

**PIMPINAN EHSAN BERHAD**  
**(201601021838) (1192777-W)**  
(Incorporated in Malaysia)

**MINUTES OF THE EIGHTH ANNUAL GENERAL MEETING (“8<sup>TH</sup> AGM”) OF THE COMPANY CONDUCTED FULLY VIRTUALLY THROUGH THE ONLINE MEETING PLATFORM OF TIIH ONLINE PROVIDED BY TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD IN MALAYSIA VIA ITS WEBSITE AT [HTTPS://TIIH.ONLINE](https://tiih.online) OR [HTTPS://TIIH.COM.MY](https://tiih.com.my) (DOMAIN REGISTRATION NUMBER WITH MYNIC: D1A282781) ON FRIDAY, 14 JUNE 2024 AT 11.00 A.M.**

- Present via video conferencing :
1. Mr Jonathan Law Ngee Song (“Mr Jonathan” or “Chairman”)  
*(Interim Non-Independent Non-Executive Chairman)*
  2. Mr Lim Beng Guan  
*(Executive Director)*
  3. Mr Boumhidi Abdelali  
*(Non-Independent Non-Executive Director)*
  4. Dato’ Jamelah Binti Jamaluddin  
*(Independent Non-Executive Director)*
  5. Ms Low Siew Hui  
*(Independent Non-Executive Director)*
  6. Ms Jas Bir Kaur A/P Lol Singh  
*(Independent Non-Executive Director)*
  7. Ms Yew Jian Li  
*(Alternate Director to Dato’ Yew Soon Keong, Non-Independent Non-Executive Director)*
  8. Mr Too Kok Thai  
*(Joint Company Secretary)*
  9. Ms Tan Bee Hwee  
*(Company Secretary)*
  10. Ms Elvina Tay Choon Choon  
*(Representative of Crowe Malaysia PLT)*
  11. Ms Quak Ei Leen  
*(Representative of Tricor Corporate Services Sdn. Bhd.)*
  12. Ms Chong Cui Shan  
*(Representative of Tricor Corporate Services Sdn. Bhd.)*

The attendance of shareholders/corporate representatives/proxies is as per the Summary of Attendance List via Remote Participation and Voting (“RPV”).

## **1. CHAIRMAN**

The Chairman welcomed all present and informed that the 8<sup>th</sup> AGM of the Company was being held on a fully virtual basis through the online meeting platform of TIIH Online provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its website at <https://tiih.online> or <https://tiih.com.my>. The Chairman then introduced the Board members, Company Secretary and Auditors of the Company to the shareholders.

## **2. NOTICE OF MEETING**

With the consent of the shareholders present, the notice convening the meeting was taken as read.

### **3. QUORUM**

The Chairman advised the meeting that the Constitution of the Company required the presence of at least two members or proxies or corporate representatives to form a quorum. For a fully virtual general meeting, the quorum shall be determined by the number of members who logged in at the commencement of the meeting.

The Chairman confirmed that a quorum was present pursuant to Clause 80 of the Constitution of the Company and called the meeting to order.

### **4. ANNOUNCEMENT ON ADMINISTRATIVE MATTERS**

The Chairman informed that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of a general meeting must be voted by poll. The Company was also required to appoint at least one scrutineer to validate the votes cast at the meeting. In view thereof, the Chairman declared that all resolutions set out in the Notice of the 8<sup>th</sup> AGM would be voted by poll, which would be conducted after the meeting had deliberated on all items on the agenda.

The poll administrator was Tricor Investor & Issuing House Services Sdn. Bhd. (“TIIH”) (“Poll Administrator”) and the independent scrutineer was Asia Securities Sdn. Bhd.

The Chairman further briefed the shareholders on the flow of the meeting.

The Chairman informed that the Question & Answer session (“Q&A session”) would be held after the 10 ordinary resolutions as set out in the Notice of the 8<sup>th</sup> AGM were tabled to the meeting. The Board and Management would address the questions submitted by the shareholders electronically before the 8<sup>th</sup> AGM and questions posted by shareholders via real time submission of typed texts in the query box during the 8<sup>th</sup> AGM.

The Chairman then invited the representative from TIIH, the Poll Administrator, to brief the shareholders on the e-voting procedure.

The Chairman further announced the online voting was open to the shareholders to cast their vote on the resolutions any time during the meeting until he announced its closure.

