

ABUNDANCE INTERNATIONAL LIMITED

(Incorporated in Singapore)

(Co. Reg. No. 197501572K)

MINUTES OF THE ANNUAL GENERAL MEETING

PLACE : 9 Joo Koon Circle
Singapore 629041

DATE : 24 April 2024

TIME : 10.00 A.M.

PRESENT : Directors Present
Sam Kok Yin
Lai Chin Yee
Lum Tain Fore
Ong Soon Teik
Jiang Hao (attended via electronic means)

Shareholders

As set out in the attendance record maintained by the Company.

By Invitation

Tan Pei Shan
Lim Hui Kee

Group Financial Controller
Assistant Financial Controller

In Attendance

Ong Beng Hong
Veron Sim

Company Secretary
Representative from the
Company Secretary's Office

Toh Kim Teck

Representative from Foo Kon
Tan LLP

Kon Yin Tong

Representative from Foo Kon
Tan LLP

Yan Choi Kuan

Representative from Foo Kon
Tan LLP

Ng Joo Khin

Representative from
Stamford Corporate Services
Pte. Ltd

Melanie Hong

Representative from
Stamford Corporate Services
Pte. Ltd

NOTICE OF MEETING : The Notice convening the Meeting was taken as read.

CHAIRMAN : Mr Sam Kok Yin was appointed by the Board of Directors to chair the meeting.

QUORUM

As a quorum was present, the Chairman declared the Meeting open.

PROCEEDINGS OF MEETING

The Chairman informed the meeting that in accordance with the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), which requires all resolutions at general meetings to be voted by poll and to enhance transparency so as to accord due respect to the full voting rights of shareholders, all resolutions tabled at this meeting would be voted on by way of a poll.

It was noted that B.A.C.S. Private Limited had been appointed as the Polling Agent and CACS Corporate Advisory Pte. Ltd. had been appointed as the Independent Scrutineers.

The Chairman noted that Shareholders had previously been invited to submit their questions prior to the AGM in advanced by 16 April 2024. The Chairman noted that no questions had been received from Shareholders as at the cut-off time.

The Chairman noted that proxies lodged had been checked and were found to be in order. The Notice of the AGM, having been in the shareholders’ hands for the statutory period, was taken as read.

The Chairman noted that, as Chairman of the AGM, he had been appointed as proxy by shareholders to vote for and against certain resolutions, to be proposed at the meeting. Therefore, he would be voting according to their directions stated in the proxy forms.

ORDINARY BUSINESS:

1. ADOPTION OF REPORTS AND ACCOUNTS

Resolution 1 on the Agenda was to receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Auditors’ Report.

In view that the Directors’ Statement, the Audited Financial Statements of the Company for the financial year ended 31 December 2023, the Chairman Message to Shareholders and the Auditors’ Report had been in the shareholders’ hands for the prescribed period, the Chairman proposed, with the shareholders’ permission, that the documents be taken as read.

As there were no questions raised by the shareholders, the Chairman proposed the motion which was seconded by the proxy appointed by Shareholder A.

The following resolution was passed by way of poll (detailed results of which are appended as an appendix hereto):

“Resolved that the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors’ Statement and the Auditors’ Report of the Company be and are hereby approved and adopted.”

2. RE-ELECTION OF MR SAM KOK YIN

The Chairman informed the shareholders that as Ordinary Resolution 2 was related to his re-election, the Chair would be handed over to Mr Ong Soon Teik to preside over this item on the Agenda.

Resolution 2 on the Agenda was to re-elect Mr Sam Kok Yin who was retiring from office by rotation.

In accordance with Rule 720(4) of Section B of the Listing Rules of the Singapore Exchange Securities Trading Limited, Mr Sam Kok Yin, as a Director, retired by rotation and being eligible, offered himself for re-election. It was noted that Mr Sam Kok Yin would, upon re-election as a Director of the Company, remain as the Managing Director of the Company.

As there were no questions raised by the shareholders, Mr Ong Soon Teik proposed the motion which was seconded by the proxy appointed by Shareholder A.

The following resolution was passed by way of poll (detailed results of which are appended as an appendix hereto):

“Resolved that Mr Sam Kok Yin, who retires pursuant to Rule 720(4) of Section B of the Listing Rules of the Singapore Exchange Securities Trading Limited, be and is hereby re-elected as a Director of the Company.”

Mr Ong Soon Teik handed the Chair back to Mr Sam Kok Yin to preside over the rest of the Agenda.

3. RE-ELECTION OF MS LAI CHIN YEE

Resolution 3 on the Agenda was to re-elect Ms Lai Chin Yee who was retiring from office by rotation.

In accordance with Regulation 97 of the Company’s Constitution, Ms Lai Chin Yee, as a Director, retired by rotation and being eligible, offered herself for re-election. It was noted that Ms Lai Chin Yee would, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Audit Committee, a member of the Nominating Committee and a member of the Remuneration Committee of the Company.

As there were no questions raised by the shareholders, the Chairman proposed the motion which was seconded by the proxy appointed by Shareholder A.

The following resolution was passed by way of poll (detailed results of which are appended as an appendix hereto):

“Resolved that Ms Lai Chin Yee, who retires pursuant to Regulation 97 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

4. RE-ELECTION OF MR LUM TAIN FORE

Resolution 4 on the Agenda was to re-elect Mr Lum Tain Fore who was retiring from office by rotation.

In accordance with Regulation 97 of the Company’s Constitution, Mr Lum Tain Fore, as a Director, retired by rotation and being eligible, offered himself for re-election. It was noted that Mr Lum Tain Fore would, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nominating Committee of the Company.

