

VIVIDTHREE HOLDINGS LTD.
Registration No. 201811828R
(Incorporated in Singapore)
(the “Company”)

2023 ANNUAL GENERAL MEETING

Date and Time : 28 July 2023 at 11.00 a.m.
Place : 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095
Present : See Attendance List

CHAIRMAN

Dr Ho Choon Hou presided at the Annual General Meeting (the “**Chairman**”).

QUORUM

After ascertaining the presence of a quorum, the Chairman called the meeting to order at 11.00 a.m.

NOTICE

Chairman welcomed the shareholders to the 2023 Annual General Meeting (“**AGM**” or the “**Meeting**”) of the Company and introduced the members of the Board to the shareholders.

A copy of the Company’s Notice of AGM together with the Annual Report had been circulated to the shareholders on 13 July 2023. The Notice of the Meeting was taken as read.

Shareholders have been invited to submit questions prior to the AGM via email or mail.

The Company has received two questions from the shareholders and their corresponding responses from the Management have been summarized below:

- 1) Shareholder enquired the year in which the Management expects the Company to have net profit.

The Management responded that as part of its strategic approach, the Management has been diligently working towards achieving profitability by focusing on both organic and inorganic growth. Recent positive developments, such as increased revenue, improved gross margin, reduced fixed operational costs and decreased debt have shown the Management’s efforts in enhancing its financial position. The Company remains committed to its long-term goals and aims to achieve a net profit through its ongoing efforts.

- 2) Shareholder requested the Management to share concrete plans of its NFT and cryptocurrency business.

The Management shared that the Company has launched its own NFT collection on 7 December 2021 and has further ventured into Filecoin mining through a partnership, which was announced on 20 January 2022. As the digital assets space continues to evolve, the Management has been actively exploring diverse opportunities to create value and maintain its relevance in this dynamic domain. The Company will disclose further developments at the appropriate time.

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As there were no further questions, the Chairman proceeded with the business of the AGM.

Chairman informed the shareholders that:-

- 1) All the resolutions tabled at the AGM would be proposed by the Chairman and voted by way of poll.
- 2) B.A.C.S. Private Limited has been appointed as the Polling Agent and Insights Law LLC has been appointed as the scrutineer for all the polls conducted at the AGM.

RESOLUTION 1 – TO RECEIVE AND ADOPT THE DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023 TOGETHER WITH THE INDEPENDENT AUDITORS’ REPORT THEREON

As there were no questions from shareholders, the Chairman proposed the following motion:

“That the Directors’ Statements and Audited Financial Statements for the financial year ended 31 March 2023 and the Independent Auditors’ Report be and are hereby received and adopted.”

The motion was put to vote by poll and the results will be announced after the scrutineer has verified the votes.

RESOLUTION 2 – TO RE-ELECT MR YEO ENG PU, CHARLES WHO IS RETIRING IN ACCORDANCE WITH REGULATION 117 OF THE COMPANY’S CONSTITUTION, AS A DIRECTOR OF THE COMPANY

As there were no questions from shareholders, the Chairman proposed the following motion:

“That Mr Yeo Eng Pu, Charles, a Director retiring in accordance with Regulation 117 of the Company’s Constitution be and is hereby re-elected as Director of the Company.”

The motion was put to vote by poll and the results will be announced after the scrutineer has verified the votes.

RESOLUTION 3 – TO RE-ELECT DR HO CHOON HOU WHO IS RETIRING IN ACCORDANCE WITH REGULATION 117 OF THE COMPANY’S CONSTITUTION, AS A DIRECTOR OF THE COMPANY

Since this motion pertained to his retirement as a Director, the Chairman requested Mr Wong Kim Soon, Royson to assume the role as Chairman.

As there were no questions from shareholders, the Chairman proposed the following motion:

“That Dr Ho Choon Hou, a Director retiring in accordance with Regulation 117 of the Company’s Constitution be and is hereby re-elected as Director of the Company.”

Dr Ho Choon Hou will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee, a member of the Audit Committee and Nominating Committee. Dr Ho shall be considered non-independent for the purpose of Rule 704(7) of the Catalist Rules.

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The motion was put to vote by poll and the results will be announced after the scrutineer has verified the votes.

Mr Wong passed the role of Chairman back to Dr Ho Choon Hou.

