

ECOMATE HOLDINGS BERHAD
REGISTRATION NO.: 202001036445 (1392766-X)
(Incorporated in Malaysia)

Minutes of the Third Annual General Meeting ("Meeting") of the Company (or "Ecomate") conducted entirely on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities at <https://agm.digerati.com.my/ecomate-online> provided by Digerati Technologies Sdn. Bhd. in Malaysia from the Broadcast Venue at BEI BOUTIQUE HOTEL, Centro Meeting Hall, Level 3, 8-3, Jalan Abdul Rahman, 84000 Muar, Johor Darul Takzim on Monday, 17 July 2023 at 11:00 a.m.

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

Board of Directors

1. Tan Sri Datuk Hussin Bin Haji Ismail (Independent Non-Executive Chairman)
2. Mr Jason Koh Jian Hui (Managing Director)
3. Mr Koh Cheng Huat (Executive Director)
4. Ms Lim Yik Hui (Independent Non-Executive Director)
5. Datuk Lee Ching Yong (Independent Non-Executive Director)
6. Ms Lim May Wan (Independent Non-Executive Director)

In Attendance : 1. Ms Ng Mei Wan (Company Secretary)
2. Ms Tan Hui Khim (Company Secretary)

: The attendance of shareholders/proxies and others was as per summary of Attendance List via RPV in Annexure 2.

1. **CHAIRMAN OF THE MEETING**

Tan Sri Datuk Hussin Bin Haji Ismail ("Chairman") was elected as Chairman of the Meeting.

2. **QUORUM**

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

3. **NOTICE OF THE MEETING**

The Notice convening this Meeting had been sent to all shareholders within the prescribed time.

4. **PRELIMINARY OF THE MEETING**

4.1 The Chairman informed that the Meeting was conducted on a fully virtual basis through live streaming and online remote voting via RPV facilities provided by Digerati Technologies Sdn. Bhd..

4.2 The Chairman introduced each and every member of the Board of Directors and Companies Secretaries who were present at the Meeting as well as the External Auditors who were joining in this Meeting remotely via video conferencing.

- 4.3 There were 18 shareholders, holding a total of 134,516,875 shares or equivalent to 37.57% of the total issued share capital of the Company who appointed the Chairman as their proxy.
- 4.4 Before the Meeting dealt with the businesses on hand, the Chairman briefed the shareholders and proxies that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a listed corporation must among others, ensure that any resolution set out in the notice of any general meeting is voted by poll. For this purpose, the Company had engaged Aldpro Corporate Services Sdn. Bhd. as the Poll Administrator and YTC Management Solutions as the Independent Scrutineer.
- 4.5 A short briefing video on the remote voting procedures and steps for remote voting was present in the Meeting.
- 4.6 One of the company representatives, Mr Tan Yap Seng was invited to present the corporate presentation to all the shareholders.

5. **AGENDA 1
RECEIPT OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 28
FEBRUARY 2023 TOGETHER WITH THE REPORTS OF DIRECTORS' AND AUDITORS'
THEREON**

The Chairman informed that the motion was put for discussion as the provisions of Section 340(1)(a) of the Companies Act 2016 and Company's Constitution do not require a formal approval of the shareholders and hence was not put forward for voting.

The Chairman informed that the Audited Financial Statements of the Company for the financial year ended 28 February 2023 together with the Reports of the Directors' and Auditors' thereon be hereby received.

6. **AGENDA 2 (ORDINARY RESOLUTION NO. 1)
DIRECTORS' FEES AND BENEFITS UP TO RM204,000-00 FOR THE FINANCIAL YEAR
ENDING 29 FEBRUARY 2024 PAYABLE MONTHLY IN ARREARS AFTER EACH MONTH
COMPLETED SERVICE OF THE DIRECTORS DURING THE SUBJECT FINANCIAL YEAR**

The Chairman informed that this resolution was to facilitate payment of Directors' fees and benefits on a monthly basis and/or as and when required. In the event the Directors' fees proposed are insufficient (e.g. due to more meetings), approval will be sought at the next Annual General Meeting for additional fees and benefits to meet the shortfall.

The Ordinary Resolution 1 was table to the Shareholders.

7. **AGENDA 3 (ORDINARY RESOLUTIONS NO. 2 AND 3)
RE-ELECTION OF MR KOH CHENG HUAT AND MS LIM YIK HUI AS DIRECTORS,
RETIRING IN ACCORDANCE WITH CLAUSE 95 OF THE COMPANY'S CONSTITUTION**

The Chairman informed that both the retiring Directors, Mr Koh Cheng Huat and Ms Lim Yik Hui being eligible have offered themselves for re-election.

The Ordinary Resolutions 2 and 3 were table to the Shareholders.

8. **AGENDA 4 (ORDINARY RESOLUTION NO. 4)
RE-ELECTION OF MS LIM MAY WAN AS DIRECTOR, RETIRING IN ACCORDANCE WITH
CLAUSE 103 OF THE COMPANY'S CONSTITUTION**

The Chairman informed that the retiring Director, Ms Lim May Wan being eligible has offered herself for re-election.

The Ordinary Resolution 4 was table to the Shareholders.

9. **AGENDA 5 (ORDINARY RESOLUTION NO. 5)
RE-APPOINTMENT OF MESSRS CROWE MALAYSIA PLT AS AUDITORS AND
AUTHORITY TO DIRECTORS TO FIX THEIR REMUNERATION**

The Chairman informed that the retiring External Auditors, Messrs Crowe Malaysia PLT had earlier indicated their willingness to continue in office.