### **5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON**

The Chairman informed the meeting that the Audited Financial Statements for the financial year ended 31 December 2023, together with the Reports of Directors and Auditors, had been circulated to all shareholders of the Company within the requisite period.

The Chairman explained that Agenda item 1 was meant for discussion only as Section 340(1)(a) of the Companies Act 2016 (“the Act”) does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item was not put forward for voting.

Since the Q&A session would be held at the end of the meeting, the Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2023, together with the Reports of Directors and Auditors thereon, were, in accordance with the Act, received.

**6. ORDINARY RESOLUTION 1  
TO APPROVE THE PAYMENT OF DIRECTOR'S FEES OF MR BOUMHIDI ABDELALI  
AMOUNTING TO RM4,300.00 PER MONTH WITH EFFECT FROM 15 JUNE 2024 UNTIL  
THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2025**

The Chairman tabled Ordinary Resolution 1 of the Agenda pertaining to the payment of Director's fees of Mr Boumhidi Abdelali amounting to RM4,300.00 per month with effect from 15 June 2024 until the next Annual General Meeting of the Company to be held in 2025.

The following motion was put to the meeting for consideration.

"THAT the payment of Director's fees of Mr Boumhidi Abdelali amounting to RM4,300.00 per month with effect from 15 June 2024 until the next Annual General Meeting of the Company to be held in 2025 be approved."

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 1 on the payment of Director's fees of Mr Boumhidi Abdelali would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**7. ORDINARY RESOLUTION 2  
TO APPROVE THE PAYMENT OF DIRECTOR'S FEES OF MR JONATHAN LAW NGENG  
SONG AMOUNTING TO RM5,000.00 PER MONTH WITH EFFECT FROM 15 JUNE 2024  
UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN  
2025**

The Chairman tabled Ordinary Resolution 2 of the Agenda pertaining to the payment of Director's fees of Mr Jonathan Law Ngee Song amounting to RM5,000.00 per month with effect from 15 June 2024 until the next Annual General Meeting of the Company to be held in 2025.

The following motion was put to the meeting for consideration.

"THAT the payment of Director's fees of Mr Jonathan Law Ngee Song amounting to RM5,000.00 per month with effect from 15 June 2024 until the next Annual General Meeting of the Company to be held in 2025 be approved."

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 2 on the payment of Director's fees of Mr Jonathan Law Ngee Song would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**8. ORDINARY RESOLUTION 3  
TO APPROVE THE PAYMENT OF DIRECTOR'S FEES OF DATO' YEW SOON KEONG  
AMOUNTING TO RM5,100.00 PER MONTH WITH EFFECT FROM 15 JUNE 2024 UNTIL  
THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2025**

The Chairman tabled Ordinary Resolution 3 of the Agenda pertaining to the payment of Director's fees of Dato' Yew Soon Keong amounting to RM5,100.00 per month with effect from 15 June 2024 until the next Annual General Meeting of the Company to be held in 2025.

The following motion was put to the meeting for consideration.

"THAT the payment of Director's fees of Dato' Yew Soon Keong amounting to RM5,100.00 per month with effect from 15 June 2024 until the next Annual General Meeting of the Company to be held in 2025 be approved."

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 3 on the payment of Director's fees of Dato' Yew Soon Keong would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**9. ORDINARY RESOLUTION 4  
TO APPROVE THE PAYMENT OF DIRECTOR'S FEES OF DATO' JAMELAH BINTI JAMALUDDIN AMOUNTING TO RM5,300.00 PER MONTH WITH EFFECT FROM 15 JUNE 2024 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2025**

The Chairman tabled Ordinary Resolution 4 of the Agenda pertaining to the payment of Director's fees of Dato' Jamelah Binti Jamaluddin amounting to RM5,300.00 per month with effect from 15 June 2024 until the next Annual General Meeting of the Company to be held in 2025.

The following motion was put to the meeting for consideration.

"THAT the payment of Director's fees of Dato' Jamelah Binti Jamaluddin amounting to RM5,300.00 per month with effect from 15 June 2024 until the next Annual General Meeting of the Company to be held in 2025 be approved."