RESOLUTION 4 – TO RE-ELECT MR ZHANG WEIQUAN, JONATHAN WHO IS RETIRING IN ACCORDANCE WITH REGULATION 122 OF THE COMPANY’S CONSTITUTION, AS A DIRECTOR OF THE COMPANY

As there were no questions from shareholders, the Chairman proposed the following motion:

“That Mr Zhang Weiquan, Jonathan, a Director retiring in accordance with Regulation 122 of the Company’s Constitution be and is hereby re-elected as Director of the Company.”

The motion was put to vote by poll and the results will be announced after the scrutineer has verified the votes.

RESOLUTION 5 – TO APPROVE THE PAYMENT OF DIRECTORS’ FEES OF \$100,000 FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023

As there were no questions from shareholders, the Chairman proposed the following motion:

“That the payment of Directors’ fees of \$100,000 for the year ended 31 March 2023 be hereby approved.”

The motion was put to vote by poll and the results will be announced after the scrutineer has verified the votes.

RESOLUTION 6 – TO APPROVE THE PAYMENT OF DIRECTORS’ FEES OF \$3,333 TO THE LATE MR ER SONG NGUENG FOR THE FINANCIAL YEAR ENDING 31 MARCH 2024

As there were no questions from shareholders, the Chairman proposed the following motion:

“That the payment of Directors’ fees of \$3,333 to the late Mr Er Song Ngueng for the year ending 31 March 2024 be hereby approved.”

The motion was put to vote by poll and the results will be announced after the scrutineer has verified the votes.

On behalf of the Directors, the Chairman thanked Mr Er for his contribution towards the Group.

RESOLUTION 7 – TO RE-APPOINT MESSRS CLA GLOBAL TS PUBLIC ACCOUNTING CORPORATION AS AUDITORS FOR THE ENSUING YEAR AND AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

As there were no questions from shareholders, the Chairman proposed the following motion:

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“That CLA Global TS Public Accounting Corporation be and they are hereby re-appointed as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting and that the Directors be and are hereby authorised to fix their remuneration.”

The motion was put to vote by poll and the results will be announced after the scrutineer has verified the votes.

SPECIAL BUSINESSES

RESOLUTION 8 – AUTHORITY TO ALLOT AND ISSUE SHARES

As there were no questions from shareholders, the Chairman proposed the following motion:

“That pursuant to Section 161 of the Companies Act 1967 (“**Companies Act**”) and the Catalist Rules, authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) 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 provided that:-

- (i) the aggregate number of Shares and convertible securities to be issued pursuant to this Resolution does not exceed 100 per cent (100%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury Shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculations 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 (i) above, the percentage of the total number of issued Shares shall be based on the total number of issued Shares (excluding treasury Shares and subsidiary holdings) of the Company at the time this Resolution is passed after adjusting for:-
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from exercising Share Options (the “**Options**”) or vesting of Share Awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, 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 sub-division of Shares
- (iii) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the 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 the earlier.”

The motion was put to vote by poll and the results will be announced after the scrutineer has verified the votes.

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RESOLUTION 9 – AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE VIVIDTHREE PERFORMANCE SHARE PLAN

As there were no questions from shareholders, the Chairman proposed the following motion:

“That pursuant to Section 161 of the Companies Act and the Catalist Rules, approval be and is hereby given to the Directors of the Company to:

- a) grant awards (“**Awards**”) in accordance with the provisions of the Vividthree Performance Share Plan (the “**Vividthree PSP**”); and
- b) allot and issue from time to time such number of fully paid-up shares as may be required to be allotted and issued pursuant to the release of Awards under the Vividthree PSP, provided that the aggregate number of Shares to be allotted and issued pursuant to the Vividthree PSP shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding shares held by the Company as treasury shares) from time to time.

The motion was put to vote by poll and the results will be announced after the scrutineer has verified the votes.

RESOLUTION 10 – RENEWAL OF SHARE BUYBACK MANDATE

All capitalised terms in this resolution which are not defined herein shall have the same meanings ascribed to them in the Addendum to Shareholders dated 13 July 2023.