The Ordinary Resolution 5 was table to the Shareholders.

10. **AGENDA 6 (ORDINARY RESOLUTION NO. 6 - SPECIAL BUSINESS)
RENEWAL OF AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES
PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

The Chairman informed that pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors of the Company are empowered to allot and issue shares in the Company provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total issued share capital of the Company as they may think fit.

By voting in favour of the proposed ordinary resolution 6, the shareholders of the Company shall agree to waive and deemed to have waived their statutory pre-emptive right and thus will allow the Directors to issue new shares to any person under the general mandate without having to offer the new shares to all existing shareholders of the Company prior to issuance of the new shares.

The mandate now sought was a renewal from the previous mandate obtained at the last Annual General Meeting held on 28 July 2022 which will expire at the conclusion of this Meeting.

As at the date of Notice of Annual General Meeting, the Company had pursuant to the previous mandate issued and listed a total of 8,025,834 ordinary shares representing 2.30% of the total issued share capital of the Company on Bursa Malaysia Securities Berhad via special issue by the Company to Bumiputera Investors identified and/or approved by the Ministry of International Trade and Industry Malaysia at an issue price of RM0.81 per ordinary share which was completed on 21 December 2022 ("Special Issue"). Details of the total proceeds raised from the Special Issue and its utilisation of proceeds were disclosed in the Annual Report 2023.

The Ordinary Resolution 6 was table to the Shareholders.

11. The Chairman informed that the Company had not received questions prior to and during the Meeting.

12. The Chairman informed that the poll voting would commence soon.

13. **ANNOUNCEMENT OF POLL RESULTS**

The Chairman called the Meeting to order and announced the poll results (as per the enclosed "Results on Voting by Poll") as follow:

Ordinary resolution 1

	No. of Shares and Percentage of Shares
For	293,379,826 (99.9989%)
Against	3,206 (0.0011%)
Total	293,383,032 (100.0000%)
	No. of Shares
Abstained	605,000
Spoilt	0

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

"RESOLVED THAT the payment of Directors' fees and benefits up to RM204,000-00 for the financial year ending 29 February 2024 payable monthly in arrears after each month of completed service of the Directors during the subject financial year be hereby approved."

Ordinary resolution 2

	No. of Shares and Percentage of Shares
For	175,189,751 (99.9954%)
Against	8,106 (0.0046%)
Total	175,197,857 (100.0000%)
	No. of Shares
Abstained	118,790,175
Spoilt	0

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

"RESOLVED THAT Mr Koh Cheng Huat retiring in accordance with Clause 95 of the Company's Constitution, be hereby re-elected as a Director of the Company."

Ordinary resolution 3

	No. of Shares and Percentage of Shares
For	293,779,823 (99.9972%)
Against	8,209 (0.0028%)
Total	293,788,032 (100.0000%)
	No. of Shares
Abstained	200,000
Spoilt	0

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

"RESOLVED THAT Ms Lim Yik Hui retiring in accordance with Clause 95 of the Company's Constitution, be hereby re-elected as a Director of the Company."

Ordinary resolution 4

	No. of Shares and Percentage of Shares
For	293,979,823 (99.9972%)
Against	8,209 (0.0028%)
Total	293,988,032 (100.0000%)
	No. of Shares
Abstained	0
Spoilt	0

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

“RESOLVED THAT Ms Lim May Wan retiring in accordance with Clause 103 of the Company’s Constitution, be hereby re-elected as a Director of the Company.”

Ordinary resolution 5

	No. of Shares and Percentage of Shares
For	293,984,926 (99.9989%)
Against	3,106 (0.0011%)
Total	293,988,032 (100.0000%)
	No. of Shares
Abstained	0
Spoilt	0

In view thereof, the Chairman declared that Ordinary Resolution 5 was carried as follows:

“RESOLVED THAT Messrs Crowe Malaysia PLT be hereby re-appointed as the Company’s Auditors for the ensuing year and the Directors be hereby authorised to fix the Auditors’ remuneration.”

Ordinary resolution 6

	No. of Shares and Percentage of Shares
For	293,984,823 (99.9989%)
Against	3,209 (0.0011%)
Total	293,988,032 (100.0000%)
	No. of Shares
Abstained	0
Spoilt	0

In view thereof, the Chairman declared that Ordinary Resolution 6 was carried as follows:

“RESOLVED THAT pursuant to Sections 75 and 76 of the Companies Act 2016, MAIN Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant regulatory authorities (where applicable), the Directors of the Company be 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(s) or option(s) or offer(s) (“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 and expedient in the

interest of the Company, 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 twelve (12) months does not exceed ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being ("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 hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for such New Shares on the MAIN Market Listing Requirements of Bursa Malaysia Securities Berhad.

AND THAT authority be hereby given to the Directors of the Company, 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 thereto as 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 pursuant to Section 85 of the Companies Act 2016 read together with Clause 8 of the Company's Constitution, approval be hereby given to waive the statutory preemptive rights of the shareholders of the Company and to offer New Shares arising from the issuance and allotment of the New Shares pursuant to Sections 75 and 76 of the Companies Act 2016 AND THAT the Directors of the Company are exempted from the obligation to offer such New Shares first to the existing shareholders of the Company."

14. **CONCLUSION OF MEETING**

There being no further business, the Meeting was ended at 11:57 a.m. with a vote of thanks to the Chairman.

The Chairman thanked the shareholders and proxies for their participation in this Meeting and support to the Company.

Confirmed as correct records:

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Tan Sri Datuk Hussin Bin Haji Ismail
Chairman

Dated this 17 July 2023