

**SOUTHERN ALLIANCE MINING LTD.**  
(the “Company”)  
(Company Registration No.: 201931423D)  
(Incorporated in the Republic of Singapore)

**MINUTES OF ANNUAL GENERAL MEETING**

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<b>PLACE</b>	:	Held by way of electronic means
<b>DAY &amp; DATE</b>	:	Friday, 26 November 2021
<b>TIME</b>	:	10.00 a.m.
<b>PRESENT</b>	:	As per the attendance list maintained by the Company.
<b>IN ATTENDANCE</b>	:	As per the attendance list maintained by the Company.
<b>CHAIRMAN</b>	:	Dato’ Teh Teck Tee

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**WELCOME ADDRESS**

Dato’ Teh Teck Tee, the Chairman of the Meeting (the “**Chairman**”) welcomed the shareholders of the Company (the “**Shareholders**”) to the Annual General Meeting (“**AGM**” or the “**Meeting**”) of Southern Alliance Mining Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) convened and held by way of electronic means in view of the current COVID-19 restriction orders in Singapore and the related safe distancing measures.

**QUORUM**

Having confirmed with the Company Secretary that a quorum in accordance with the Company’s Constitution was present, the Chairman called the AGM to order.

The Chairman introduced the Directors, Management and other professional teams who joined the Meeting via webcast to the Shareholders.

**NOTICE**

The Chairman took the notice of the Meeting (“**Notice of AGM**”) as read.

**QUESTIONS FROM SHAREHOLDERS**

It was noted that the Company had invited Shareholders to submit their questions in relation to the resolutions set out in the Notice of AGM prior to the Meeting. There was no question received from Shareholders as at the cut-off date prior to the Meeting. The Company had responded to the queries received from the Securities Investor Association (Singapore) on the Annual Report for the financial year ended 31 July 2021 in an announcement published on the SGXNet on 24 November 2021. The Chairman then proceeded with the business of the Meeting.

**VOTING BY POLL**

The Chairman informed the Shareholders that the resolutions tabled at the Meeting would be decided by poll based on proxy votes received before the Meeting. The Chairman also informed the Meeting that in his capacity as Chairman of the Meeting, he had accepted the appointment as proxy by Shareholders and he would be voting in accordance with Shareholders’ valid instructions given in the

proxy forms received.

The Chairman informed the Meeting that the Company had appointed Entrust Advisory Pte. Ltd. as the Scrutineer for the Meeting. The Scrutineer had independently verified all votes received for the resolutions tabled.

**ORDINARY RESOLUTION 1:  
TO RECEIVE AND ADOPT THE DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 JULY 2021 TOGETHER WITH THE AUDITOR'S REPORT THEREON**

The Chairman informed the Meeting that the first item on the agenda was to receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 July 2021 together with the Auditors' Report thereon.

**ORDINARY RESOLUTION 2:  
TO DECLARE A FINAL TAX EXEMPT (1-TIER) DIVIDEND OF S\$0.016 PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 JULY 2021**

The second item on the agenda was to declare a final tax exempt (1-tier) dividend of S\$0.016 per ordinary share for the financial year ended 31 July 2021.

**ORDINARY RESOLUTION 3:  
RE-ELECTION OF DATO' SRI PEK KOK SAM AS DIRECTOR WHO IS RETIRING PURSUANT TO REGULATION 96 OF THE COMPANY'S CONSTITUTION**

The third item on the agenda was to re-elect Dato' Sri Pek Kok Sam, who retired pursuant to Regulation 96 of the Company's Constitution and had offered himself for re-election as a Director of the Company.

Upon re-election as a Director of the Company, Dato' Sri Pek Kok Sam shall remain as Chief Executive Officer and Executive Director and a member of the Nominating Committee.

The Chairman handed over the conduct of the next agenda item to Dato' Gainneos Jacob Goldie, as the next resolution related to his re-election as a Director of the Company.

