

Aztech
AZTECH GLOBAL LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 200909384G)

NOTICE OF ANNUAL GENERAL MEETING

This Notice has been made available on SGXNET and the Company's website and may be accessed at the URL <https://www.aztechglobal.com/agm/index.html>. Printed copies of this Notice, Proxy Form and Request Form will also be sent by post to members.

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of **AZTECH GLOBAL LTD.** (the “**Company**”) will be convened and held at Raffles City Convention Centre, Bras Basah Room (Level 4), 80 Bras Basah Road, Singapore 189560 on **Tuesday, 16 April 2024 at 10.00 a.m. (Singapore time)**, for the following business:

AS ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors’ Statement and Auditors’ Report thereon. **[Resolution 1]**
2. To declare a final one-tier tax exempt dividend of S\$0.05 per ordinary share for the financial year ended 31 December 2023. **[Resolution 2]**
3. To approve Directors’ fees of S\$450,000.00 for the financial year ending 31 December 2024. **[Resolution 3]**
(Explanatory Note a)
4. To re-elect Mr. Jeremy Mun Weng Hung, who is retiring pursuant to regulation 97 of the Company’s constitution (the “**Constitution**”), and who, being eligible, will offer himself for re-election. **[Resolution 4]**
(Explanatory Note b)
5. To re-elect Mr. Christopher Huang Junli, who is retiring pursuant to regulation 97 of the Constitution, and who, being eligible, will offer himself for re-election. **[Resolution 5]**
(Explanatory Note b)
6. To re-appoint Messrs BDO LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 6]**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:

8. Authority to allot and issue shares

“That authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of 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 during the continuance of this authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) 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 may, in their absolute discretion, deem fit; and

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

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”)) for the purpose of determining the aggregate number of Shares that may be issued under paragraph (1) above, the percentage of 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) at the time this Resolution is passed, after adjusting for:
- (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from exercising share options or the vesting of share awards, provided the share options or share awards were granted in compliance with the Listing Manual of the SGX-ST (“**Listing Manual**”); and
 - (iii) any subsequent bonus issue or consolidation or subdivision of Shares,
- provided further that adjustments in accordance with sub-paragraphs (2)(i) and (ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and are outstanding or subsisting at the time of the passing of this Resolution;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (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 of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

[Resolution 7]
(Explanatory Note c)

9. Renewal of the Share Purchase Mandate

“That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (the “**Companies Act**”) as may be amended from time to time, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary shares in the Company (the “**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- (i) market purchases (each a “**Market Purchase**”) on the SGX-ST; and/or
 - (ii) off market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

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and otherwise in accordance with all other laws, regulations and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate in paragraph (a) of this Resolution 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 of the Company is held or required by law to be held;
- (ii) the date on which purchases or acquisitions of Shares are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company in general meeting;

- (c) in this Resolution:

“**subsidiary holdings**” has the meaning ascribed to it in the Listing Manual;

“**Prescribed Limit**” means, subject to the Companies Act, 10% of the total number of issued Shares of the Company (excluding subsidiary holdings and any Shares which are held as treasury shares) as at the date of the passing of this Resolution; and

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

- (i) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price (as defined hereinafter),

where:

“**Average Closing Price**” means the average of the Closing Market Prices of the Shares over the last five (5) Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during such five-Market Day period and the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

“**Closing Market Price**” means the last dealt price for a Share transacted through the SGX-ST’s trading system as shown in any publication of the SGX-ST or other sources;

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from shareholders, stating the purchase price (which must 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

- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

[Resolution 8]
(Explanatory Note d)

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10. **Authority to grant Options and to allot and issue Shares in accordance with the Aztech Employee Share Option Scheme (“Aztech ESOS”)**

“That approval be and is hereby given to the Directors of the Company to:

- (a) offer and grant Options in accordance with the provisions of the Aztech ESOS; 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 exercise of the Options under the Aztech ESOS granted while this Resolution was in force (notwithstanding that such issue of Shares may occur after the expiration of the authority contained in this Resolution),

provided that the aggregate number of Shares to be allotted and issued pursuant to the Aztech ESOS on any date, when aggregated with the number of Shares issued or issuable or existing Shares delivered or deliverable in respect of Options under the Aztech ESOS, awards under the Aztech Performance Share Plan and any other share schemes of the Company, shall not exceed fifteen per cent. (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day immediately preceding the date on which the Option is granted.”

