

EMERGING TOWNS & CITIES SINGAPORE LTD.
(Company Registration No. 198003839Z)
(Incorporated in Singapore)

MINUTES OF ANNUAL GENERAL MEETING

- PLACE** : Held by way of electronic means
- DATE** : Friday, 21 April 2023
- TIME** : 9.30 a.m.
- CHAIRMAN** : Mr Ang Mong Seng
- PRESENT** : **Board of Directors**
Mr Ang Mong Seng
(Non-Executive and Independent Group Chairman)
Mr Teo Cheng Kwee
(Non-Executive Director)
Mr Zhu Xiaolin
(Non-Executive Director)
Mr Joseph Lim
(Chief Executive Officer and Executive Director)
- Management**
Mr Chua Yong Sheng
(Assistant Financial Controller)
- Company Secretary – Wong Tan & Molly Lim LLC**
Ms Tan Swee Gek
- Auditors – Foo Kon Tan LLP**
Mr Cheong Wenjie
- Sponsor – RHT Capital Pte. Ltd.**
Ms Bao Qing
- Shareholders and Proxies Participation**
As per Attendance List maintained by the Company
- In Attendance by Invitation**
As per Attendance List maintained by the Company

INTRODUCTION

The Company Secretary informed the meeting that the annual general meeting (“AGM”) this year was to be held 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 on alternative arrangements for meetings for companies.

1. The AGM was held by way of electronic means and as such shareholders did not attend the AGM in person.
2. The shareholders were requested to submit questions to the Chairman of the AGM in advance of, or “live” at, the AGM. Shareholders and proxyholders who pre-registered and were verified to attend the AGM were able to ask questions relating to the agenda of the AGM via the Live Webcast. The questions from shareholders received in advance of the AGM by 13 April 2023, 9.30 a.m., where substantial and relevant to the resolutions to be tabled, have been addressed by the Company on SGXNet and the Company’s website on 14 April 2023. The Company addressed the substantial and relevant questions received from shareholders after 9.30 a.m. on 13 April 2023 during the Q&A sessions at the AGM.
3. The Company has made available to shareholders the options of (i) voting by appointing proxies to vote on their behalf at the AGM by submitting the proxy form by the deadline of 9.30 a.m. on 18 April 2023, or (ii) “live” voting via electronic means, for the resolutions tabled at the AGM. Shareholders who wished to vote “live” via electronic means at the AGM must have first pre-registered at the pre-registration website and were able to cast their votes on the resolutions by using the voting feature available, during the course of the AGM.
4. The Company’s Annual Report to shareholders for the financial year ended 31 December 2022 can be downloaded from SGXNet and the Company’s corporate website.
5. Insights Law LLC was appointed to act as the Scrutineers and B.A.C.S. Private Limited was appointed as the Polling Agent for the AGM.
6. The Minutes of the AGM will be published on SGXNet and the Company’s website within one month of the AGM.

QUORUM

Having confirmed with the Company Secretary that there was a quorum for the meeting, the Chairman called the meeting to order.

PRESENTATION

The Chairman introduced the members of the Board present.

Mr Joseph Lim (“**Mr Lim**”), the Chief Executive Officer and Executive Director of the Company, proceeded with a presentation. He presented an overview of the Company and updates in relation to the Company. A copy of the presentation slides was released via SGXNET on 21 April 2023.

NOTICE

The Notice convening the meeting was taken as read.

ORDINARY BUSINESS:

1. TO RECEIVE AND ADOPT THE DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022 AND THE AUDITORS' REPORT THEREON

Resolution 1 on the Agenda was to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2022 and the Auditors' Report of the Company.

In view of the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2022, the Chairman's Statement to shareholders and the Auditors' Report having been in the shareholders' hands for the prescribed period, the Chairman proposed, with the shareholders' permission, that the documents be taken as read.

There were no questions in relation to the resolution previously received by the Company or asked by the shareholders present at the AGM electronically.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

"Resolved that the Audited Accounts for the financial year ended 31 December 2022 together with the Directors' Statement and the Auditors' Report of the Company be and are hereby approved and adopted."

