

TOTM TECHNOLOGIES LIMITED
(formerly known as Yinda Infocomm Limited)
(Company Registration No. 201506891C)
(Incorporated in the Republic of Singapore)
(the “**Company**”)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD BY ELECTRONIC MEANS ON THURSDAY, 30 SEPTEMBER 2021 AT 10.15 A.M. (THE “EGM” or “MEETING”)

(Unless otherwise specified, all capitalised terms shall have the same meaning ascribed to them in the Company’s Circular dated 8 September 2021)

1. **CHAIRMAN**

Following the conclusion of the Annual General Meeting of the Company held on the same day, 30 September 2021, Mr Pierre Prunier, the Chief Executive Officer and Executive Director of the Company took the chair of the EGM (the “**Chairman**”) and called the Meeting to order.

In line with the Ministry of Health’s regulation on safe distancing measures to minimize the risk of community spread of COVID-19, the EGM was conducted through a “live” webcast comprising both video (audio-visual) and audio feeds.

It was noted the other members of the Board of Directors of the Company (the “**Board**”) were in attendance via webcast, as follows:

Name of Directors

- Ms Shao Lifang (Executive Director)
- Mr Tan Chee Bun Gordon (Executive Director)
- Mr Ngo Yit Sung (Executive Director)
- Mr Cheam Heng Haw, Howard (Lead Independent Director)
- Mr Aw Eng Hai (Independent Director)
- Mr Chua Hoe Sing (Independent Director)
- Mr Low Chai Chong (Independent Director)

Madam Song Xingyi, the Non-Executive and Non-Independent Chairman of the Board, was absent with apologies.

2. **QUORUM**

Having ascertained that a quorum was present, the Chairman called the Meeting to order at 10.15 a.m.

3. **NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Notice of EGM dated 8 September 2021 (the “**EGM Notice**”), having been made available previously to shareholders of the Company (the “**Shareholders**”) by electronic means via publication on the Company’s Website and SGXNet, was taken as read.

4. **POLL VOTING**

The Chairman informed Shareholders that in line with the Rule 730A(2) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (the “**Catalist Rules**”), all motions tabled at the EGM will be voted on by way of poll.

The Company had appointed B.A.C.S. Private Limited as Polling Agent and Finova BPO Pte. Ltd. as Scrutineer for the EGM.

The Chairman informed that he had been appointed as proxy by certain Shareholders to vote on their behalf and he had voted in accordance with their instructions. The valid proxy forms received by the Company had been counted by the Polling Agent and verified by the Scrutineer.

The Chairman also informed the Meeting that:

- (a) **Ordinary Resolution 3 is conditional on Ordinary Resolution 2**, whereby, if Ordinary Resolution 2 is not approved, Ordinary Resolution 3 will not be deemed to be duly passed.
- (b) **Ordinary Resolutions 5 and 6 are conditional on Ordinary Resolution 4, and Ordinary Resolution 6 is conditional on Ordinary Resolution 5**, whereby,
 - (i) if Ordinary Resolution 4 is not approved, Ordinary Resolutions 5 and 6 will not be deemed to be duly passed, and
 - (ii) if Ordinary Resolution 4 is approved but Ordinary Resolution 5 is not approved, Ordinary Resolution 6 will not be passed; and
- (c) Special Resolution 1 and Ordinary Resolutions 2 and 4 are not conditional on any of the other Ordinary Resolutions.

5. **QUESTIONS RELATING TO THE ITEMS ON THE AGENDA OF THE EGM**

The Chairman informed that the Company had not received any questions from the Shareholders relating to the items on the agenda of the EGM, and continued with the formal proceedings of the EGM.

6. **SPECIAL RESOLUTION 1: THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM "YINDA INFOCOMM LIMITED" TO "TOTM TECHNOLOGIES LIMITED"**

The Chairman presented the first item on the agenda which was to seek Shareholders' approval for the Proposed Change of Name of the Company from "Yinda Infocomm Limited" to "Totm Technologies Limited" (the "**Proposed Change of Company Name**").

With the permission of the Shareholders, the proposed Special Resolution 1 as set out in the EGM Notice was taken as read.

The Chairman proposed the following motion to the Meeting:

"That:

- (a) subject to the approval of the Accounting and Corporate Regulatory Authority of Singapore ("**ACRA**"), the name of the Company be changed from "Yinda Infocomm Limited" to "Totm Technologies Limited"; and
- (b) each of the Directors of the Company be and is hereby authorised to complete and do all such acts and things (including or amending such documents as may be required) as he may consider necessary, desirable or expedient to give effect to this resolution as he may deem fit."

The motion was duly seconded by a Shareholder. The Chairman announced the results of the poll as follows:

SPECIAL RESOLUTION 1

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	515,344,793	0	515,344,793
PERCENTAGE	100%	0%	100%

Based on the polling results, the Chairman declared Special Resolution 1 carried.

Following approval by the Shareholders for the Proposed Change of Company Name, the Chairman presented a new corporate logo (as shown below) reflecting the Group's evolving identity and new business direction, which will be adopted following the approval of the Proposed Change of Company Name.



The Chairman thanked the Shareholders for supporting the Company's new business and rebranding, and continued with the formal proceedings of the EGM.

7. **ORDINARY RESOLUTION 2: THE PROPOSED ADOPTION OF THE TOTM TECHNOLOGIES PERFORMANCE SHARE PLAN 2021 (THE "PSP 2021")**

ORDINARY RESOLUTION 3: THE PROPOSED GRANT OF AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE PSP 2021

The next two items on the agenda were to seek Shareholders' approval for the Proposed Adoption of the PSP 2021 and the Proposed Grant of Authority to Grant Awards and to Allot and Issue Shares under the PSP 2021.