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 4 on the payment of Director's fees of Dato' Jamelah Binti Jamaluddin would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**10. ORDINARY RESOLUTION 5  
TO APPROVE THE PAYMENT OF DIRECTOR'S FEES OF RM5,200.00 PER MONTH FOR MS JAS BIR KAUR A/P LOL SINGH WITH EFFECT FROM THE DATE OF HER APPOINTMENT ON 1 OCTOBER 2023 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2025**

The Chairman tabled Ordinary Resolution 5 of the Agenda pertaining to the payment of Director's fees of RM5,200.00 per month for Ms Jas Bir Kaur A/P Lol Singh with effect from the date of her appointment on 1 October 2023 until the next Annual General Meeting of the Company to be held in 2025.

The following motion was put to the meeting for consideration.

"THAT the payment of Director's fees of RM5,200.00 per month for Ms Jas Bir Kaur A/P Lol Singh with effect from the date of her appointment on 1 October 2023 until the next Annual General Meeting of the Company to be held in 2025 be approved."

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 5 on the payment of Director's fees of Ms Jas Bir Kaur A/P Lol Singh would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**11. ORDINARY RESOLUTION 6  
TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS TO THE DIRECTORS UP  
TO AN AMOUNT OF RM50,000.00 FOR THE PERIOD FROM 15 JUNE 2024 UP TO THE  
DATE OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD  
IN 2025**

The Chairman tabled Ordinary Resolution 6 of the Agenda pertaining to the payment of Directors' benefits to the Directors up to an amount of RM50,000.00 for the period from 15 June 2024 up to the date of the next Annual General Meeting of the Company to be held in 2025.

The following motion was put to the meeting for consideration.

"THAT the payment of Directors' benefits to the Directors up to an amount of RM50,000.00 for the period from 15 June 2024 up to the date of the next Annual General Meeting of the Company to be held in 2025 be approved."

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 6 on the payment of Directors' benefits to the Directors up to an amount of RM50,000.00 for the period from 15 June 2024 up to the date of the next Annual General Meeting of the Company to be held in 2025 would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**12. TO NOTE MS LOW SIEW HUI WHO IS RETIRING PURSUANT TO CLAUSE 124 OF THE  
CONSTITUTION OF THE COMPANY AND NOT SEEKING FOR RE-ELECTION**

The Chairman proceeded to the next item on the Agenda on the notation of the retirement of Ms Low Siew Hui from office of the Board.

Ms Low had expressed her intention not to seek for re-election and would be retiring as Director at the conclusion of the 8<sup>th</sup> AGM. The Chairman extended gratitude and appreciation to Ms Low for her valuable contributions during her tenure with the Company as a Director.

**13. ORDINARY RESOLUTION 7  
TO RE-ELECT DATO' JAMELAH BINTI JAMALUDDIN WHO IS RETIRING PURSUANT  
TO CLAUSE 124 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE,  
HAS OFFERED HERSELF FOR RE-ELECTION**

The Chairman tabled Ordinary Resolution 7 of the Agenda pertaining to the re-election of Dato' Jamelah Binti Jamaluddin, who was retiring pursuant to Clause 124 of the Constitution of the Company.

The following motion was put to the meeting for consideration.

"THAT Dato' Jamelah Binti Jamaluddin, retiring pursuant to Clause 124 of the Constitution of the Company and being eligible, be re-elected as Director of the Company."

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 7 on the re-election of Dato' Jamelah Binti Jamaluddin would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**14. ORDINARY RESOLUTION 8  
TO RE-ELECT MS JAS BIR KAUR A/P LOL SINGH WHO IS RETIRING PURSUANT TO  
CLAUSE 129 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, HAS  
OFFERED HERSELF FOR RE-ELECTION**

The Chairman tabled Ordinary Resolution 8 of the Agenda pertaining to the re-election of Ms Jas Bir Kaur A/P Lol Singh, who was retiring pursuant to Clause 129 of the Constitution of the Company.

The following motion was put to the meeting for consideration.

“THAT Ms Jas Bir Kaur A/P Lol Singh, retiring pursuant to Clause 129 of the Constitution of the Company and being eligible, be re-elected as Director of the Company.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 8 on the re-election of Ms Jas Bir Kaur A/P Lol Singh would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**15. ORDINARY RESOLUTION 9  
TO RE-APPOINT MESSRS CROWE MALAYSIA PLT AS AUDITORS OF THE COMPANY  
FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024 AND TO AUTHORISE THE  
BOARD OF DIRECTORS TO FIX THEIR REMUNERATION**

The Chairman tabled Ordinary Resolution 9 of the Agenda pertaining to the re-appointment of Messrs Crowe Malaysia PLT for the financial year ending 31 December 2024. The Company's Auditors, Messrs Crowe Malaysia PLT, had indicated their willingness to continue in office.

