

**TOTM TECHNOLOGIES LIMITED**  
(Company Registration No. 201506891C)  
(Incorporated in the Republic of Singapore)  
(the “**Company**”)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF TOTM TECHNOLOGIES LIMITED  
HELD BY ELECTRONIC MEANS ON TUESDAY, 22 FEBRUARY 2022 AT 10.00 A.M. (THE “EGM” OR  
“MEETING”)**

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*(Unless otherwise specified, all capitalised terms shall have the same meaning ascribed to them in the Company’s Circular dated 7 February 2022)*

1. **CHAIRMAN**

Mr Pierre Prunier, the Chief Executive Officer and Executive Director of the Company, took the chair of the EGM (the “**Chairman**”). On behalf of the Board of Directors of the Company (the “**Board**”), the Chairman welcomed and thanked the shareholders of the Company (the “**Shareholders**”) for taking their time to attend the EGM.

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 and audio feeds.

The Chairman introduced the other members of the Board who had joined the EGM 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 10.00 a.m.

3. **NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Notice of EGM dated 7 February 2022 (the “**EGM Notice**”), having been made available previously to 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 (the “**Catalist Rules**”), the motion tabled at the EGM will be voted on by way of poll via “live” voting.

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 further 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.

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

The Chairman informed that the Shareholders who were accessing the AGM proceedings could ask questions “live” by submitting their questions through the live chat function. Questions from the Shareholders would be addressed during the Question and Answer (“**Q&A**”) session.

The Company had not received any questions from the Shareholders relating to the items on the agenda of the EGM prior to the Meeting and during the Q&A session, and the Chairman continued with the formal proceedings of the EGM.

6. **ORDINARY RESOLUTION 1: THE PROPOSED DISPOSAL OF SHAREHOLDING INTERESTS IN YINDA TECHNOLOGY SINGAPORE PTE. LTD. AND YINDA TECHNOLOGY (THAILAND) CO., LTD. TO YINDA PTE. LTD., BEING AN INTERESTED PERSON TRANSACTION UNDER THE CATALIST RULES**

The Chairman presented first item on the agenda which was to seek Shareholders’ approval for the Proposed Disposal of shareholding interests in Yinda Technology Singapore Pte. Ltd. and Yinda Technology (Thailand) Co., Ltd. to Yinda Pte. Ltd., being an interested person transaction under the Catalist Rules (the “**Proposed Disposal**”).

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

The Chairman proposed the following motion to the Meeting:

“That:

- (a) the Proposed Disposal (including the novation of S\$3,235,166 and set-off against the full remaining amount of the Existing YPL Loan (after the set-off from the Total Consideration) and the waiver of S\$1,011,335 owed under the Existing Shareholder’s Loans) be and is hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Disposal on the terms and subject to the conditions set out in the SPA; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 1 and implement any of the foregoing as they think fit and in the interests of the Company.”

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

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	459,904,848	1,000,000	460,904,848
PERCENTAGE	99.78%	0.22%	100%

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

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7. **ORDINARY RESOLUTION 2: THE PROPOSED CHANGE OF THE AUDITORS FROM BAKER TILLY TFW LLP TO MAZARS LLP**

The last item on the agenda was to seek Shareholders' approval for the Proposed Change of the Auditors from Baker Tilly TFW LLP to Mazars LLP (the "**Proposed Change of Auditors**").

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

The Chairman proposed the following motion to the Meeting:

"That:

- (a) Mazars LLP, having consented to act, be and are hereby appointed as auditors of the Company in place of Baker Tilly TFW LLP and to hold office until the conclusion of the next AGM of the Company, at such remuneration and on such terms to be agreed between the Directors and Mazars LLP; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company."

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

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	459,904,848	1,000,000	460,904,848
PERCENTAGE	99.78%	0.22%	100%

Based on the polling results, the Chairman declared the Ordinary Resolution 2 carried.

8. **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.

9. **END OF MEETING**

There being no other business, the Chairman declared the Meeting closed at 10.10 a.m. and thanked all present for attending the Meeting.

Signed as a correct record,

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Pierre Prunier  
Chairman of the Meeting

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*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.*