

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of TOTM Technologies Limited (the “**Company**”) will be held by way of electronic means on Wednesday, 28 September 2022 at 10.00 a.m. (the “**AGM**”) to transact the following businesses: -

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 May 2022 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of S\$246,000 for the financial year ending 31 May 2023, payable quarterly in arrears. **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Regulation 104 of the Company’s Constitution.
  - (a) Mr Tan Chee Bun Gordon **(Resolution 3)**
  - (b) Mr Cheam Heng Haw, Howard **(Resolution 4)**
  - (c) Mr Chua Hoe Sing **(Resolution 5)**

*[See Explanatory Notes (i) to (iii)]*
4. To re-appoint Messrs Mazars LLP as the Auditor of the Company to hold office until the next AGM of the Company, and to authorise the Directors to fix their remuneration. **(Resolution 6)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting

## SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

6. Authority to allot and issue shares **(Resolution 7)**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”), and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) - Section B: Rules of Catalist (the “**Catalist Rules**”), authority be and is hereby given to the Directors of the Company to:

  - (a)
    - (i) issue and allot new shares (“**Shares**”) in the capital of the Company 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) 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 that this authority may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this authority was in force,

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provided that:

- (1) the aggregate number of Shares to be issued pursuant to this authority (including the Shares to be issued in pursuance of Instruments, made or granted pursuant to this authority), 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 (2) 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 to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments, made or granted pursuant to this authority) 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 (2) below);
- (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 total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the issued Shares (excluding treasury shares and subsidiary holdings) at the time this authority was conferred, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of any convertible securities;
  - (b) new Shares arising from the exercise of share options or the vesting of share awards; and
  - (c) any subsequent bonus issue, consolidation or sub-division of the Shares;

Adjustments in accordance with (i) or (ii) 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;

- (3) 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 for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and
- (4) (unless revoked or varied by the Company in a general meeting) this authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law and the Catalist Rules to be held, whichever is earlier.

*[See Explanatory Note (iv)]*

By Order of the Board

Sim Yok Teng  
Company Secretary

Singapore,  
13 September 2022

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## Explanatory Notes:

- (i) Mr Tan Chee Bun Gordon will, upon re-election as Director of the Company, remain as Executive Director of the Company. Detailed information required on Mr Tan Chee Bun Gordon pursuant to Rule 720(5) of the Catalist Rules set out on pages 50 to 56 in the Company's Annual Report 2022.
- (ii) Mr Cheam Heng Haw, Howard will, upon re-election as a Director of the Company, remain as Independent Director of the Company and member of the Audit Committee, Remuneration Committee and Nominating Committee of the Company. He is considered independent by the Board of Directors of the Company for the purpose of Rule 704(7) of the Catalist Rules. Detailed information required on Mr Cheam Heng Haw, Howard pursuant to Rule 720(5) of the Catalist Rules set out on pages 50 to 56 in the Company's Annual Report 2022.
- (iii) Mr Chua Hoe Sing will, upon re-election as a Director of the Company, remain as Independent Director of the Company and member of the Audit Committee and Remuneration Committee of the Company. He is considered independent by the Board of Directors of the Company for the purpose of Rule 704(7) of the Catalist Rules. Detailed information required on Mr Chua Hoe Sing pursuant to Rule 720(5) of the Catalist Rules set out on pages 50 to 56 in the Company's Annual Report 2022.
- (iv) Ordinary Resolution 7 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is carried or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares in the Company and/or the Instruments (as defined above). The aggregate number of Shares (including Shares to be made in pursuance of Instruments, made or granted pursuant to this Resolution) which the Directors may allot and issue, shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which the total number of Shares and convertible securities other than on a pro-rata basis to existing Shareholders, shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company.

## NOTES:

The AGM will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

Due to the various control and safe distancing measures put in place in Singapore to minimise the spread of COVID-19, the Company is arranging for a live webcast of the AGM proceedings (the "Live AGM Webcast") which will take place on Wednesday, 28 September 2022 at 10.00 a.m.. **Members will be able to watch the AGM proceedings through the Live AGM Webcast, and the Company will not accept any physical attendance by Members. Any Member seeking to attend the AGM physically in person will be turned away.**

Members will be able to participate in the AGM in following manner set out in the paragraphs below.