[Resolution 9]
(Explanatory Note e)

11. **Authority to grant Awards and to allot and issue Shares under the Aztech Performance Share Plan (“Aztech PSP”)**

“That approval be and is hereby given to the Directors of the Company to:

- (a) grant Awards in accordance with the provisions of Aztech PSP; and
- (b) allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the release of the Awards under the Aztech PSP granted while this Resolution was in force (notwithstanding that such issue of Shares may occur after the expiration of the authority contained in this Resolution),

provided that the aggregate number of Shares to be allotted and issued pursuant to the release of the Awards under the Aztech PSP on any date, when aggregated with the number of Shares issued or issuable or existing Shares delivered or deliverable in respect of Awards under the Aztech PSP, Options under the Aztech ESOS and any other share schemes of the Company, shall not exceed fifteen per cent. (15%) of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) on the day immediately preceding the date on which the Award is granted.”

[Resolution 10]
(Explanatory Note f)

12. **Authority to allot and issue Shares pursuant to the Aztech Scrip Dividend Scheme**

“That approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new ordinary shares in the Company as may be required to be allotted and issued under the Aztech Scrip Dividend Scheme, on such terms and conditions as may be determined by the Directors and to do all acts and things which they may in their absolute discretion deem necessary or desirable to carry the same into effect.”

[Resolution 11]
(Explanatory Note g)

By Order of the Board

Ms. Pavani Nagarajah
Company Secretary
1 April 2024
Singapore

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Explanatory Notes:

a. Ordinary Resolution 3

Ordinary Resolution 3, if passed, will facilitate payment of the Directors' fees for the financial year ending 31 December 2024. The Directors' fees for Mr. Michael Mun Hong Yew, Mr. Jeremy Mun Weng Hung, Mr. Tan Teik Seng, Mr. Larry Tan Jwee Meng, Mr. Christopher Huang Junli and Ms. Jeann Low Ngiap Jong, will be paid in four (4) instalments on a quarterly basis, within thirty (30) days of the end of each quarter, with the payment for the first quarter of the year to be paid within thirty (30) days of the receipt of approval of the members at the forthcoming AGM. The aggregate amount of Directors' fees for the said Directors is calculated on the assumption that all Directors will hold office for the whole of the financial year ending 31 December 2024.

b. Ordinary Resolutions 4 and 5

Mr. Jeremy Mun Weng Hung will, upon re-election as a Director of the Company, remain an Executive Director and Chief Operating Officer of the Company.

Mr. Christopher Huang Junli will, upon re-election as a Director of the Company, remain an Independent Director.

The profiles of Mr. Jeremy Mun Weng Hung and Mr. Christopher Huang Junli can be found in the "Board of Directors" section of the Company's Annual Report 2023 and the additional information required by Rule 720(6) of the Listing Manual of the SGX-ST is provided in the Additional Information on Directors Seeking Re-election section of the Company's Annual Report 2023.

c. Ordinary Resolution 7

Ordinary Resolution 7, if passed, will empower the Directors to issue Shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments, up to a number not exceeding fifty per cent. (50%), of which up to twenty per cent. (20%) may be issued other than on a *pro rata* basis to shareholders of the Company.

