

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

MINUTES OF EXTRAORDINARY GENERAL MEETING (“Meeting” or “EGM”) of MCOM (“the Company”) held at No. 7-1, Jalan Putra Mahkota 7/8B, Putra Heights, 47650 Subang Jaya, Selangor on Tuesday, 7 February 2023 at 10.00 a.m.

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

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

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

The attendance of shareholders/proxies and others was as per the Summary of Attendance List in the “Annexure 2” attached herewith.

1. **CHAIRPERSON OF THE MEETING**

1.1 It was agreed by all present that Mr. Foo Seck Chyn, be presided as Chairperson of the Meeting.

2. **QUORUM**

2.1 The quorum for the Meeting was confirmed as present by the Company Secretary.

3. **NOTICE OF THE MEETING**

3.1 As the Notice convening this Meeting (“EGM Notice”) had been sent to the shareholders within the prescribed time, the Chairperson considered the EGM Notice be taken as read.

4. **PRELIMINARY OF THE MEETING**

4.1 The Chairperson introduced the Directors, the Company Secretary, the representative(s) of the Continuing Adviser and Management team who were present at the venue of the Meeting.

4.2 Before the Meeting dealt with the business on hand, the Chairperson 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.

4.3 Accordingly, the Chairperson exercised his right to direct the voting on the resolutions set out in the EGM Notice 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 and Independent Scrutineer to facilitate poll voting and verify the poll results respectively. Thereafter, the Chairperson proceeded with the business on hand.

5. **AGENDA 1 (ORDINARY RESOLUTION 1)
PROPOSED WAIVER OF AMOUNT OWING BY M-MEDIA CO., LTD. TO THE
COMPANY AND ITS SUBSIDIARIES NAMELY, MCATCH (L) BHD AND MCOM
MESSAGING (M) SDN. BHD., AGGREGATING TO RM5,910,361.70. (“PROPOSED
WAIVER OF DEBT”)**

Noted : Mdm. Chew Lee Poh and Mr. Ho Kim Hun (collectively referred to as the “Interested Directors”) and person(s) connected with them who held shareholdings in the Company had abstained and shall continue to abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the resolution pertaining to the Proposed Waiver of Debt to be tabled at the EGM. The details thereof were disclosed in Part A (I) of the circular to shareholders dated 13 January 2023 (“Circular”).

Proposer
and
Secunder : The motion was proposed by Ms. Sua Chui Fang, a shareholder and a proxy representing 100% of shareholding for the shareholders namely, Ms. Lau Suat Fang and Mrs. Siriporn Wongchantha and seconded by Mr. Wong Tuck Peng, a proxy representing 100% of shareholding for the shareholders namely, Mr. Alvin Vong Chen Weng, Ms. Chow Pei San, Ms. Chua Chiou Peng, Mr. Luo, Yifeng, Ms. Ren, Haiyan, Ms. Wang Li, Ms. Zeng Yanfen, Mr. Khor Chin Chew and Mr. Wang Liang.

6. **AGENDA 2 (ORDINARY RESOLUTION 2)
PROPOSED SETTLEMENT OF RM2,008,440.00 OF DEBT OWING TO CHEW LEE
POH, THE EXECUTIVE DIRECTOR AND VICE PRESIDENT OF THE COMPANY VIA
THE ISSUANCE OF 7,173,000 NEW ORDINARY SHARES (“SETTLEMENT
SHARES”) AT AN ISSUE PRICE OF RM0.28 PER SETTLEMENT SHARE
 (“PROPOSED DEBT SETTLEMENT”)**

Noted : The Interested Directors and person(s) connected with them who held shareholdings in the Company had abstained and shall continue to abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the resolution pertaining to the Proposed Debt Settlement to be tabled at the EGM. The details thereof were disclosed in Part A (II) of the Circular.

The motion, if approved would constitute the irrevocable agreement to waive the pre-emptive rights to the shareholders of the Company on the Settlement Shares to be offered, pursuant to Section 85 of the Companies Act 2016 (“the Act”) and Clause 55 of the Constitution of the Company.

Proposer
and
Secunder : The motion was proposed by Ms. Sua Chui Fang, a shareholder and a proxy representing 100% of shareholding for the shareholders namely, Ms. Lau Suat Fang and Mrs. Siriporn Wongchantha and seconded by Encik Razim Faris Bin Malik, a shareholder.

7. **AGENDA 3 (SPECIAL RESOLUTION 1)
PROPOSED ALTERATION OR AMENDMENTS TO THE CONSTITUTION OF THE
COMPANY**

Noted : This special resolution was in relation to the alteration or amendments to the existing Clause 62 of the Constitution of the Company. The details were disclosed in Part B of the Circular with the EGM Notice.

