

COURAGE INVESTMENT GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(the “Company”)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD AT 24/F., ADMIRALTY CENTRE 1, 18 HARCOURT ROAD, ADMIRALTY, HONG KONG ON TUESDAY, 30 JUNE 2020 AT 2:30 P.M.

| | | |
|----------------------|---|--------------------------|
| Directors Present | : | As per attendance sheet. |
| Shareholders Present | : | As per attendance sheet. |
| In Attendance | : | As per attendance sheet. |

1. CHAIRMAN

Mr. Sue Ka Lok was elected Chairman of the meeting (the “Meeting”) in accordance with the Bye-law 62 of the Bye-laws of the Company (the “Bye-laws”).

2. NOTICE OF THE MEETING

The Chairman reported that a quorum was present. The Chairman then declared that the Meeting was duly convened and constituted. The Chairman explained the procedures for demanding a poll by the shareholders of the Company (the “Shareholders” and each a “Shareholder”) in accordance with the Appendix 14 “Corporate Governance Code and Corporate Governance Report” to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The Chairman explained that (i) pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll save for purely procedural or administrative matters; (ii) the Chairman would therefore demand a poll for every resolution put to the vote of the Meeting pursuant to Bye-law 65 of the Bye-laws; and (iii) the Company appointed Tricor Investor Services Limited, its Hong Kong branch share registrar and transfer office, and Ardent Business Advisory Pte. Ltd., an independent external accounting firm, to conduct the poll and act as the scrutineers at the Meeting. The Chairman reported that due notice of the Meeting (the “Notice”) had been given to all the Shareholders and the Notice was taken as read.

The Chairman noted that due to the COVID-19 situation in Singapore, the proceeding of the Meeting for the shareholders/depositors in Singapore would be conducted via live audio-visual webcast or live audio-only stream. He acknowledged the attendance of the shareholders/depositors in Singapore who had pre-registered with the Company in this Meeting, and noted that while such persons would not be able to vote through the live audio-visual webcast or live audio-only stream, they would be able to exercise their voting rights by appointing him as proxy.

The Chairman informed that in his capacity as Chairman of the Meeting, he had been appointed as a proxy by certain shareholders/depositors in Singapore and that he had voted in accordance with their instructions, which had been accounted for in the polling for the resolutions to be tabled at the Meeting.

3. AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF THE DIRECTORS AND AUDITOR

The Independent Auditor's Report as contained in the 2019 Annual Report of the Company was taken as read.

IT WAS RESOLVED THAT the audited consolidated financial statements of the Company and the report of the directors and of the auditor for the year ended 31 December 2019 submitted to the Meeting be and are hereby received and adopted.

4. RE-ELECTION OF DIRECTOR AND FIXING OF DIRECTORS' REMUNERATION

IT WAS FURTHER NOTED THAT in accordance with Bye-law 85(6) of the Bye-laws, Mr. Tsao Hoi Ho would retire at the Meeting, and being eligible, offer himself for re-election at the Meeting.

IT WAS RESOLVED THAT Mr. Tsao Hoi Ho be and is hereby re-elected as an Independent Non-executive Director of the Company.

IT WAS RESOLVED THAT the Board of Directors be and is hereby authorised to fix the remuneration of directors of the Company.

5. RE-APPOINTMENT OF AUDITOR AND FIXING OF AUDITOR'S REMUNERATION

IT WAS RESOLVED THAT Messrs. Deloitte Touche Tohmatsu, the retiring auditor, be and is hereby re-appointed as the auditor of the Company and to hold office until the conclusion of next annual general meeting of the Company at a fee to be agreed with the Board of Directors.

6. GENERAL MANDATE TO ALLOT, ISSUE AND DEAL WITH THE COMPANY'S SHARES

IT WAS RESOLVED THAT the following resolution was duly passed as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below and pursuant to the Bye-laws of the Company (the “Bye-laws”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the listing rules, guidelines and measures issued by the Singapore Exchange Securities Trading Limited (if applicable), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the share capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements or options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under terms of any existing bonds, warrants, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares;
 - (iii) an exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees and/or consultants and/or advisers of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the Bye-laws from time to time,

shall not exceed 20% of the total number of Shares in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law of the Bermuda to be held; or
 - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meetings.

“Rights Issue” means an offer of Shares, or issue of options, warrants or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares or any class of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

7. GENERAL MANDATE TO REPURCHASE THE COMPANY’S SHARES

IT WAS RESOLVED THAT the following resolution was duly passed as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its shares, subject to and in accordance with the Bye-laws of the Company (the “Bye-laws”), the applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company (the “Shares”) which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law of the Bermuda to be held; or
 - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meetings.”

8. EXTENSION OF THE GENERAL MANDATE TO ALLOT, ISSUE AND DEAL WITH THE COMPANY'S SHARES

IT WAS RESOLVED THAT the following resolution was duly passed as an ordinary resolution:

“THAT conditional upon the passing of the resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting (the “Notice”), the general mandate granted to the directors of the Company (the “Directors”) to allot, issue and deal with authorised and unissued shares of the Company (the “Shares”) pursuant to the said resolution numbered 4(A) as set out in the Notice be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted to the Directors of the Company pursuant to the said resolution numbered 4(B) as set out in the Notice, provided that such number of Shares so repurchased shall not exceed 10% of the total number of Shares in issue as at the date of the said resolution.”

9. CLOSE OF MEETING

There being no further business, the Chairman declared the Meeting closed.

Confirmed as true record of proceedings held

Sue Ka Lok
Chairman