### Registration

1. Members are entitled to watch the AGM proceedings via their mobile phones, tablets or computers.
2. Members will need to register at <https://conveneagm.sg/totmagm2022> ("AGM Webcast Registration") for the Company to verify their status prior to the AGM.
3. Members must register via the AGM Webcast Registration by no later than 25 September 2022 ("Registration Deadline").
4. Following the verification, authenticated Members will receive an email by 26 September 2022, 12.00 p.m. containing a unique link, which you can click on to access the Live AGM Webcast.
5. Members must not forward the unique link to other persons who are not Members and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast.
6. Members who have registered by the Registration Deadline (being 25 September 2022) but do not receive an email response by 26 September 2022, 12.00 p.m. may contact the Company's Share Registrar, B.A.C.S. Private Limited, for assistance at (65) 6593 4848.
7. Person who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including CPF and SRS investors, and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the AGM; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares by 5.00 p.m. on Monday, 19 September 2022, in order to make the necessary arrangement for them to participate in the AGM.

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## Submission of Proxy Form to Vote

1. Members (whether individual or corporate) may only exercise their voting rights at the AGM via proxy voting and will not be able to vote during the Live AGM Webcast on the resolutions to be tabled for approval at the AGM.
2. A Member who wishes to vote at the AGM must submit an instrument appointing the Chairman of the AGM as his/her/its proxy ("**Proxy Form**") to cast votes on his/her/its behalf at the AGM.
3. Where a Member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
4. The Chairman of the AGM, as proxy, need not be a member of the Company.
5. The Proxy Form, duly completed and signed, must be deposited to the Company in the following manner:
  - (i) If submitted by post (mail), be lodged at the Company's registered office, 20 Collyer Quay #09-02 Singapore 049319; or
  - (ii) If submitted electronically by email, be sent to the Company at [proxy@totmtechnologies.com](mailto:proxy@totmtechnologies.com),
 in either case, by 10.00 a.m. on 25 September 2022 (being not less than 72 hours before the time appointed for holding of the AGM).
6. A Member who wishes to submit a proxy form via email must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. **In view of the current COVID-19 situation and to minimise the spread of COVID-19, members are strongly encouraged to submit completed proxy forms electronically via email.**
7. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the AGM, no later than 5.00 p.m. on Monday, 19 September 2022.
8. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the AGM in order for the Depositor to be entitled to access the Live AGM Webcast and attend and vote by appointing the Chairman of the AGM as proxy at the AGM.
9. The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).

## Submission of Questions

1. Members will not be able to raise questions during the Live AGM Webcast and therefore it is important for Members to pre-register and submit their questions in advance of the AGM.
2. Members must submit their questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM, in the following manner:
  - (i) If submitted by post (mail), be deposited at the Company's registered office, 20 Collyer Quay #09-02 Singapore 049319; or
  - (ii) If submitted electronically by email, be sent to the Company at [ir@totmtechnologies.com](mailto:ir@totmtechnologies.com),
 All questions submitted in advance of the AGM via any of the above channels must be received by 10.00 a.m. on 20 September 2022. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
3. The Company will endeavour to address the substantial questions received from Members prior by publishing the response to such questions on the SGXNet and the Company's website before 10.00 a.m. Friday, 23 September 2022 (being 48 hours prior to the closing date and time for the lodgement of Proxy Form).
4. The Company will publish the minutes of the AGM within 1 month after the date of AGM on SGXNet and on the Company's website.

## Documents

The Annual Report, Notice of AGM and accompanying Proxy Form are sent to Members by electronic means via publication on the Company's website and the SGX Website. Printed copies of this Notice and Annual Report 2022 (including Proxy Form) will not be mailed to Members. These documents can be assessed and downloaded from the Company's website at the URL <https://totmtechnologies.listedcompany.com/home.html> and the SGX Website at the URL <https://www.sgx.com/securities/company-announcements>.

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## IMPORTANT REMINDER:

As the COVID-19 situation is constantly evolving, the Company may be required to change its AGM arrangements at short notice. Members are advised to closely monitor announcements made by the Company on SGX website for updates on the AGM.

The Company would like to thank all Members for their patience and co-operation in enabling us to hold our AGM with the optimum safe distancing measures amidst the current COVID-19 situation.

## PERSONAL DATA PRIVACY:

By (a) submitting a form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the AGM via the Live AGM Webcast or the Live AGM Audio Feed, or (c) submitting any question prior to the AGM in accordance with this notice, a Member of the Company consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to Members (or their corporate representatives in the case of Members which are legal entities) to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

*This notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.*

*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.*