Proposer
and
Secunder : The motion was proposed by Ms. Sua Chui Fang, a shareholder and a proxy representing 100% of shareholding for the shareholders namely, Ms. Lau Suat Fang and Mrs. Siriporn Wongchantha and seconded by Mr. Wong Tuck Peng, a proxy representing 100% of shareholding for the shareholders namely, Mr. Alvin Vong hen Weng, Ms. Chow Pei San, Ms. Chua Chiou Peng, Mr. Luo, Yifeng, Ms. Ren Haiyan, Ms. Wang Li, Ms. Zeng Yanfen, Mr. Khor Chin Chew, Mr. Wang Liang, MCatch Co., Limited and Mr. Ho Kim Wai.

8. **Q&A SESSION**

8.1 Following that, the Chairperson announced the commencement of the Q&A session and informed that to adopt the practices of good corporate governance, the Board would endeavour to answer as many questions posed which were related to the business of the EGM.

8.2 Save and except for the enquiry on the business activities of the subject subsidiaries and prospects of the Group of which the Chairperson and the Management team walked through the relevant sections as disclosed in the Circular, there was no further question posed from the floor. Accordingly, the Chairperson notified the shareholders on the closure of the Q&A session.

9. **OTHER BUSINESS**

9.1 The Chairperson 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 of the Company.

10. **POLL VOTING SESSION**

10.1 The Chairperson informed that the poll voting be hereby commenced and 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.

10.2 After the briefing, the shareholders were given 5 minutes to cast their votes. Following that, the Meeting adjourned as to enable the Independent Scrutineer to validate poll results.

11. **ANNOUNCEMENT OF POLL RESULTS**

Immediately upon the validation of votes by the Independent Scrutineer, the Chairperson called the Meeting to order and announced the poll results as follows:

11.1 **Ordinary Resolution 1**

	No. and Percentage of Shares
For	51,400,983 (100%)
Against	0
Total	51,400,983 (100%)

In this respect, the Chairperson declared the Ordinary Resolution 1 was carried as follows:

Resolved: “THAT the Proposed Waiver of Debt is hereby approved.

AND THAT the Board of the Company be and are hereby authorised to give full effect to the Proposed Waiver of Debt with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required in the best interest of the Company and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Waiver of Debt.”

11.2 **Ordinary Resolution 2**

	No. and Percentage of Shares
For	51,400,983 (100%)
Against	0
Total	51,400,983 (100%)

In this respect, the Chairperson declared the Ordinary Resolution 2 was carried as follows:

Resolved: “THAT the Proposed Debt Settlement, which will be implemented through the following, is hereby approved:

- a) The settlement of the balance amount owing by the Company to Chew Lee Poh, the Executive Director and Vice President of the Company totalling RM2,008,440.00 to be fully satisfied via the issuance of 7,173,000 new MCOM Shares (“Settlement Shares”) at an issue price of RM0.28 per Settlement Share in accordance with the terms and conditions of the debt settlement agreement dated 27 October 2022.

THAT such Settlement Shares shall, upon allotment and issue, rank equally in all respects with the existing issued MCOM Shares. However, such Settlement Shares will not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid to MCOM’s shareholders unless such Settlement Shares were allotted and issued on or before the entitlement date of such rights, allotments and/or other distributions.

THAT pursuant to Section 85 of the Companies Act 2016 and Clause 55 of the Constitution of the Company, approval is hereby irrevocably given to waive the pre-emptive rights of the shareholders of the Company on the Settlement Shares to be offered, arising from the Proposed Debt Settlement.

AND THAT the Board of the Company is hereby authorised to give full effect to the Proposed Debt Settlement with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required in the best interest of the Company and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Debt Settlement.”

11.3 **Special Resolution 1**

	No. and Percentage of Shares
For	186,462,307 (100%)
Against	0
Total	186,462,307 (100%)

In this respect, the Chairperson declared the Special Resolution 1 was carried as follows:

Resolved: “THAT the proposed alteration or amendments to the existing Clause 62 of the Constitution of the Company, as annexed herewith as Appendix I, is hereby approved and adopted, with immediate effect.

AND THAT the Directors of the Company are hereby authorised to assent to any conditions, modification, variation and /or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary or expedient in order to implement, finalise and give full effect to the foregoing.”

12. **CONCLUSION OF MEETING**

12.1 There being no further business, the Meeting ended at 10.40 a.m. with a vote of thanks to the Chair. The Chairperson thanked the shareholders and proxies for their presence.

