

AMARA HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
Registration No. 197000732N

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD BY WAY OF ELECTRONIC MEANS ON TUESDAY, 26 APRIL 2022 AT 10.30 A.M.

Chairman of the meeting : Mr Albert Teo Hock Chuan
(Chairman of the Board)

Present : As per attendance list maintained by the Company

CONDUCT OF MEETING

The Annual General Meeting (“AGM” or “meeting”) of the Company was conducted in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

WELCOME NOTE

On behalf of the Board of Directors, the Chairman, Mr Albert Teo Hock Chuan, welcomed all present to the AGM. The Chairman introduced Mr Foo Ko Hing, Lead Independent Director who was with him, and the other Directors, Mr Lawrence Mok, Mr Chia Kwok Ping, Mr Tan Tiong Cheng and Ms Susan Teo who joined the meeting remotely. The Auditor and Company Secretary also attended the meeting remotely.

QUORUM

Having confirmed with the Secretary that a quorum was present, the Chairman called the meeting to order at 10.30 a.m.

BRIEFING ON THE PROCEEDINGS FOR THE MEETING

The Chairman briefed the meeting:

1. Under the alternative meeting arrangement, shareholders were not able to attend the meeting in person to cast their votes. Instead, shareholders had appointed him, the Chairman of the meeting, as their proxy to vote on their behalf. He would be voting or abstaining from voting according to their specific instructions on each resolution. Proxy forms submitted by the 72-hour cut-off time before the meeting had been checked and verified by the scrutineer.
2. Trusted Services Pte. Ltd. and Samas Management Consultants Pte Ltd had been appointed as the polling agent and the scrutineer respectively for the meeting. The number of votes that he, as proxy, had been directed to cast for and against, and the number of shares in respect of which he had been directed to abstain from voting on each resolution had been verified by the scrutineer.
3. Voting would be conducted by poll and he would announce the voting results for each resolution.

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NOTICE

The notice of the meeting which had been made available on the Company's website and the SGX's website and the resolutions contained therein, were taken as read.

The Chairman informed the meeting that there were no questions received from shareholders through the pre-registration website.

**AUDITED FINANCIAL STATEMENTS TOGETHER WITH THE DIRECTORS' STATEMENT AND INDEPENDENT AUDITOR'S REPORT
(ORDINARY RESOLUTION 1)**

The Chairman proposed the motion:

"That the Audited Financial Statements for the financial year ended 31 December 2021 together with the Directors' Statement and Independent Auditor's Report thereon, be and are hereby received and adopted."

The results of the poll were as follows:

Resolution number	For		Against	
	Number of shares	Percentage %	Number of shares	Percentage %
Ordinary Resolution 1	141,502,275	99.94	90,000	0.06

The Chairman declared the motion carried.

**FIRST AND FINAL DIVIDEND
(ORDINARY RESOLUTION 2)**

The Chairman proposed the motion:

"That a first and final tax exempt dividend of 0.5 cent per ordinary share for the year ended 31 December 2021 be approved."

The Chairman informed that the proposed dividend, if approved by the shareholders, would be paid on 23 June 2022 to shareholders whose names appear in the Register of Members on 9 June 2022 up to 5.00 p.m.

The results of the poll were as follows:

Resolution number	For		Against	
	Number of shares	Percentage %	Number of shares	Percentage %
Ordinary Resolution 2	141,502,275	99.94	90,000	0.06

The Chairman declared the motion carried.

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**RE-ELECTION OF A DIRECTOR – MS SUSAN TEO GEOK TIN
(ORDINARY RESOLUTION 3)**

The next resolution concerned the re-election of Ms Susan Teo Geok Tin.

The Chairman proposed the motion:

“That Ms Susan Teo Geok Tin be and is hereby re-elected as a Director of the Company.”

The results of the poll were as follows:

Resolution number	For		Against	
	Number of shares	Percentage %	Number of shares	Percentage %
Ordinary Resolution 3	141,502,275	99.94	90,000	0.06

The Chairman declared the motion carried.

**RE-ELECTION OF A DIRECTOR - MR TAN TIONG CHENG
(ORDINARY RESOLUTION 4)**

The next resolution concerned the re-election of Mr Tan Tiong Cheng.

The Chairman informed the meeting that Mr Tan would upon re-election as Director of the Company, remain as a member of the Audit Committee and would be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”). He would also remain as the Chairman of the Remuneration Committee.