As there were no questions from shareholders, the Chairman proposed the following motion:

“That :

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the number of issued Shares representing 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any, as at that date) (the “**Maximum Percentage**”), at such price or prices as may be determined by the directors of the Company from time to time up to the Maximum Price, whether by way of:
 - (i) on-market purchases, transacted on the Singapore Exchange Securities Trading Limited through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases, otherwise than on an approved exchange as defined in the Companies Act, in accordance with an equal access scheme(s) as may be determined or formulated by the directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules,

on the terms set out in the Addendum, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);

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- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the directors of the Company pursuant to the Share Buyback Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting is held or required by law to be held; or
 - (ii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Company in general meeting; or
 - (iii) the date on which purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated; and
- (c) the directors of the Company and each of them be and is hereby authorised to do such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient to give effect to the transactions contemplated and/or authorised by this resolution.”

The motion was put to vote by poll and the results will be announced after the scrutineer has verified the votes.

The poll slips were collected by the scrutineer for verification.

DECLARATION OF POLL RESULTS

The AGM resumed and Chairman read out the poll results which had been verified by the scrutineer. He declared that all the resolutions were duly carried.

Resolution 1:

	No. of Shares	Percentage (%)
No. of votes in favour of the Resolution	222,127,340	99.95
No. of votes against the Resolution	107,200	0.05
No. of votes abstained from voting on the Resolution	-	-

Resolution 2:

	No. of Shares	Percentage (%)
No. of votes in favour of the Resolution	222,127,340	99.95
No. of votes against the Resolution	107,200	0.05
No. of votes abstained from voting on the Resolution	-	-

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Resolution 3:

	No. of Shares	Percentage (%)
No. of votes in favour of the Resolution	222,127,340	99.95
No. of votes against the Resolution	107,200	0.05
No. of votes abstained from voting on the Resolution	-	-

Resolution 4:

	No. of Shares	Percentage (%)
No. of votes in favour of the Resolution	222,127,340	99.95
No. of votes against the Resolution	107,200	0.05
No. of votes abstained from voting on the Resolution	-	-

Resolution 5:

	No. of Shares	Percentage (%)
No. of votes in favour of the Resolution	222,127,340	99.95
No. of votes against the Resolution	107,200	0.05
No. of votes abstained from voting on the Resolution	-	-

Resolution 6:

	No. of Shares	Percentage (%)
No. of votes in favour of the Resolution	222,127,340	99.95
No. of votes against the Resolution	107,200	0.05
No. of votes abstained from voting on the Resolution	-	-

Resolution 7:

	No. of Shares	Percentage (%)
No. of votes in favour of the Resolution	222,127,340	99.95
No. of votes against the Resolution	107,200	0.05
No. of votes abstained from voting on the Resolution	-	-

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Resolution 8:

	No. of Shares	Percentage (%)
No. of votes in favour of the Resolution	222,127,340	99.95
No. of votes against the Resolution	107,200	0.05
No. of votes abstained from voting on the Resolution	-	-

Resolution 9:

	No. of Shares	Percentage (%)
No. of votes in favour of the Resolution	149,893,100	99.93
No. of votes against the Resolution	107,200	0.07
No. of votes abstained from voting on the Resolution	72,234,240	

Resolution 10:

	No. of Shares	Percentage (%)
No. of votes in favour of the Resolution	222,127,340	99.95
No. of votes against the Resolution	107,200	0.05
No. of votes abstained from voting on the Resolution	-	-

CONCLUSION

The Chairman thanked the shareholders for their attendance. As there were no other matters to be transacted at the Meeting, the Chairman declared the Meeting closed at 11.25.

CONFIRMED AS A TRUE RECORD OF MINUTES

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DR HO CHOON HOU
Chairman

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*This Announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. ("**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").*

This Announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Lay Shi Wei - Registered Professional, 36 Robinson Road, #10-06 City House, Singapore 068877, sponsor@rhtgoc.com

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ATTENDANCE LIST

Attendance

Board of Directors

Dr Ho Choon Hou	Independent Director and Chairman
Wong Kim Soon Royson	Independent Director
Chang Long Jong	Non-Executive Director
Yeo Eng Pu, Charles	Executive Director and Chief Creative Officer
Zhang Weiquan, Jonathan	Executive Director and Chief Executive Officer

Management

Kok Pooi Wai	Financial Controller
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Company Secretary

Catherine Lim Siok Ching

Professionals

Sponsor	RHT Capital Pte. Ltd.
Independent Auditor	Messrs CLA Global TS Public Accounting Corporation
Share registrar and Polling agent	B.A.C.S. Private Limited
Scrutineer	Insights Law LLC

Shareholders

Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the name of the shareholders present at the meeting will not be published in this minutes.