

**MCOM HOLDINGS BERHAD**  
**Registration No: 201701034106 (1248277-X)**  
(Incorporated in Malaysia)

Minutes of the Sixth Annual General Meeting (“6<sup>th</sup> AGM” or “Meeting”) of MCOM Holdings Berhad (“the Company”) held at No 2-7 & 3-7, Jalan Puteri 4/6, Bandar Puteri Puchong, 47100 Puchong, Selangor Darul Ehsan on Wednesday, 28 June 2023 at 10.00 a.m.

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Present : The attendance below was as per Attendance List of Directors and Company Secretary in “Annexure 1”.

1. Mr. Tee Wee Huat (Independent Non-Executive Chairman)
2. Mr. Ho Kim Hun (Executive Director and Chief Executive Officer)
3. Mdm. Chew Lee Poh (Executive Director and Vice President)

In Attendance : Ms. Pang Kah Man (Company Secretary)

: The attendance of shareholders/proxies and others was as per the Summary of Attendance Lists in Annexure 2.

1. **CHAIRMAN OF THE MEETING**

Mr. Tee Wee Huat was elected as Chairman of the Meeting.

2. **QUORUM**

The quorum for the Meeting was confirmed as present.

3. **NOTICE OF THE MEETING**

The Notice convening this Meeting (or “AGM Notice”) had been sent to all shareholders within the prescribed time.

4. **PRELIMINARY OF THE MEETING**

4.1 The Chairman introduced the Directors as well as the Company Secretary, the representative(s) of the External Auditors, Messrs. UHY; the Continuing Adviser, Wyncorp Advisory Sdn Bhd and the Management team who were present at the Meeting.

4.2 The Chairman further briefed that pursuant to Clause 77.1 of the Constitution of the Company, all resolutions set out in the notice of the general meeting should be decided on a show of hands unless a poll was demanded. Accordingly, the Chairman exercised his right to direct the voting on the resolutions set out in the Notice of AGM to be conducted by way of polling pursuant to Clause 77.1 (a) of the Constitution of the Company. For this purpose, Tricor Investor & Issuing House Services Sdn. Bhd. was appointed as the Poll Administrator as well as the Independent Scrutineer to verify the poll results respectively. Thereafter, The Chairman proceeded with the business on hand.

5. **AGENDA 1  
RECEIPT OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31  
DECEMBER 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS  
THEREON**

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Noted : The motion was put for discussion as the provision of Section 340(1)(a) of the Companies Act 2016 (“the Act”) and the Constitution of the Company (or “Constitution”) did not require a formal approval of the shareholders.

With no objections from the floor, the Chairman declared that the Q&A session in respect of the Audited Financial Statements and remaining items of the Agenda would take place simultaneously with the vote-counting process for time efficiency.

Resolved : THAT the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon be hereby received.

6. **AGENDA 2 (ORDINARY RESOLUTION NO. 1)  
DIRECTORS’ FEES PAYABLE TO THE DIRECTORS OF THE COMPANY FOR AN AMOUNT  
UP TO RM80,000.00**

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Noted : This resolution was to approve payment of Directors’ Fees payable to the Directors of the Company for an amount up to RM80,000.00 for the period from 29 June 2023 until the conclusion of the next annual general meeting of the Company, to be divided amongst the Directors in such manner as they may determine.

Proposer and  
Seconder : The motion was proposed by Ms. Sua Chui Fang, a shareholder and seconded by Ms. Tee Chew Lay, a shareholder and proxy for Mr. Sagar Kadayya Nandimath.

7. **AGENDA 3 (ORDINARY RESOLUTION NO. 2)  
RE-ELECTION OF MR. TEE WEE HUAT AS DIRECTOR RETIRING IN ACCORDANCE WITH  
CLAUSE 99.1 OF THE CONSTITUTION OF THE COMPANY**

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Noted : The retiring Director, being eligible, had offered himself for re-election.

Proposer and  
Seconder : The motion was proposed by Mr. Ho Kim Hun, a shareholder and proxy for Mrs. Siriporn Wongchantha and Mr. Kittipat Sae-Ung and seconded by Ms. Sua Chui Fang, a shareholder.

8. **AGENDA 4 (ORDINARY RESOLUTION NO. 3)  
RE-APPOINTMENT OF MESSRS. UHY AS AUDITORS OF THE COMPANY FOR THE  
FINANCIAL YEAR ENDING 31 DECEMBER 2023 AND TO AUTHORIZE THE DIRECTORS  
TO FIX THEIR REMUNERATION**

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Noted : The Board had undertaken an assessment of the qualification, independence and capability of Messrs. UHY. Having satisfied with the results of the assessment, the Board hereby recommended the motion for the shareholders’ approval. Messrs. UHY had earlier, indicated their willingness to continue in office.