2. TO RE-ELECT MR ANG MONG SENG AS A DIRECTOR, WHO SHALL RETIRE PURSUANT TO REGULATION 87 OF THE COMPANY'S CONSTITUTION

Resolution 2 on the Agenda was to re-elect Mr Ang Mong Seng as a Director of the Company. At this juncture, Mr Ang Mong Seng ("**Mr Ang**") handed over the chair of the AGM to Mr Lim.

Mr Ang Mong Seng, a Director of the Company, retired pursuant to Regulation 87 of the Company's Constitution and being eligible, offered himself for re-election. It was noted that Mr Ang Mong Seng would, upon re-election, remain as a Non-Executive and Independent Group Chairman of the Company. The Board considered Mr Ang Mong Seng to be Independent pursuant to Rule 704(7) of the Catalist Rules.

There were no questions in relation to the resolution previously received by the Company, or asked by the shareholders present at the AGM electronically.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

"Resolved that Mr Ang Mong Seng who retires pursuant to Regulation 87 of the Company's Constitution, be and is hereby re-elected as a Director of the Company."

Mr Lim handed the chair of the AGM back to Mr Ang.

3. TO RE-ELECT MR JOSEPH LIM AS A DIRECTOR, WHO SHALL RETIRE PURSUANT TO REGULATION 94 OF THE COMPANY'S CONSTITUTION

Resolution 3 on the Agenda was to re-elect Mr Joseph Lim as a Director of the Company.

Mr Joseph Lim, a Director of the Company, retired pursuant to Regulation 94 of the Company's Constitution and being eligible, offered himself for re-election. It was noted that Mr Joseph Lim would, upon re-election, remain as Chief Executive Officer and Executive Director of the Company.

There were no questions in relation to the resolution previously received by the Company, or asked by the shareholders present at the AGM electronically.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

"Resolved that Mr Joseph Lim who retires pursuant to Regulation 94 of the Company's Constitution, be and is hereby re-elected as a Director of the Company."

4. TO APPROVE THE PAYMENT OF THE PROPOSED DIRECTORS' FEES OF UP TO S\$210,000 TO BE PAID QUARTERLY IN ARREARS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024

Resolution 4 on the Agenda was to approve the Directors' fees for the financial year ending 31 December 2024. It was noted that the Board of Directors had recommended the payment of a sum of up to S\$210,000 as Directors' fees to be paid quarterly in arrears for the financial year ending 31 December 2024.

There were no questions in relation to the resolution previously received by the Company, or asked by the shareholders present at the AGM electronically.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

"Resolved that Directors' fees of up to S\$210,000 to be paid quarterly in arrears for the financial year ending 31 December 2024 be and are hereby approved."

5. TO RE-APPOINT FOO KON TAN LLP AS AUDITORS OF THE COMPANY AND TO AUTHORISE DIRECTORS TO FIX ITS REMUNERATION

Resolution 5 on the Agenda was to re-appoint Foo Kon Tan LLP as Auditors and to authorise the Directors to fix the Auditors' remuneration.

There were no questions in relation to the resolution previously received by the Company, or asked by the shareholders present at the AGM electronically.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

"Resolved that Foo Kon Tan LLP be re-appointed as Auditors of the Company to hold office until the next Annual General Meeting and the Directors be and are authorised to fix its remuneration."

SPECIAL BUSINESS:

6. AUTHORITY TO ISSUE SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO RULE 806 OF THE LISTING MANUAL – SECTION B: RULES OF CATALIST OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“SGX-ST”)

Resolution 6 on the Agenda was to seek the shareholders’ approval for the Directors to be granted the authority to issue new shares in the capital of the Company, the details of which were set out in the text of the Ordinary Resolution in item 7 of the Notice of AGM.

There were no questions in relation to the resolution previously received by the Company, or asked by the shareholders present at the AGM electronically.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), authority be and is hereby given to the Directors to:

- (a) (i) issue shares in the Company (“**Shares**”) 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) options, 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 of the Company may in their absolute discretion deem fit; and,

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution 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 subparagraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to Shareholders of the Company 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 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 total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities;

- (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provision of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held.”