Confirmed as correct records:

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Foo Seck Chyn
Chairperson

Dated this 10 February 2023

APPENDIX I - DETAILS OF THE PROPOSED AMENDMENT

No.	Existing Clause	Proposed amendment to the existing Clause
62	<p>The notices convening meetings shall be given to all members (other than those who are not entitled to receive notices of general meetings of the Company under the provisions of this Constitution or the terms of issue of the shares held by them) and to the Directors and auditors for the time being of the Company at least 14 days before the meeting or at least 21 days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least 14 days' notice or 21 days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall also be given by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily press and in writing to the Exchange.</p>	<p>The notices convening meetings shall be given to all members (other than those who are not entitled to receive notices of general meetings of the Company under the provisions of this Constitution or the terms of issue of the shares held by them) and to the Directors and auditors for the time being of the Company at least 14 days before the meeting or at least 21 days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.</p>

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MCOM HOLDINGS BERHAD
(1248277-X)

Extraordinary General Meeting
No. 7-1, Jalan Putra Mahkota 7/8B, Putra Heights, 47650 Subang Jaya, Selangor

On 07-February-2023 at 10:00AM

Attendance Listing

All Counters

No	P/Slip	Holder	CDS	Proxy	Proxy IC	Security rep	Security held
1	194622	MR. KITTIPAT SAE-UNG	063813620	CHAIRMAN OF THE MEETING	100	79,632	0
2	194622	FOO SECK CHYN	067419911	-	-	0	2,555,350
3	194622	TEE WEE HUAT	064021108	-	-	0	1,051,000
4	194622	KOH KEAN MUM	037153285	TEE WEE HUAT	800609-01-6359	197,000	0
5	194622	MALAYSIAN TECHNOLOGY DI	027931633	NAJIB KHAN SYBUDHIN	810517-10-5871	10,714,200	0
6	194622	PANG SEN TONG	048285217	-	-	0	654,180
7	194622	GAN FUI LING	063944458	-	-	0	163,545
8	194630	SUA CHUI FANG	063832596	-	-	0	557,427
9	194631	MRS. SIRIPORN WONGCHANTI	063876346	SUA CHUI FANG	891001-10-5392	318,530	0
10	194632	LAU SUAT LOR	063832547	SUA CHUI FANG	891001-10-5392	327,090	0
11	194633	NANDIMATH SAGAR KADAYY	074312943	TEE CHEW LAY	831008-01-5790	540,000	0
12	194634	ALVIN VONG CHEN WENG	064035074	WONG TUCK PENG	K2388897G	1,027,500	0
13	194635	CHOW PEI SAN	044305621	WONG TUCK PENG	K2388897G	7,547,120	0
14	194636	CHUA CHIOU PENG	063895445	WONG TUCK PENG	K2388897G	2,811,845	0
15	194637	LUO, YIFENG	063893739	WONG TUCK PENG	K2388897G	1,635,449	0
16	194638	REN, HAIYAN	063879282	WONG TUCK PENG	K2388897G	318,530	0
17	194639	WANG, LI	063879142	WONG TUCK PENG	K2388897G	318,530	0
18	194640	ZENG, YANFEN	063879233	WONG TUCK PENG	K2388897G	318,530	0
19	194641	KHOR CHIN CHEW	053984753	WONG TUCK PENG	K2388897G	1,300,000	0
20	194642	WANG, LIANG	063879167	WONG TUCK PENG	K2388897G	163,545	0
21	194643	MCATCH CO., LIMITED	063914600	WONG TUCK PENG	K2388897G	135,061,324	0
22	194644	HO KIM WAI	072662844	WONG TUCK PENG	K2388897G	4,868,700	0
23	194645	RAZIM FARIS BIN MALEK @ O	034896365	-	-	0	5,066,800
24	194646	WATV INVESTMENT (HOLDING)	063904247	CHAIRMAN OF THE MEETING	100	7,558,120	0
25	194647	EMS WORLDWIDE RESOURCE	064177637	CHAIRMAN OF THE MEETING	100	327,090	0
26	194648	JAMES TAN TIEN CHONG	064062490	CHAIRMAN OF THE MEETING	100	981,270	0
Total						176,414,005	10,048,302

Present At Meeting

Total Security : 186,462,307

Total Number: 26

Director Not A Holder Attendance

No	Name	IC
1	HO KIM HUN	670729-02-5011
2	CHEW LEE POH	681029-02-5030

Total Number: 2

Secretary Not A Holder Attendance

No	Name	IC
1	PANG KAH MAN	750611-12-5228

Total Number: 1