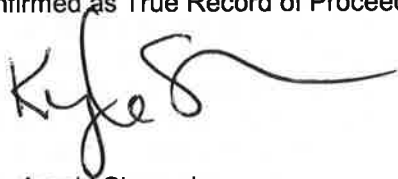
- (a) the Directors of the Company be and are hereby authorized to offer and grant Options in accordance with the rules of the AMOS ESOS with exercise prices set at a discount to the Market Price (as defined in the Appendix A); and
- (b) the maximum discount that may be given under the AMOS ESOS be up to 20% of the Market Price (as defined in the Appendix A) for the Shares at the time of the grant of the Option.

CONCLUSION

There being no other business to transact, the Chairman informed the shareholders that the results of the Meeting would be announced via SGXNet in the evening of the day.

He then declared the Meeting of the Company closed at 10.19 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings held



Kyle Arnold Shaw, Jr.
Chairman of the Meeting