7. MANDATE TO DIRECTORS TO ISSUE SHARES UNDER THE ETC EMPLOYEE SHARE OPTION SCHEME

Resolution 7 on the Agenda was to authorise the Directors to issue shares under the Company’s Employee Share Option Scheme, the details of which were set out in the text of the Ordinary Resolution in item 8 of the Notice of AGM.

There were no questions in relation to the resolution previously received by the Company, or asked by the shareholders present at the AGM electronically.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that approval be and is hereby given to the Directors to offer and grant options over ordinary shares in the Company in accordance with the rules of the ETC Employee Share Option Scheme (the “**Scheme**”); and pursuant to Section 161 of the Companies Act 1967 of Singapore, to allot and issue from time to time such number of shares in the capital of the Company (the “**Scheme Shares**”) as may be required to be issued pursuant to the exercise of the options that may be granted under the Scheme provided always that the aggregate number of the Scheme Shares (excluding treasury shares and subsidiary holdings) available under the Scheme shall not exceed 15% of the total issued share capital of the Company from time to time, as determined in accordance with the rules of the Scheme.”

8. MANDATE TO DIRECTORS TO ISSUE SHARES UNDER THE ETC PERFORMANCE SHARE PLAN

Resolution 8 on the Agenda was to authorise the Directors to offer and grant awards of ordinary shares under the Company’s Performance Share Plan, the details of which were set out in the text of the Ordinary Resolution in item 9 of the Notice of AGM.

There were no questions in relation to the resolution previously received by the Company, or asked by the shareholders present at the AGM electronically.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that approval be and is hereby given to the Directors to offer and grant awards of ordinary shares in the Company in accordance with the rules of the ETC Performance Share Plan

(the “**Plan**”); and pursuant to Section 161 of the Companies Act 1967 of Singapore, to allot and issue from time to time such number of shares in the capital of the Company (the “**Plan Shares**”) as may be required to be issued comprised in the awards that may be granted under the Plan provided always that the aggregate number of the Plan Shares (excluding treasury shares and subsidiary holdings) available under the Plan shall not exceed 15% of the total issued share capital of the Company from time to time, as determined in accordance with the rules of the Plan.”

9. PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

Resolution 9 on the Agenda was to authorise Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company not exceeding in aggregate the Prescribed Limit, at such price(s) may be determined by the Directors from time to time up to the Maximum Price, the details of which were set out in the text of the Ordinary Resolution in item 10 of the Notice of AGM.

There were no questions in relation to the resolution previously received by the Company, or asked by the shareholders present at the AGM electronically.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (the “**Companies Act**”), and such other laws and regulations as may for the time being be applicable, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company (“**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) on-market purchases (“**Market Purchase**”), transacted on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”); and/or
 - (ii) off-market purchases (“**Off-Market Purchase**”) (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules,(the “**Share Purchase Mandate**”);
- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- (c) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and the expiring on the earliest of:
 - (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
 - (ii) the date on which the share purchases are carried out to the full extent mandated; or

- (iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked;
- (d) in this Ordinary Resolution:

“**Prescribed Limit**” means 10% of the total number of Shares as at the date of passing of this Resolution (excluding any treasury shares that may be held by the Company from time to time and subsidiary holdings), unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered;

“**Relevant Period**” means the period commencing from the date of passing of this Resolution and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier;

“**Maximum Price**” in relation to a Share to be purchased, means an amount (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase, 115% of the Average Closing Price;

where:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the date of making the Market Purchase or, as the case may be, the day of the making of an offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) day period and the day on which the purchases are made;

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

“**Market Day**” means a day on which the SGX-ST is open for trading in securities; and

- (e) the Directors and each of them be and are hereby authorised to do all acts and things (including, without limitation, executing all such documents as may be required) as they or each of them deem desirable, necessary or expedient to give effect to the Share Purchase Mandate as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.”

10. THE FOURTH PROPOSED EXTENSION OF THE EXPIRY DATE OF THE CONVERSION RIGHT UNDER THE CONVERTIBLE LOAN AGREEMENT ENTERED INTO BETWEEN THE COMPANY AND MR LUO SHANDONG

Resolution 10 on the Agenda was to seek the shareholders’ approval on the fourth proposed extension of the expiry date of the conversion right under the convertible loan agreement entered into between the Company and Mr Luo Shandong, the details of which are set out in the letter to shareholders dated 5 April 2023.