As there were no questions raised by the shareholders, the Chairman proposed the motion which was seconded by the proxy appointed by Shareholder A.

The following resolution was passed by way of poll (detailed results of which are appended as an appendix hereto):

“Resolved that Mr Lum Tain Fore, who retires pursuant to Regulation 97 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

5. RE-ELECTION OF MR ONG SOON TEIK

Resolution 5 on the Agenda was to re-elect Mr Ong Soon Teik who was retiring from office by rotation.

In accordance with Regulation 97 of the Company’s Constitution, Mr Ong Soon Teik, as a Director, retired by rotation and being eligible, offered himself for re-election. It was noted that Mr Ong Soon Teik would, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Nominating Committee, a member of the Audit Committee and a member of the Remuneration Committee of the Company.

As there were no questions raised by the shareholders, the Chairman proposed the motion which was seconded by the proxy appointed by Shareholder A.

The following resolution was passed by way of poll (detailed results of which are appended as an appendix hereto):

“Resolved that Mr Ong Soon Teik, who retires pursuant to Regulation 97 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

6. APPROVAL OF DIRECTORS’ FEES

Resolution 6 on the Agenda was to approve the payment of Directors’ fees for the financial year ended 31 December 2023. It was noted that the Board of Directors had recommended the payment of a sum of S\$99,000 as Directors’ fees for the financial year ended 31 December 2023.

As there were no questions raised by the shareholders, the Chairman proposed the motion which was seconded by the proxy appointed by Shareholder A.

The following resolution was passed by way of poll (detailed results of which are appended as an appendix hereto):

“Resolved that Directors’ fees of S\$99,000 for the financial year end 31 December 2023 be and are hereby approved.”

7. RE-APPOINTMENT OF AUDITORS

Resolution 7 on the Agenda was to re-appoint Foo Kon Tan LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration.

As there were no questions raised by the shareholders, the Chairman proposed the motion which was seconded by the proxy appointed by Shareholder A.

The following resolution was passed by way of poll (detailed results of which are appended as an appendix hereto):

“Resolved that Foo Kon Tan LLP be re-appointed as Auditors of the Company to hold office until the next Annual General Meeting at a fee to be determined by the Directors.”

SPECIAL BUSINESS:

8. SHARE ISSUE MANDATE

Resolution 8 on the Agenda was to seek the shareholders' approval for the Directors to be granted the authority to allot and issue new shares and convertible securities in the Company, the details of which are set out in the text of the Ordinary Resolution in item 7 of the Notice of Annual General Meeting.

As there were no questions raised by the shareholders, the Chairman proposed the motion which was seconded by the proxy appointed by Shareholder A.

The following resolution was passed by way of poll (detailed results of which are appended as an appendix hereto):

“Resolved that pursuant to Section 161 of the Companies Act 1967 (the “**Act**”) and Rule 806 of the Catalist Rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be given to the Directors of the Company to issue shares (“**Shares**”) whether by way of rights, bonus or otherwise, and/or 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 to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed hundred percent (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty percent (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 (b) below);
- (b) (subject to such manner of calculation and adjustments 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 (a) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution, after adjusting for:
 - (i) new shares arising from the conversion or exercise of convertible securities;
 - (ii) new shares arising from exercising share options or vesting of Share awards, provided the options or awards granted were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares,

and in sub-paragraph (a) above and this sub-paragraph (b), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST, Section B: Rules of Catalist.

Adjustments in accordance with (b)(i) or (b)(ii) above 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 this Resolution is passed; and

- (c) and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities."

9. TERMINATION

There being no other business to transact, the Chairman declared the Annual General Meeting of the Company closed and thanked everyone for their attendance.

Sam Kok Yin
Chairman of the Meeting

RESULTS OF VOTE

The results of the poll on each of the resolutions put to vote at the AGM are set out as follow:

Resolution Number and Details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST		
		No. of shares	As a percentage of total number of votes for and against the resolution (%)	No. of shares	As a percentage of total number of votes for and against the resolution (%)	
Ordinary Business						
1	Receive and adopt Audited Financial Statements for the period ended 31 December 2023 together with the Directors' Statement and the Auditors' Report	274,344,700	274,164,900	99.93	179,800	0.07
2	Re-election of Mr Sam Kok Yin as a Director	19,597,800	19,418,000	99.08	179,800	0.92
3	Re-election of Ms Lai Chin Yee as a Director	274,344,700	274,164,900	99.93	179,800	0.07
4	Re-election of Mr Lum Tain Fore as a Director	274,344,700	274,164,900	99.93	179,800	0.07
5	Re-election of Mr Ong Soon Teik as a Director	274,344,700	274,164,900	99.93	179,800	0.07
6	Approval of Directors' fees amounting to S\$99,000 for the financial year ended 31 December 2023	274,344,700	274,164,900	99.93	179,800	0.07

7	Re-appointment of Foo Kon Tan LLP as Auditors and to authorise the Directors to fix their remuneration	274,344,700	274,164,900	99.93	179,800	0.07
Special Business						
8	Authority to allot and issue new shares	274,344,700	274,164,900	99.93	179,800	0.07

*** Abstention from voting**

In relation to Resolution 2, while Mr Sam Kok Yin is not required to abstain from voting in respect of this resolution, as a matter of good corporate governance practice, Mr Sam Kok Yin who is also a shareholder of the Company, has voluntarily abstained from voting on Resolution 2 in respect of his own re-election as a Director of the Company.

*This document has been reviewed by the Company's sponsor, Stamford Corporate Services Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

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