**ORDINARY RESOLUTION 4:  
RE-ELECTION OF DATO' TEH TECK TEE AS DIRECTOR WHO IS RETIRING PURSUANT TO REGULATION 96 OF THE COMPANY'S CONSTITUTION**

Ordinary Resolution 4 was to re-elect Dato' Teh Teck Tee, who retired pursuant to Regulation 96 of the Company's Constitution and had offered himself for re-election as a Director of the Company.

Upon re-election as a Director of the Company, Dato' Teh Teck Tee shall remain as a Non-Executive and Non-Independent Chairman and a member of the Remuneration Committee.

Dato' Gainneos Jacob Goldie handed back the chair to the Chairman, who resumed the conduct of the Meeting.

**ORDINARY RESOLUTION 5:  
TO APPROVE PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 JULY 2022**

Ordinary Resolution 5 was to approve the payment of Directors' fees of S\$228,000 for the financial year ending 31 July 2022.

**ORDINARY RESOLUTION 6:  
RE-APPOINTMENT OF AUDITORS**

Ordinary Resolution 6 was to re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. Messrs Ernst & Young LLP had expressed their willingness to continue in office.

**SPECIAL BUSINESS:**

**ORDINARY RESOLUTION 7:  
AUTHORITY TO ALLOT AND ISSUE SHARES**

The Chairman informed the Meeting that they have come to the special business of this Meeting.

Ordinary Resolution 7 was to authorise the Directors to allot and issue shares pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Catalist Rules. The full text of the motion was set out in the Notice of AGM dated 4 November 2021.

**ORDINARY RESOLUTION 8:  
AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE SOUTHERN ALLIANCE MINING  
PERFORMANCE SHARE PLAN**

Ordinary Resolution 8 was to authorise the Directors to allot and issue shares pursuant to the Southern Alliance Mining Performance Share Plan. The full text of the motion was set out in the Notice of AGM dated 4 November 2021.

**RESULTS OF THE POLL**

The results of the poll on each resolution put to vote at the AGM, duly verified by the Independent Scrutineer, Entrust Advisory Pte. Ltd., was presented at the Meeting as follows:

Resolution No. and Details	Total No. 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 (%)
<b>Ordinary Resolution 1</b> To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 July 2021 together with the Auditors' Report thereon.	410,000,000	410,000,000	100.00%	0	0.00%
<b>Ordinary Resolution 2</b> To declare a final tax exempt (1-tier) dividend of S\$0.016 per ordinary	410,000,000	410,000,000	100.00%	0	0.00%

Resolution No. and Details	Total No. 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 (%)
share for the financial year ended 31 July 2021					
<b>Ordinary Resolution 3</b> To re-elect Dato' Sri Pek Kok Sam, as a Director of the Company, who is retiring by rotation pursuant to Regulation 96 of the Company's Constitution.	66,220,000	66,220,000	100.00%	0	0.00%
<b>Ordinary Resolution 4</b> To re-elect Dato' Teh Teck Tee, as a Director of the Company, who is retiring by rotation pursuant to Regulation 96 of the Company's Constitution.	379,900,000	379,900,000	100.00%	0	0.00%
<b>Ordinary Resolution 5</b> To approve the payment of Directors' fees of S\$228,800 for the financial year ended 31 July 2022.	410,000,000	410,000,000	100.00%	0	0.00%
<b>Ordinary Resolution 6</b> To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.	410,000,000	410,000,000	100.00%	0	0.00%
<b>Ordinary Resolution 7</b> Authority to allot and issue shares.	410,000,000	410,000,000	100.00%	0	0.00%
<b>Ordinary Resolution 8</b> Authority to allot and issue Shares under the Southern Alliance Mining Performance Share Plan.	410,000,000	410,000,000	100.00%	0	0.00%

Based on the results of the poll, Chairman declared that all resolutions set out in the Notice of AGM dated 4 November 2021 were duly carried.

## **CONCLUSION**

There being no other business to transact, the Chairman declared the AGM of the Company closed at 10.10 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings

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Dato' Teh Teck Tee  
Chairman of Meeting