There were no questions in relation to the resolution previously received by the Company, or asked by the shareholders present at the AGM electronically.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that:

- a) approval be and is hereby given for the fourth extension of the expiry date of the Conversion Right under the convertible loan agreement entered into between the Company and Mr Luo Shandong by an additional 37 months with a revised maturity date of 25 May 2026 (the “**Fourth Proposed Extension**”); and
- b) the Directors and each of them be and are hereby authorised to do all acts and things (including, without limitation, executing all such documents as may be required) as they or each of them deem desirable, necessary or expedient to give effect to the Fourth Proposed Extension as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.”

QUESTIONS RAISED BY SHAREHOLDERS

It was noted that the Company received a question from a shareholder questioning when trading of the Company’s securities would resume.

Mr Lim replied that the SGX RegCo had on 7 March 2022 released the Regulator’s Column titled “What SGX expects of issuers in respect of sanctions-related risks, subject or activity” which set out the requirement that “the issuer should remain suspended until it has demonstrated to SGX that it is no longer a Sanctioned Subject or it has ceased the Sanctioned Activity”. He highlighted that even though the Independent Financial Review and Independent Legal Review have been completed in September 2021 and December 2022 respectively, and whilst the Company is itself neither a Sanctioned Subject (as defined in the Regulator’s Column) nor engaged in Sanctioned Activity (as defined in the Regulator’s Column), after consultation with SGX RegCo and the Sponsor, the Board understands that the Company will remain suspended due to the Company’s business operations currently being conducted in a Sanctioned Nation (as defined in the Regulator’s Column). He further noted that given the uncertainty as to when the political situation in Myanmar may improve and when the unilateral sanctions from the United States, the European Union and the United Kingdom would cease, the Board has been looking into all possible avenues to divest its investment in Myanmar as part of its plan to resume the trading of its securities. Mr Lim also emphasised that the Company would also be required to have a profitable and cash flow generating business in order to resume the trading of its securities.

Capitalised terms in these Minutes (unless otherwise defined or the context otherwise requires) have the same meaning ascribed to them in the Company’s monthly update announcement dated 28 April 2023.

RESULTS OF THE POLL

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

Resolution Number and Details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST		Abstained	
		No. of shares	Percentage over total votes for and against the resolution (%)	No. of shares	Percentage over total votes for and against the resolution (%)		
Ordinary Business							
1.	Adoption of the Directors' Statement, Audited Financial Statements for the financial year ended 31 December 2022 and Auditors' Report	273,455,304	273,455,304	100	0	0	3,000,000
2.	Re-election of Mr Ang Mong Seng as a Director	276,455,304	273,268,329	98.85	3,186,975	1.15	0
3.	Re-election of Mr Joseph Lim as a Director	276,455,304	273,268,329	98.85	3,186,975	1.15	0
4.	Approval of Directors' Fees for the financial year ending 31 December 2024	276,455,304	273,268,329	98.85	3,186,975	1.15	0
5.	Re-appointment of Foo Kon Tan LLP as Auditors	276,455,304	276,455,304	100	0	0	0
Special Business							
6.	Authority to issue shares pursuant to Rule 806 of the Catalist Rules	276,455,304	276,268,329	99.93	186,975	0.07	0
7.	Mandate to Directors to issue shares pursuant to the ETC Employee Share Option Scheme	276,455,304	273,268,329	98.85	3,186,975	1.15	0

8.	Mandate to Directors to issue shares pursuant to the ETC Performance Share Plan	276,455,304	273,268,329	98.85	3,186,975	1.15	0
9.	Approval of proposed renewal of the Share Purchase Mandate	276,455,304	276,268,329	99.93	186,975	0.07	0
10.	The Fourth Proposed Extension of the expiry date of the Conversion Right under the Convertible Loan Agreement entered into between the Company and Mr Luo Shandong	276,455,304	276,455,304	100	0	0	0

CONCLUSION

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

Confirmed as a correct Record of proceedings

Mr Ang Mong Seng
Chairman