For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares 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 that Ordinary Resolution 7 is passed, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that Ordinary Resolution 7 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares. This authority will, unless revoked or varied at a general meeting, expire at 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, whichever is earlier.

d. Ordinary Resolution 8

Ordinary Resolution 8 relates to the renewal of the mandate authorising the Company to purchase its own Shares, which was first approved by the shareholders at an extraordinary general meeting held on 13 October 2021. Please refer to the Appendix to the Company's Annual Report 2023 for more information.

e. Ordinary Resolution 9

Ordinary Resolution 9, if passed, will empower the Directors to offer and grant Options under the Aztech ESOS and to allot and issue new Shares in the capital of the Company upon the exercise of such Options in accordance with the Aztech ESOS (as may be modified by the Committee from time to time), provided that the aggregate number of Shares to be allotted and issued pursuant to the Aztech ESOS, when aggregated with the number of Shares issued or issuable or existing Shares delivered or deliverable in respect of Options under the Aztech ESOS, awards under the Aztech PSP and any other share schemes of the Company, shall not exceed fifteen per cent. (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day immediately preceding the date on which an Option is granted.

f. Ordinary Resolution 10

Ordinary Resolution 10, if passed, will empower the Directors to grant Awards and to issue and allot Shares pursuant to the vesting of the Awards under the Aztech PSP. The grant of Awards under the Aztech PSP will be made in accordance with the provisions of the Aztech PSP. The aggregate number of Shares which may be issued pursuant to the Aztech PSP, when aggregated with the number of Shares issued or issuable or existing Shares delivered or deliverable in respect of Awards under the Aztech PSP, Options under the Aztech ESOS and any other share schemes of the Company, shall not exceed fifteen per cent. (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day immediately preceding the date on which the Award is granted.

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g. Ordinary Resolution 11

Ordinary Resolution 11, if passed, will authorise the Directors to allot and issue Shares of the Company pursuant to the Aztech Scrip Dividend Scheme (“**Scrip Dividend Scheme**”) to participating shareholders who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount, in whole or in part, of that qualifying dividend. The authority will continue until the next annual general meeting of the Company, or the date by which the next annual general meeting is required by law to be held, whichever is earlier (unless such authority is revoked at a general meeting). Authority sought under Ordinary Resolution 11 is in addition to the general authority to issue Shares sought under Ordinary Resolution 7. For the avoidance of doubt, the Scrip Dividend Scheme is not applicable to the final one-tier tax exempt dividend of S\$0.05 per ordinary share for the financial year ended 31 December 2023, as proposed in Ordinary Resolution 2.

NOTICE OF RECORD DATE AND DISTRIBUTION PAYMENT DATE

As stated in the Notice of Record Date set out in the Company’s announcement dated 22 February 2024, the Company wishes to notify shareholders that the Transfer Book and Register of Members of the Company will be closed at 5.00 p.m. (Singapore time) on 23 April 2024 for the purpose of determining shareholders’ entitlements to the proposed final dividend of S\$0.05 per ordinary share in respect of the financial year ended 31 December 2023 (“**FY2023 Final Dividend**”). The FY2023 Final Dividend, if approved by shareholders at the 2024 AGM, will be paid on or about 30 April 2024.

Duly completed registrable transfers of the Shares received by the Company’s Registrar, B.A.C.S. Private Limited at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896 up to 5.00 p.m. (Singapore time) on 23 April 2024 will be registered before entitlements to the FY2023 Final Dividend are determined.

Members whose securities accounts with The Central Depository (Pte) Limited (“**CDP**”) are credited with Shares at 5.00 p.m. on 23 April 2024 will rank for the FY2023 Final Dividend.

Notes:

- (i) The AGM will be held, in a wholly physical format, at Raffles City Convention Centre, Bras Basah Room (Level 4), 80 Bras Basah Road, Singapore 189560 (“**Physical Meeting**”). Please bring along your NRIC/passport to enable the Company to verify your identity. Shareholders and other attendees who are feeling unwell on the date of the AGM are advised not to attend the Physical Meeting. Printed copies of this Notice of AGM, the Proxy Form and the Request Form will be sent by post to members. This Notice of AGM is also published on the Company’s website at <https://www.aztechglobal.com/agm> and the SGXNet’s website at <https://www.sgx.com/securities/company-announcements>.
- (ii) If shareholders have any questions in relation to any of the resolutions tabled for approval at the AGM, shareholders may send their queries in advance of the AGM, by **10.00 a.m. on 9 April 2024** (the “**Deadline**”), via electronic mail to the Company’s corporate secretarial team at agm@aztech.com, or by post to 31 Ubi Road 1, #01-05, Singapore 408694, together with their full name, identification numbers, contact numbers and email address and manner in which they hold Shares in the Company (e.g. via CDP, CPF or SRS). The Company will address all substantial and relevant queries received by the Deadline from shareholders, by **10.00 a.m. on 11 April 2024** (being 48 hours prior to the deadline for the submission of Proxy Forms). Any substantial or relevant questions received after the Deadline will be addressed at the AGM itself. The Company will also publish its responses to the questions raised during the AGM on its corporate website and on SGXNET.
- (iii)
 - (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member’s Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent. of the shareholdings and the second named proxy shall be deemed to be an alternate to the first named proxy.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member’s proxy form appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form. In relation to a relevant intermediary who wishes to appoint more than two (2) proxies, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, NRIC/Passport Number and proportion of shareholding (number of shares, class of shares and percentage) in relation to which the proxy has been appointed. If the relevant information is not specified, the first named proxy shall be deemed to represent 100 per cent. of the shareholdings. For the avoidance of doubt, a CPF Agent Bank who intends to appoint Central Provident Fund Investment Scheme investors (“**CPF**”) or Supplementary Retirement Scheme (“**SRS**”) investors as its proxies shall comply with this Note.

“**Relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act.

- (iv) A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the AGM as his/her/its proxy.

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- (v) The Proxy Form, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must be:
- (a) if sent personally or by post, deposited with: Aztech Global Ltd., c/o B.A.C.S. Private Limited, at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896; or
 - (b) if submitted by electronic mail, received by the Company at agm@aztech.com,

in either case, by **10.00 a.m. on 13 April 2024**, being seventy-two (72) hours before the time of the AGM, and any instrument of proxy received after the aforementioned cut-off time shall be treated as invalid.

A member who wishes to submit a Proxy Form by post or via email can either use the printed copy of the Proxy Form which is sent to him/her/it by post or download, complete and sign the Proxy Form, before submitting it by post to the address provided above or scanning and sending it by email to the email address provided above.

If a member elects to submit duly completed Proxy Forms electronically via electronic mail, all subsequent correspondence with the Company in relation to the AGM shall be conducted via electronic mail, and sent to the same electronic mail address from which the Proxy Forms were submitted.

Completion and return of the instrument appointing a proxy shall not preclude a member from attending, speaking and voting at the AGM if he/she so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the AGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument of proxy to the AGM.

- (vi) The Proxy Form must be under the hand of the appointer or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where the Proxy Form is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
- (vii) A corporation which is a shareholder of the Company may, in accordance with Section 179 of the Companies Act, authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM.
- (viii) The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as a proxy, if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument appointing the Chairman of the AGM as a proxy. In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
- (ix) Persons who hold shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act), other than CPF and SRS investors, and who wish to participate in the AGM by (a) attending the AGM in person; (b) submitting questions to the Chairman of the AGM in advance of, or at, the AGM; and/or (c) voting at the AGM (i) themselves; or (ii) by appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.
- (x) In addition, CPF and SRS investors who wish to request their CPF Agent Banks or SRS Operators to appoint themselves or the Chairman as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **10.00 a.m. on 4 April 2024**.

The Company's Annual Report 2023 and the Appendix to the Annual Report 2023 dated 1 April 2024 will be published on the Company's corporate website at <https://www.aztechglobal.com/agm> and will also be made available on SGXNet's website at <https://www.sgx.com/securities/company-announcements>. You will need an internet browser and PDF reader to view these documents. **Printed copies of these documents will not be sent to shareholders.** Shareholders may request for a printed copy of the Company's Annual Report 2023 and the Appendix to the Annual Report 2023 by completing the Request Form which has been sent to shareholders via post.

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Personal data privacy:

By attending the AGM, submitting questions in advance of the AGM and/or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purposes of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that all information submitted is true and accurate, and where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.