The Chairman proposed the motion:

“That Mr Tan Tiong Cheng be and is hereby re-elected as a Director of the Company.”

The results of the poll were as follows:

Resolution number	For		Against	
	Number of shares	Percentage %	Number of shares	Percentage %
Ordinary Resolution 4	31,585,604	22.31	110,006,671	77.69

The Chairman declared the motion not carried.

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**DIRECTORS' FEES
(ORDINARY RESOLUTION 5)**

The Chairman proposed the motion:

“That Directors’ Fees of \$167,134 for the year ended 31 December 2021 be and are hereby approved.”

The results of the poll were as follows:

Resolution number	For		Against	
	Number of shares	Percentage %	Number of shares	Percentage %
Ordinary Resolution 5	141,502,275	99.94	90,000	0.06

The Chairman declared the motion carried.

**RE-APPOINTMENT OF AUDITOR
(ORDINARY RESOLUTION 6)**

The Chairman informed the meeting that the Audit Committee had recommended the re-appointment of Deloitte & Touche LLP as Auditor of the Company.

The Chairman proposed the motion:

“That Deloitte Touche LLP be and is hereby re-appointed as Auditor of the Company until the conclusion of the next Annual General Meeting at a fee to be agreed between the Directors and the Auditor.”

The results of the poll were as follows:

Resolution number	For		Against	
	Number of shares	Percentage %	Number of shares	Percentage %
Ordinary Resolution 6	141,502,275	99.94	90,000	0.06

The Chairman declared the motion carried.

**SPECIAL BUSINESS - AUTHORITY TO ALLOT AND ISSUE SHARES
(ORDINARY RESOLUTION 7)**

Resolution 7 was to authorise the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967. The text of the resolution was set out under item 7 of the Notice of the AGM.

The Chairman proposed the motion as set out under item 7 of the Notice of the AGM.

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The results of the poll were as follows:

Resolution number	For		Against	
	Number of shares	Percentage %	Number of shares	Percentage %
Ordinary Resolution 7	140,014,175	98.89	1,578,100	1.11

The Chairman declared the motion carried.

**SPECIAL BUSINESS - AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE AMARA PERFORMANCE SHARE PLAN
(ORDINARY RESOLUTION 8)**

Resolution 8 was to authorise the Directors, pursuant to Section 161 of the Companies Act 1967, to allot and issue shares under the Amara Performance Share Plan. The text of the resolution was set out under item 8 of the Notice of the AGM.

The Chairman informed the meeting that shareholders who were entitled to participate in the Amara Performance Share Plan, including all the Executive Directors of the Company, controlling shareholders and their associates, would abstain from voting on this resolution.

The Chairman also informed the meeting that as Chairman of the meeting, and sole proxy for the meeting, any proxy appointments given to the Chairman of the meeting for all resolutions, including Resolution 8, that come without specific voting instructions would be invalid.

The Chairman proposed the motion as set out under item 8 of the Notice of the AGM.

The results of the poll were as follows:

Resolution number	For		Against	
	Number of shares	Percentage %	Number of shares	Percentage %
Ordinary Resolution 8	868,100	35.49	1,578,100	64.51

The Chairman declared the motion not carried.

**SPECIAL BUSINESS - RENEWAL OF SHARE PURCHASE MANDATE
(ORDINARY RESOLUTION 9)**

The Chairman informed the meeting that Resolution 9 as set out in the Notice of the AGM was to renew the Share Purchase Mandate to authorise the Company to purchase its own shares subject to and in accordance with the rules of the SGX-ST. The text of the resolution was set out under item 9 of the Notice of the AGM.

The Chairman proposed the motion as set out under item 9 of the Notice of the AGM.

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The results of the poll were as follows:

Resolution number	For		Against	
	Number of shares	Percentage %	Number of shares	Percentage %
Ordinary Resolution 9	141,502,275	99.94	90,000	0.06

The Chairman declared the motion carried.

ANY OTHER BUSINESS

No notice had been received for any other business.

CONCLUSION OF MEETING

The Chairman referred shareholders to the announcement in February this year on Mr Foo Ko Hing's stepping down from the Board and thanked Mr Foo for his valuable contributions and wished him all the best for his future endeavours. As all business for the meeting had been concluded, the Chairman thanked shareholders for their attendance and wished all the shareholders and their families good health and hoped they stayed safe.

Confirmed by:

Albert Teo Hock Chuan
CHAIRMAN