

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

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD BY ELECTRONIC MEANS ON WEDNESDAY, 28 SEPTEMBER 2022 AT 10.00 A.M. (THE “AGM” OR “MEETING”)

1. **CHAIRMAN**

Mr Low Chai Chong, Non-Executive Independent Chairman of the Company, took the chair of the AGM (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 participating in the AGM proceedings.

The Chairman introduced the other members of the Board who had joined the AGM via webcast, as follows:

Name of Directors

- Mr Pierre Prunier (Executive Director and Chief Executive Officer)
- Mr Tan Chee Bun Gordon (Executive Director)
- Mr Ngo Yit Sung (Executive Director)
- Mr Cheam Heng Haw, Howard (Independent Director)
- Mr Aw Eng Hai (Independent Director)
- Mr Chua Hoe Sing (Independent Director)

2. **QUORUM**

Having ascertained that a quorum was present, the Chairman called the Meeting to order at 10.00 a.m.

3. **NOTICE OF ANNUAL GENERAL MEETING**

The Notice of AGM dated 13 September 2022 (the “**AGM 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 (“**SGX-ST**”) (the “**Catalist Rules**”), all motions tabled at the AGM will be voted on by way of poll. All the proposed motions would require a simple majority of votes for them to be carried.

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

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.

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

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

6. **ORDINARY RESOLUTION 1: ADOPTION OF 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 AUDITORS' REPORT THEREON**

The Chairman presented the first item on the agenda which was 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 Auditors' Report thereon.

The Chairman put the following motion to the Meeting:

"That 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 Auditors' Report thereon be received and adopted."

The motion was duly proposed and seconded by a Shareholder respectively.

The Chairman announced the results of the poll as follows:

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	234,722,630	0	234,722,630
PERCENTAGE	100%	0%	100%

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

7. **ORDINARY RESOLUTION 2: APPROVAL OF PAYMENT OF DIRECTORS' FEES OF S\$246,000 FOR THE FINANCIAL YEAR ENDING 31 MAY 2023, PAYABLE QUARTERLY IN ARREARS.**

The next item on the agenda was to seek Shareholders' approval for the payment of Directors' fees for the financial year ending 31 May 2023, payable quarterly in arrears. The Board recommended the payment of Directors' fees of S\$246,000 for the financial year ending 31 May 2023.

The Chairman put the following motion to the Meeting:

"That the payment of Directors' fees of S\$246,000 for the financial year ending 31 May 2023, payable quarterly in arrears be approved."

The motion was duly proposed and seconded by a Shareholder respectively.

The Chairman announced the results of the poll as follows:

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	234,722,630	0	234,722,630
PERCENTAGE	100%	0%	100%

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

8. ORDINARY RESOLUTION 3: RE-ELECTION OF MR TAN CHEE BUN GORDON AS DIRECTOR

The next item on the agenda was to seek Shareholders' approval for the re-election of Mr Tan Chee Bun Gordon, the Director retiring pursuant to Regulation 104 of the Company's Constitution. Mr Tan Chee Bun Gordon had indicated his consent to act in the office.

The Chairman put the following motion to the Meeting:

"That Mr Tan Chee Bun Gordon be re-elected as Director of the Company."

The motion was duly proposed and seconded by a Shareholder respectively.

The Chairman announced the results of the poll as follows:

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	234,722,630	0	234,722,630
PERCENTAGE	100%	0%	100%

Based on the polling results, the Chairman declared Ordinary Resolution 3 carried.

9. ORDINARY RESOLUTION 4: RE-ELECTION OF MR CHEAM HENG HAW, HOWARD AS DIRECTOR

The next item on the agenda was to seek Shareholders' approval for the re-election of Mr Cheam Heng Haw, Howard, the Director retiring pursuant to Regulation 104 of the Company's Constitution. Mr Cheam Heng Haw, Howard had indicated his consent to act in the office.

The Chairman put the following motion to the Meeting:

"That Mr Cheam Heng Haw, Howard be re-elected as Director of the Company."

The motion was duly proposed and seconded by a Shareholder respectively.

The Chairman announced the results of the poll as follows:

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	234,722,630	0	234,722,630
PERCENTAGE	100%	0%	100%

Based on the polling results, the Chairman declared Ordinary Resolution 4 carried.

10. ORDINARY RESOLUTION 5: RE-ELECTION OF MR CHUA HOE SING AS DIRECTOR

The next item on the agenda was to seek Shareholders' approval for the re-election of Mr Chua Hoe Sing, the Director retiring pursuant to Regulation 104 of the Company's Constitution. Mr Chua Hoe Sing had indicated his consent to act in the office.

The Chairman put the following motion to the Meeting:

"That Mr Chua Hoe Sing be re-elected as Director of the Company."

The motion was duly proposed and seconded by a Shareholder respectively.

The Chairman announced the results of the poll as follows:

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	234,722,630	0	234,722,630
PERCENTAGE	100%	0%	100%

Based on the polling results, the Chairman declared Ordinary Resolution 5 carried.

11. **ORDINARY RESOLUTION 6: RE-APPOINTMENT OF MESSRS MAZARS LLP AS AUDITOR OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION.**

The next item on the agenda was to seek Shareholders' approval for the re-appointment of Messrs Mazars LLP as the External Auditor of the Company and to authorise the Directors to fix their remuneration. Messrs Mazars LLP had expressed their willingness to continue in office.

The Chairman put the following motion to the Meeting:

"That Messrs Mazars LLP be re-appointed as Auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and the Directors be authorised to fix their remuneration."

The motion was duly proposed and seconded by a Shareholder respectively.

The Chairman announced the results of the poll as follows:

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	234,722,630	0	234,722,630
PERCENTAGE	100%	0%	100%

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

12. **ORDINARY RESOLUTION 7: AUTHORITY TO ALLOT AND ISSUE SHARES**

As there were no further items of ordinary business arising, the Chairman proceeded to deal with special business of the AGM.

The next item on the agenda was to seek Shareholders' approval to authorise the Directors to allot and issue shares or convertible securities of the Company pursuant to Section 161 of the Companies Act 1967 of Singapore and the Catalist Rules. With the consent of Shareholders, the proposed Ordinary Resolution 7 stated in the AGM Notice was taken as read.

The Chairman put the following motion to the Meeting:

"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,

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.”

The motion was duly proposed and seconded by a Shareholder respectively.

The Chairman announced the results of the poll as follows:

RESULTS	NO. OF SHARES FOR	NO. OF SHARES AGAINST	TOTAL
VOTE	234,722,630	0	234,722,630
PERCENTAGE	100%	0%	100%

Based on the polling results, the Chairman declared Ordinary Resolution 7 carried.

13. **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.

14. **END OF MEETING**

There being no other business, the Chairman declared the Meeting closed at 10.10 a.m.

Signed as a correct record,

Low Chai Chong
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.