The following motion was put to the meeting for consideration.

“THAT Messrs Crowe Malaysia PLT be hereby re-appointed as Auditors of the Company for the financial year ending 31 December 2024 and to hold office until the next Annual General Meeting, at a remuneration to be determined by the Board of Directors.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 9 on the re-appointment of Messrs Crowe Malaysia PLT as Auditors of the Company would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**16. ORDINARY RESOLUTION 10  
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76  
OF THE COMPANIES ACT 2016**

The Chairman proceeded to Ordinary Resolution 10 which was on the authority to issue and allot shares pursuant to Sections 75 and 76 of the Act.

The proposed ordinary resolution, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% or such applicable limit as allowed under the Listing Requirements of the total number of issued shares (excluding treasury shares) of the Company for the time being. The authority for the Proposed General

Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This proposed Resolution is a renewal of the previous year's mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

The following motion was put to the meeting for consideration.

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% or such applicable limit as allowed under the Listing Requirements of the total number of issued shares (excluding any treasury shares) of the Company ("Proposed General Mandate").

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 10 on the authority to issue and allot shares pursuant to Sections 75 and 76 of the Act would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

## **17. ANY OTHER BUSINESS**

The Chairman informed the meeting that the Company had not received any notice to deal with any other business, for which due notice was required to be given pursuant to the Act. The Chairman allocated 20 minutes for the Q&A session.

## **18. Q&A SESSION**

The Chairman informed that the Company had received questions submitted before the meeting and posted during the meeting.

The summary of the questions from the shareholders and replies by the Chairman is as follows:

**Q1: How much does the Company spend on this virtual AGM? Would the Board of Directors kindly give Touch n Go e-wallet credit as a token of appreciation for attending this AGM? I would like to request a hard copy of the Company's Annual Report. What is the future outlook and prospects of the Company?**

A1: Chairman

This virtual AGM costs RM11,000. There is no Touch n Go e-wallet credit provided as the Company has not commenced operations yet. To get a hard copy of the Annual Report, please provide your details to the Share Registrar. The regularisation plan of the Company is expected to be completed by December 2024.

**Q2: When will the Company pay dividends and distribute treasury shares?**

A2: Chairman

As the Company is still a cash company and has not commenced business yet, the Company may consider making dividend payments after the regularisation plan is completed.

**Q3: How does the minimum wage and progressive salary increment by the Government affect the Company financially?**

A3: Chairman

The Company is a cash company and therefore, the minimum wage and salary increment do not have a major effect on the Company.



## **19. POLLING & DECLARATION OF POLLING RESULTS**

Having dealt with all the items on the agenda, the meeting proceeded to vote on Ordinary Resolutions 1 to 10 by poll.

The Chairman adjourned the meeting at 11.27 a.m. for the votes to be counted and verified.

Upon the completion of the counting of votes by the Poll Administrator and verification of the results by the Scrutineer, the Chairman resumed the meeting at 11.40 a.m. for the declaration of the results of the poll as follows:

<b>Resolution(s)</b>	<b>Vote For</b>		<b>Vote Against</b>		<b>Results</b>
	No of Units	%	No of Units	%	
Ordinary Resolution 1	37,945,478	99.9919	3,069	0.0081	Carried
Ordinary Resolution 2	37,945,478	99.9919	3,069	0.0081	Carried
Ordinary Resolution 3	33,945,478	99.9910	3,069	0.0090	Carried
Ordinary Resolution 4	37,946,338	99.9942	2,209	0.0058	Carried
Ordinary Resolution 5	33,945,478	99.9919	3,069	0.0081	Carried
Ordinary Resolution 6	37,945,808	99.9928	2,739	0.0072	Carried
Ordinary Resolution 7	37,946,831	99.9955	1,716	0.0045	Carried
Ordinary Resolution 8	37,946,841	99.9955	1,706	0.0045	Carried
Ordinary Resolution 9	37,946,772	99.9953	1,775	0.0047	Carried
Ordinary Resolution 10	37,946,772	99.9952	1,825	0.0048	Carried

Based on the above poll results, the Chairman declared Ordinary Resolutions 1 to 10 carried.

## **20. CLOSURE OF THE MEETING**

The Chairman thanked the shareholders/proxies present and closed the meeting at 11.40 a.m.

Dated:

**CONFIRMED AS A CORRECT  
RECORD**

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**CHAIRMAN**