



**GKE CORPORATION LIMITED**  
(Company Registration No. 200001941G)  
(Incorporated in Republic of Singapore)  
(the "Company")

## **MINUTES OF EXTRAORDINARY GENERAL MEETING**

**PLACE** : "Live" webcast via <https://conveneagm.sg/gke2021>

**DATE** : Wednesday, 29 September 2021

**TIME** : 10.13 a.m.

**PRESENT** : As set out in the attendance records maintained by the Company.

**IN ATTENDANCE** : As set out in the attendance records maintained by the Company.

**CHAIRMAN OF THE MEETING** : Mr. Neo Cheow Hui

### **INTRODUCTION**

The Chairman introduced the Directors present.

### **QUORUM**

The Chairman declared the Extraordinary General Meeting ("**EGM**") open at 10.13 a.m. upon confirmation by the Company Secretary that the quorum necessary for a general meeting as set out in the Constitution was present.

### **NOTICE**

With the consent of the EGM, the Notice convening the EGM was taken as read. Proxies forms lodged had been checked and found to be in order.

### **VOTING BY POLL**

The Chairman briefed that in view of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued by the Minister of Law on 13 April 2020, shareholders will not be able to vote online at the live webcast EGM. Instead, shareholders that wishes to exercise their votes must submit a proxy form to appoint the Chairman of the EGM to vote on their behalf. Proxy forms lodged have been checked and found to be in order.

The Chairman informed that all resolutions to be tabled at the EGM would be voted upon by way of poll as required under the Listing Manual – Section B: Rules of Catalist ("**Catalist Rules**") of Singapore Exchange Securities Trading Limited ("**SGX-ST**"). All the motions had been duly voted by the shareholders through the submissions of the proxy forms to the share registrar and the scrutineer had verified the counting of all votes casted through the proxy forms.

The Chairman informed the meeting that Advance Corporate Services Pte Ltd has been appointed as the scrutineer.

**SUBMISSION OF QUESTIONS FOR THE EGM**

The Chairman informed that based on the information provided in the Notice of the EGM and announcement dated 9 September 2021, the shareholders would not be able to ask questions at the live webcast EGM. However, the Company had already published its responses to relevant questions relating to the resolutions to be tabled for approval at the EGM, the Company's businesses and operations via SGXNet on 28 September 2021. A copy of the response to questions from Shareholders is annexed hereto as **Appendix 1**.

**ORDINARY BUSINESSES:****1. PROPOSED DIVERSIFICATION – RESOLUTION 1**

The meeting proceeded to approve the proposed diversification.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	297,967,274	100%
Against the Resolution	0	0%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

That:

- (i) approval be and is hereby given for the diversification by the Group of its Existing Business to include the property business as described in Sections 2 of the Company's Circular to the Shareholders dated 10 September 2021 any other activities related to the New Business; and
- (ii) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution relating to the proposed diversification.

**2. THE PROPOSED ADOPTION OF THE GKE EMPLOYEE SHARE OPTION SCHEME 2021 – RESOLUTION 2**

The meeting proceeded to approve the proposed adoption of the GKE Employee Share Option Scheme 2021.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	267,817,529	89.88%
Against the Resolution	30,149,745	10.12%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

That the employee share option scheme to be known as the GKE Employee Share Option Scheme 2021 (“**ESOS 2021**”), the rules of which have been set out in the Circular, be and is hereby approved and adopted substantially in the form set out in the rules of the Scheme, and the Directors of the Company be and are hereby authorised:

- (i) to establish and administer the ESOS 2021;
- (ii) to modify and/or amend the ESOS 2021 from time to time, provided that such modifications and/or amendments are effected in accordance with the provisions of the Scheme, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESOS 2021;
- (iii) pursuant to Section 161 of the Companies Act (Cap. 50), to offer and grant Option(s) in accordance with the rules of the ESOS 2021, and to allot and issue from time to time such number of shares in the capital of the Company (“**Shares**”) as may be required to be issued pursuant to the exercise of the Option(s) under the ESOS 2021 provided that the aggregate number of Shares (including Treasury Shares, and New Shares issued and issuable in respect of the Options granted under the ESOS 2021) available pursuant to the exercise of Options granted under the ESOS 2021 on any date, when added to the aggregate number of Shares (including Treasury Shares and Shares issued and issuable under all other share-based incentive schemes of the Company, including but not limited to the ESOS 2021), shall not exceed 15% of the total issued Shares (excluding any shares held in treasury and subsidiary holdings) from time to time;
- (iv) subject to the same being allowed by law, to apply any Share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any Shares held in treasury) towards the satisfaction of Options granted under the ESOS 2021; and
- (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

### 3. THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT UNDER THE ESOS 2021 – RESOLUTION 3

The meeting proceeded to approve the proposed grant of authority to offer and grant options at a discount under the ESOS 2021.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	267,817,529	89.88%
Against the Resolution	30,149,745	10.12%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

That subject to and contingent upon the passing of Ordinary Resolution 2 being approved, approval be given for Options to be granted under the ESOS 2021 for the

subscription of Shares at subscription prices which may, at the discretion of the Committee administering the ESOS 2021, be subject to a discount to the Market Price for the Shares prevailing at the Offer Date of the respective Options (such market price to be determined in accordance with the rules of the ESOS 2021, provided that the maximum discount which may be given shall not exceed 20% of the relevant market price for the Shares applicable to that Option.

**CONCLUSION**

There being no other business to transact, the Chairman declared the EGM of the Company closed at 10.17 a.m. and thanked everyone for their attendance.

**CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD**

**NEO CHEOW HUI**  
**CHAIRMAN OF THE MEETING**