Proposer and  
Seconder : The motion was proposed by Ms. Tee Chew Lay, a shareholder and proxy for Mr. Sagar Kadayya Nandimath and seconded by Ms. Sua Chui Fang, a shareholder.

9. **AGENDA 5 (ORDINARY RESOLUTION NO. 4 - SPECIAL BUSINESS)**  
**AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES**

Noted : The mandate, if sought would empower the Directors to issue and allot new shares in the Company pursuant to Sections 75 and 76 of the Act and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Holdings Berhad for such purposes as the Directors may consider to be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, would expire at the next Annual General Meeting of the Company.

The mandate would provide flexibility to the Company to issue new shares for any possible fund-raising activities, including but not limited to further placement of shares, for the purpose of funding current or future investment project(s), working capital, acquisition(s), repayment of bank borrowings, issuance of shares as settlement of purchase consideration or such other applications that the Directors may in their absolute discretion deemed fit.

Proposer and : The motion was proposed by Ms. Tee Chew Lay, a shareholder and proxy  
Seconded : for Mr. Sagar Kadayya Nandimath and seconded by Ms. Sua Chui Fang, a shareholder.

10. **OTHER BUSINESS**

10.1 The Chairman sought confirmation from the Company Secretary that the Company had not received any notice for transaction of any other business which had been given in accordance with the Act and the Constitution.

10.2 The Chairman informed the shareholders and proxies on commencement of the poll voting session. The Poll Administrator was invited to brief the Meeting on the procedures for the conduct of poll and time required for counting and validation of votes. Thereafter, the shareholders were advised to deposit ballot papers in the ballot box provided.

10.3 The Chairman also invited the shareholders and proxies to raise question pertaining to the Company's accounts and prospects. He further informed that the question (if any) and response thereto would be posted on the Company's website based on the practice promulgated by the Updated Malaysian Code on Corporate Governance.

10.4 With no question posed, the Chairman announced the closure of the Q&A session.

11. **ANNOUNCEMENT OF POLL RESULTS**

After the votes had been counted and verified by the Independent Scrutineer, the Chairman then called the Meeting to order at 10.25 a.m. The poll results were read out as follows:

11.1 Ordinary resolution 1

	<b>No. and Percentage of Shares</b>
<b>For</b>	36,609,512 (100%)
<b>Against</b>	0
<b>Total</b>	36,609,512 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 1 was carried as follows:

Resolved : "THAT the payment of Directors' Fees payable to the Directors of the Company for an amount up to RM80,000.00 for the period from 29 June 2023 until the conclusion of the next annual general meeting, to be divided amongst the Directors in such manner as they may determine, is hereby approved."

11.2 Ordinary resolution 2

	<b>No. and Percentage of Shares</b>
<b>For</b>	36,609,512 (100%)
<b>Against</b>	0
<b>Total</b>	36,609,512 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 2 was carried as follows:

Resolved : "THAT Mr Tee Wee Huat who retires in accordance with Clause 99.1 of the Company's Constitution, is hereby re-elected as a Director of the Company."

11.3 Ordinary resolution 3

	<b>No. and Percentage of Shares</b>
<b>For</b>	36,609,512 (100%)
<b>Against</b>	0
<b>Total</b>	36,609,512 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 3 was carried as follows:

Resolved : "THAT Messrs. UHY is hereby re-appointed as the Company's Auditors for the ensuing year and the Directors are hereby authorised to fix the Auditors' remuneration."

11.4 Ordinary resolution 4

	<b>No. and Percentage of Shares</b>
<b>For</b>	36,609,512 (100%)
<b>Against</b>	0
<b>Total</b>	36,609,512 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 4 was carried as follows:

Resolved : "THAT, subject always to the Act, the Company's Constitution, the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant government and/or regulatory authorities, the Directors be hereby authorised, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deemed fit, PROVIDED THAT the aggregate number of the shares to be issued

pursuant to this Resolution must be not more than one hundred percent (100%) of the total number of issued shares, of which the aggregate number of shares issued other than on a pro rata basis to existing shareholders must be not more than fifty percent (50%) of the total number of issued shares for the time being and that the Directors are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares to be issued.”

12. **CONCLUSION OF MEETING**

- 12.1 There being no further business, the Meeting ended at 10.30 a.m. with a vote of thanks to the Chairman.

The Chairman thanked the shareholders and proxies for their participation in the Meeting and continuous support.

Confirmed as correct records:

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TEE WEE HUAT  
Chairman of the Meeting

Dated this 28 June 2023