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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### TOTM TECHNOLOGIES LIMITED

(Company Registration No. 201506891C)  
(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “EGM”) of Totm Technologies Limited (the “Company”) will be held by way of electronic means on **14 December 2022 at 2.00 p.m.** for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

*Please refer to the paragraph titled “IMPORTANT INFORMATION” below for details.*

*All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company’s circular dated 29 November 2022 (the “Circular”).*

Shareholders should note that:

- (a) **Ordinary Resolution 2 is conditional on Ordinary Resolution 1.** This means that if (i) Ordinary Resolution 1 is not approved, Ordinary Resolution 2 will not be duly passed. Ordinary Resolution 2 is conditional on Ordinary Resolution 1 as the Proposed Issue of Total Consideration Shares is for the satisfaction of the Total Consideration for the Proposed Acquisition;
- (b) **Ordinary Resolution 3 is conditional on Ordinary Resolution 1 and Ordinary Resolution 2.** This means that if (i) Ordinary Resolution 1 and Ordinary Resolution 2 are not approved, Ordinary Resolution 3 will not be duly passed. Ordinary Resolution 3 is conditional on Ordinary Resolution 1 and Ordinary Resolution 2 as the Proposed Issue of Certain Total Consideration Shares to Mr. Pierre Prunier is for part of the satisfaction of the Total Consideration for the Proposed Acquisition through the Proposed Issue of the Total Consideration Shares;
- (c) **Ordinary Resolution 4 is conditional on Ordinary Resolution 1.** This means that if (i) Ordinary Resolution 1 is not approved, Ordinary Resolution 4 will not be duly passed. Ordinary Resolution 4 is conditional on Ordinary Resolution 1 as the Proposed Issue of Introducer Shares should only be completed if the Proposed Acquisition is completed; and
- (d) **Ordinary Resolution 5 is not conditional on any other Ordinary Resolutions.**

### **AS ORDINARY RESOLUTIONS:**

#### **ORDINARY RESOLUTION 1**

**THE PROPOSED ACQUISITION OF THE REMAINING 49.0% SHAREHOLDING IN THE TOTAL ORDINARY SHARE CAPITAL OF INTERNATIONAL BIOMETRICS PTE. LTD., BEING DEEMED AS AN INTERESTED PERSON TRANSACTION UNDER THE CATALIST RULES**

**THAT:**

- (a) the Proposed Acquisition be and is hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Acquisition 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.

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**ORDINARY RESOLUTION 2**

**THE PROPOSED ALLOTMENT AND ISSUE OF UP TO 470,470,000 NEW ORDINARY SHARES AT AN ISSUE PRICE OF S\$0.14 PER NEW ORDINARY SHARE TO THE SELLER SHAREHOLDERS AND/OR THEIR NOMINEES AS SATISFACTION OF THE TOTAL CONSIDERATION FOR THE PROPOSED ACQUISITION**

**THAT** subject to and contingent upon passing of Ordinary Resolution 1 :

- (a) authority be and is hereby given to the Directors to allot and issue to the Seller Shareholders and/or their nominees an aggregate of up to 470,470,000 Total Consideration Shares, credited as fully paid-up, at an issue price of S\$0.14 per Total Consideration Share, 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 2 and implement any of the foregoing as they think fit and in the interests of the Company.

**ORDINARY RESOLUTION 3**

**THE PROPOSED ALLOTMENT AND ISSUE OF UP TO 164,664,500 TOTAL CONSIDERATION SHARES TO MR. PIERRE PRUNIER PURSUANT TO THE PROPOSED ACQUISITION**

**THAT** subject to and contingent upon passing of Ordinary Resolution 1 and Ordinary Resolution 2:

- (c) authority be and is hereby given to the Directors to allot and issue to the Mr. Pierre Prunier an aggregate of up to 164,664,500 Total Consideration Shares, credited as fully paid-up, at an issue price of S\$0.14 per such Total Consideration Share, on the terms and subject to the conditions set out in the SPA; and
- (d) 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 3 and implement any of the foregoing as they think fit and in the interests of the Company.

**ORDINARY RESOLUTION 4**

**THE PROPOSED ALLOTMENT AND ISSUE OF UP TO 28,228,200 NEW ORDINARY SHARES AT AN ISSUE PRICE OF S\$0.14 PER NEW ORDINARY SHARE TO PRECIOUS GLORY ENTERPRISES LIMITED AS SATISFACTION OF THE INTRODUCER FEES**

**THAT** subject to and contingent upon passing of Ordinary Resolution 1:

- (e) authority be and is hereby given to the Directors to allot and issue to Precious Glory Enterprises Limited an aggregate of up to 28,228,200 Introducer Shares, credited as fully paid-up, at an issue price of S\$0.14 per Introducer Share; and
- (f) 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

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Ordinary Resolution 4 and implement any of the foregoing as they think fit and in the interests of the Company.

