

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of TOTM Technologies Limited (the “**Company**”) will be held at 39 Scotts Road, Level 2, Ballroom 4, Sheraton Towers Hotel, Singapore 228230 on Monday, 25 September 2023 at 9.30 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 2023, together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To approve the payment of an additional S\$28,667 as Directors’ fees for the financial year ended 31 May 2023. **(Resolution 2)**
[See Explanatory Note (i)]
3. To approve the payment of Directors’ fees of S\$382,000 for the financial year ending 31 May 2024, payable quarterly in arrears. **(Resolution 3)**
4. To re-elect the following Directors retiring pursuant to Regulation 104 of the Company’s Constitution:
(a) Mr Aw Eng Hai **(Resolution 4)**
(b) Mr Pierre Prunier **(Resolution 5)**
[See Explanatory Notes (ii) to (iii)]
5. To re-elect the following Directors retiring pursuant to Regulation 114 of the Company’s Constitution:
(a) Mr Diaz Faisal Hendropriyono **(Resolution 6)**
(b) Mr Irawan Mulyadi **(Resolution 7)**
(c) Mr Dhanie Tri Indrasto **(Resolution 8)**
[See Explanatory Notes (iv) to (vi)]
6. 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 9)**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

8. Authority to allot and issue shares **(Resolution 10)**

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

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- (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 (a) or (b) 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 (vii)]

By Order of the Board

Sim Yok Teng
Company Secretary

Singapore,
8 September 2023

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Explanatory Notes:

- (i) **Ordinary Resolution 2:** At the previous Annual General Meeting of the Company, which was held on 28 September 2022, Shareholders approved payment of Directors' fees of up to S\$246,000 for the financial year ended 31 May 2023.

The additional Directors' fees of S\$28,667 proposed for Shareholders' approval result from the appointments of Mr Diaz Faisal Hendropriyono and Mr Irawan Mulyadi as Directors of the Company during the financial year ended 31 May 2023. The appointment of (a) Mr Diaz Faisal Hendropriyono as an Independent Director, Member of the Remuneration Committee, and Member of the Nominating Committee of the Company, and (b) Mr Irawan Mulyadi as a Non-Executive Director of the Company, took effect from 20 January 2023 and 6 April 2023, respectively. Their Directors' fees are pro-rated based on the length of their service during the financial year ended 31 May 2023.

- (ii) **Ordinary Resolution 4:** Mr Aw Eng Hai will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, Chairman of the Audit Committee, and Member of the 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. Please refer to the "Disclosure of Information on Directors Seeking Re-election" section of the Company's Annual Report 2023, for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
- (iii) **Ordinary Resolution 5:** Mr Pierre Prunier will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer of the Company. Please refer to the "Disclosure of Information on Directors Seeking Re-election" section of the Company's Annual Report 2023, for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
- (iv) **Ordinary Resolution 6:** Mr Diaz Faisal Hendropriyono will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, Member of the Remuneration Committee, and Member of the 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. Please refer to the "Disclosure of Information on Directors Seeking Re-election" section of the Company's Annual Report 2023, for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
- (v) **Ordinary Resolution 7:** Mr Irawan Mulyadi will, upon re-election as a Director of the Company, remain as a Non-Executive, Non-Independent Director of the Company. Please refer to the "Disclosure of Information on Directors Seeking Re-election" section of the Company's Annual Report 2023, for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
- (vi) **Ordinary Resolution 8:** Mr Dhanie Tri Indrasto will, upon re-election as a Director of the Company, remain as a Non-Executive, Non-Independent Director of the Company. Please refer to the "Disclosure of Information on Directors Seeking Re-election" section of the Company's Annual Report 2023, for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
- (vii) **Ordinary Resolution 10,** 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.

IMPORTANT INFORMATION:

- All Shareholders of the Company are invited to attend the AGM physically. There will be no option for Shareholders to participate virtually. Printed copies of the Notice of AGM and Proxy Form will be despatched to Shareholders. These documents together with the Company's Annual Report 2023 are available on the Company's website at the URL: <https://totmtechnologies.com>, and the SGXNET at the URL: <https://www.sgx.com/securities/company-announcements>.
- A Shareholder who wishes to request a printed copy of the Company's Annual Report may do so by completing and returning the Request Form which is despatched to him or her, by Wednesday, 20 September 2023:
 - by post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233; or
 - by email to the Company at ir@totmtechnologies.com.

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Submission of written questions in advance of the AGM

1. Shareholders who wish to submit substantial and relevant written questions relating to resolutions as set out in this notice in advance of the AGM may do so in the following manner:

- (a) by post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233; or
- (b) by email to the Company at ir@totmtechnologies.com,

in either case, all written questions must be submitted to the Company by 9.30 a.m. on Friday, 15 September 2023.

When sending in questions to the Company, either by post or email, please also provide the following details: (a) full name; (b) correspondence address; and (c) the manner in which the Shares are held (e.g. via CDP, CPFIS, SRS and/or scrip).

CPFIS Investors and SRS Investors should approach their CPF Agent Banks/SRS Operators to submit their questions based on the abovementioned instructions.

2. The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the AGM by publishing the responses to such questions on the Company's website and the SGXNET before 9.30 a.m. on Wednesday, 20 September 2023. If substantial and relevant written questions are submitted after the abovementioned cut-off time, they will be addressed during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Submission of Proxy Form

1. A Shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint not more than 2 proxies, to attend and vote on his or her behalf, save that no such limit shall be imposed on the number of proxies appointed by Shareholders which are nominee companies. A proxy need not be a member of the Company.
2. Where a Shareholder appoints 2 proxies, he or she shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
3. A Shareholder (who is a Relevant Intermediary) is entitled to appoint more than 2 proxies to attend and vote at the AGM. He shall specify in the proxy form the proportion of his or her shares (expressed as a percentage of the whole) to be represented by each proxy.

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

4. A proxy need not be a Shareholder of the Company. A Shareholder can appoint the Chairman of the AGM as his or her proxy, but this is not mandatory.
5. The instrument appointing a proxy(ies) ("**Proxy Form**"), duly executed, must be submitted to the Company in the following manner:
 - (a) by post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233; or
 - (b) by email to the Company at proxy@totmtechnologies.com.

in either case, by 9.30 a.m. on Friday, 22 September 2023 (being not less than 72 hours before the time appointed for holding the AGM).

6. A Shareholder who wishes to submit a Proxy Form can use the printed copy of the Proxy Form which is despatched to him/her/it/by post. Alternatively, he/she/it may download a copy of the Proxy Form from the SGXNET or the Company's website. After completing and signing the Proxy Form, he/she/it should submit it to the Company, either (i) by post, or (ii) scan and send it electronically via email, to the addresses provided above.
7. CPFIS Investors and SRS Investors who hold the Company's shares through CPF Agent Banks and/or SRS Operators:
 - (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; and
 - (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM,

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in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their votes at least 7 business days before the AGM (i.e. by 9.30 a.m. on Thursday, 14 September 2023), in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a Proxy Form to vote on their behalf by 9.30 a.m. on Friday, 22 September 2023 (being not less than 72 hours before the time appointed for holding the AGM).

8. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
9. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (such as in the case where the appointor submits more than 1 Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by CDP to the Company.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, a Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder'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 AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes of meeting and other documents relating to the AGM 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 Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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. Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a Shareholder of the Company (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

*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.