With the permission of the Shareholders, the proposed Ordinary Resolutions 2 & 3 as set out in the EGM Notice was taken as read.

The Chairman put the following motion to the Meeting:

"That:

- (a) the performance share plan to be known as the "Totm Technologies Performance Share Plan 2021" ("**PSP 2021**") details of which are set out in the Circular dated 8 September 2021 to the Shareholders, under which awards ("**Awards**") of Shares, will be granted, free of payment, to selected employees of the Group, be and is hereby approved.
- (b) the Directors of the Company be and are hereby authorised:
 - (i) to establish and administer the PSP 2021;
 - (ii) to modify and/or alter the PSP 2021 from time to time, provided such modification and/or alteration is effected in accordance with the provisions of the PSP 2021 and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the PSP 2021;
 - (iii) to grant Awards in accordance with the provisions of the PSP 2021 and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that the aggregate number of Shares to be issued or issuable pursuant to the PSP 2021, subject to the passing of Ordinary Resolution 2, shall not exceed fifteen per cent. (15%) of the issued Shares of the Company from time to time (excluding Treasury Shares and subsidiary holdings);

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- (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the PSP 2021; and
- (v) 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 authorised by this Resolution.”

The motion was duly proposed and seconded by a Shareholder, respectively. The Chairman announced the results of the poll as follows:

ORDINARY RESOLUTION 2

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	515,344,793	0	515,344,793
PERCENTAGE	100%	0%	100%

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ORDINARY RESOLUTION 3

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	515,344,793	0	515,344,793
PERCENTAGE	100%	0%	100%

Based on the polling results, the Chairman declared Ordinary Resolutions 2 and 3 carried.

8. **ORDINARY RESOLUTION 4: THE PROPOSED ADOPTION OF THE TOTM TECHNOLOGIES EMPLOYEE SHARE OPTION SCHEME (THE “ESOS 2021”)**

ORDINARY RESOLUTION 5: THE PROPOSED GRANT OF AUTHORITY TO GRANT OPTIONS AND TO ALLOT AND ISSUE SHARES UNDER THE ESOS 2021

The next two items on the agenda were to seek Shareholders’ approval for the Proposed Adoption of the ESOS 2021 and the Proposed Grant of Authority to Grant Options and to Allot and Issue Shares under the ESOS 2021.

With the permission of the Shareholders, the proposed Ordinary Resolutions 4 & 5 as set out in the EGM Notice was taken as read.

The Chairman put the following motion to the Meeting:

“That:

- (a) the share option scheme to be known as the “Totm Technologies Employee Share Option Scheme 2021” (“**ESOS 2021**”) details of which are set out in the Circular dated 8 September 2021 to the Shareholders, under which awards (“**Awards**”) of Shares, will be granted, free of payment, to selected employees of the Group, be and is hereby approved and adopted substantially in the form set out in the rules of the ESOS 2021, and the Directors of the Company be and are hereby authorised:

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- (i) to establish and administer the ESOS 2021;
 - (ii) to modify and/or amend the ESOS 2021 from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the ESOS 2021 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESOS 2021;
 - (iii) to offer and grant Options in accordance with the rules of the ESOS 2021 and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Options under the ESOS 2021, subject to the passing of Ordinary Resolution 4, and provided that the aggregate number of Shares issued and issuable pursuant to the ESOS 2021 and any other share-based incentive schemes of the Company shall not exceed fifteen per cent. (15%) of the issued shares of the Company from time to time (excluding Treasury Shares and subsidiary holdings);
 - (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Options granted under the ESOS 2021; and
 - (v) 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 authorised by this Resolution.”

The motion was duly proposed and seconded by a Shareholder, respectively. The Chairman announced the results of the poll as follows:

ORDINARY RESOLUTION 4

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	515,344,793	0	515,344,793
PERCENTAGE	100%	0%	100%

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ORDINARY RESOLUTION 5

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	515,344,793	0	515,344,793
PERCENTAGE	100%	0%	100%

Based on the polling results, the Chairman declared Ordinary Resolutions 4 and 5 carried.

9. **ORDINARY RESOLUTION 6: THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT OF UP TO 20% OF MARKET PRICE UNDER THE ESOS 2021**

The last item on the agenda were to seek Shareholders' approval for the Proposed Grant of Authority to Offer and Grant Options at a Discount of up to 20% of Market Price under the ESOS 2021.

With the permission of the Shareholders, the proposed Ordinary Resolution 6 as set out in the EGM Notice was taken as read.

The Chairman put the following motion to the Meeting:

“That subject to and contingent upon the passing of Ordinary Resolutions 4 and 5 being approved, approval be given for Options to be granted under the ESOS 2021 for the subscription of Shares at subscription prices which may, at the discretion of the Committee administering the ESOS 2021, be subject to a discount to the Market Price for the Shares prevailing at the Date of Grant of the respective Options (such market price to be determined in accordance with the Rules of the ESOS 2021), provided that the maximum discount which may be given shall not exceed twenty per cent. (20%) of the relevant market price for the Shares applicable to that Option.”

The motion was duly proposed and seconded by a Shareholder, respectively. The Chairman announced the results of the poll as follows:

ORDINARY RESOLUTION 6

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	515,344,793	0	515,344,793
PERCENTAGE	100%	0%	100%

Based on the polling results, the Chairman declared Ordinary Resolution 6 carried

10. **ANY OTHER BUSINESS**

It was noted that no notice was received in respect of any other business that may properly be transacted at the Meeting.

11. **END OF MEETING**

There being no other business, the Chairman declared the Meeting closed at 10.25 a.m. and thanked all present for attending the Meeting.

Signed as a correct record,

Pierre Prunier
Chairman of the Meeting

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

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**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 (telephone no.: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.