### ORDINARY RESOLUTION 5

#### THE PROPOSED GRANT OF OPTIONS UNDER THE TOTM TECHNOLOGIES EMPLOYEE SHARE OPTION SCHEME 2021 TO MR. PIERRE PRUNIER AND THE ALLOTMENT AND ISSUE OF NEW ORDINARY SHARES THEREUNDER

That the proposed grant to Mr. Pierre Prunier, who is the Chief Executive Officer, Executive Director and a potential Controlling Shareholder, of the Options pursuant to and in accordance with the rules of the ESOS 2021 on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue Shares to Mr. Pierre Prunier upon the exercise of such Options:

- (a) Proposed date of grant of Options : Any time within three (3) months after the date of EGM.
- (b) Exercise price of Option per Share : The price that is equal to the average of the last dealt prices for the Shares on the SGX-ST over the last five (5) market days which transactions in the Shares were recorded, immediately preceding the relevant date of grant of the Options.
- (c) Number of Options granted to Mr. Pierre Prunier and number of Shares comprised in the Options : 13,200,000 Options exercisable into 13,200,000 Shares in the Company.
- (d) Market price (last done price) of the Shares on the date of grant of the Options : Not applicable as the Options will only be granted according to the time period in sub-paragraph (a) above.
- (e) Exercise and validity period of the Options : Only exercisable after the first anniversary of the date of grant of the Options subject to the following:
  - (i) up to 50% of the Options can be exercised after the first anniversary of the date of grant of the Options; and
  - (ii) up to 100% of the Options can be exercised after the second anniversary of the date of grant of the Options,provided that the Option shall be exercised before the 10<sup>th</sup> anniversary of the date of grant of the Options or such earlier date as may be determined by the Remuneration Committee, failing which the unexercised Options shall immediately lapse and become null and void and Mr. Pierre Prunier shall have no claims against the Company.

By Order of the Board  
**TOTM TECHNOLOGIES LIMITED**

**Mr. Ngo Yit Sung**  
Executive Director  
29 November 2022

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### **PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the extraordinary general meeting of the Company and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative(s)'s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the extraordinary general meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the extraordinary general meeting of the Company (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); and (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. The member's personal data and its proxy(ies)'s and/or representative(s)'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 Purposes, and retained for such period as may be necessary for the Company's verification and record purposes. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company and/or its proxy(ies) or representative(s) (such as his/her name, his/her presence at the EGM and any questions he/ she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

### **IMPORTANT INFORMATION**

1. The EGM is being convened, and will be held, by way of 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. This Notice will accordingly be sent to members by electronic means via publication on the Company's website at the URL: <https://totmtechnologies.com/news-announcements/> and on the SGXNet website at the URL: <https://www.sgx.com/securities/company-announcements>.

2. Alternative arrangements relating to:

- (a) attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream);
- (b) submission of questions to the Chairman of the Meeting in advance of, or "live" at, the EGM, and addressing of substantial and relevant questions in advance of, or "live" at, the EGM; and
- (c) voting at EGM (i) "live" by the member or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on the member's behalf at the EGM,

are set out in the Circular. The Circular may be accessed at the Company's website at the URL: <https://totmtechnologies.com/news-announcements/> and on the SGXNet website at the URL: <https://www.sgx.com/securities/company-announcements>.

3. **A member who wishes to exercise his/her/its voting rights at the EGM may:**

- (a) (where the member is an individual) vote "live" via electronic means at the EGM, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the EGM on his/her/its behalf; and
- (b) (whether the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM.

The accompanying proxy form for the EGM may be downloaded from the Company's website at the URL: <https://totmtechnologies.com/news-announcements/> and on the SGXNet website at the URL: <https://www.sgx.com/securities/company-announcements>. A member may also appoint a proxy(ies) via the online process through the pre-registration website which is accessible from the URL: [https://conveneagm.sg/totmtechnologies\\_egm2](https://conveneagm.sg/totmtechnologies_egm2).

4. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument; and (b) a member who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

5. A proxy need not be a member of the Company.

6. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

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- (a) if submitted by post, be lodged with the Company's registered office at 20 Collyer Quay #09-02 Singapore 049319; and
- (b) if submitted electronically, the instrument must be submitted (i) via email to [proxy@totmtechnologies.com](mailto:proxy@totmtechnologies.com); or (ii) via the online process through the pre-registration website at the URL: [https://conveneagm.sg/totmtechnologies\\_egm2](https://conveneagm.sg/totmtechnologies_egm2).

in each case, by **2.00 p.m. on 11 December 2022 (not less than 72 hours before the time appointed for holding the EGM)**.

A member who wishes to submit an instrument appointing a proxy(ies) by post or via email can either use the printed copy of the Proxy Form which is sent to him/her/it by post or download a copy of the Proxy Form from the Company's website and SGXNet, and 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. A member may also appoint a proxy(ies) via the online process through the pre-registration website at the URL: [https://conveneagm.sg/totmtechnologies\\_egm2](https://conveneagm.sg/totmtechnologies_egm2).

**Members are encouraged to submit completed Proxy Forms electronically via email or appoint a proxy(ies) via the online process through the pre-registration website at the URL: [https://conveneagm.sg/totmtechnologies\\_egm2](https://conveneagm.sg/totmtechnologies_egm2).**

7. CPF Investors and SRS Investors:

- (a) may vote "live" via electronic means at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; and
- (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **2.00 p.m. on 5 December 2022**.

8. This Notice, the Circular and the Proxy Form will be sent to the members solely by electronic means via publication on the Company's website and will also be made available on SGXNet. Printed copies of these documents will not be sent to Shareholders. Please refer to the SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL: <https://totmtechnologies.com/news-announcements/> for the (a) Circular; (b) Notice of EGM; and (c) Proxy Form:

As the COVID-19 pandemic continues to evolve, further measures and/or changes to the EGM arrangements may be made on short notice in the ensuing days, even up to the day of the EGM. Members are advised to closely monitor announcements made on SGXNet and the Company's website at the URL: <https://totmtechnologies.com/news-announcements/> for updates on the EGM.

The Company would like to thank all members for their patience and co-operation and also seeks the understanding and cooperation of all members to minimise the risk of community spread of COVID-19.