

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

Minutes of the Fourth Annual General Meeting (“Meeting”) of the Company (or “ECOMATE”) held at BEI BOUTIQUE HOTEL, Centro Meeting Hall, Level 3, 8-3, Jalan Abdul Rahman, 84000 Muar, Johor on Monday, 29 July 2024 at 11:00 a.m.

Present : The attendance below was as per the 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 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.

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 introduced each and every member of the Board of Directors (or “Board”) who were present at the Meeting.

4.2 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 CSC Securities Services Sdn. Bhd. as the Independent Scrutineer.

4.3 There were 26 shareholders holding a total of 192,551,975 shares or equivalent to 53.78% of the total issued share capital of the Company who appointed the Chairman as their proxy.

5. **AGENDA 1
RECEIPT OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
29 FEBRUARY 2024 TOGETHER WITH THE REPORTS OF THE DIRECTORS' AND
AUDITORS' THEREON**

- 5.1 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, is not put forward for voting.
- 5.2 The Chairman informed that the Audited Financial Statements of the Company for the financial year ended 29 February 2024 together with the Reports of the Directors' and Auditors' thereon be hereby received.
- 5.3 The Chairman opened to the floor for questions pertaining to the Company's accounts and prospects. It was noted that no question has been raised by those who attended the meeting.

6. **AGENDA 2 (ORDINARY RESOLUTION NO. 1)
DIRECTORS' FEES AND BENEFITS OF UP TO RM204,000-00 FOR THE FINANCIAL
YEAR ENDING 28 FEBRUARY 2025 PAYABLE MONTHLY IN ARREARS AFTER EACH
MONTH OF COMPLETED SERVICE OF THE DIRECTORS DURING THE SUBJECT
FINANCIAL YEAR**

- 6.1 The Chairman informed that the proposed payment of Directors' fees and benefits of up to RM204,000.00 for the financial year ending 28 February 2025 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.
- 6.2 The motion was proposed by Mr Ong Tian Soon, a shareholder and seconded by Encik Tajul Arifin Bin Mohd Tahir, a proxy representing 100% shareholding for the shareholder, BYD Capital Sdn. Bhd.

7. **AGENDA 3 (ORDINARY RESOLUTIONS NO. 2 AND 3)
RE-ELECTION OF MR JASON KOH JIAN HUI AND TAN SRI DATUK HUSSIN BIN HAJI
ISMAIL AS DIRECTORS, RETIRING IN ACCORDANCE WITH CLAUSE 95 OF THE
CONSTITUTION OF THE COMPANY**

The Chairman informed that the next following two items of the Agenda were related to the re-election of Mr Jason Koh Jian Hui and himself as Directors who were retiring at the Meeting in accordance with Clause 95 of the Constitution of the Company. As the Chairman was one of the Directors subject to re-election, the Chairman passed the Chair to the Independent Non-Executive Director, Datuk Lee Ching Yong to chair the meeting.

7.1 **ORDINARY RESOLUTION NO. 2
RE-ELECTION OF MR JASON KOH JIAN HUI AS DIRECTOR, RETIRING IN
ACCORDANCE WITH CLAUSE 95 OF THE CONSTITUTION OF THE COMPANY**

- 7.1.1 Datuk Lee Ching Yong informed that the retiring Director, Mr Jason Koh Jian Hui being eligible has offered himself for re-election.
- 7.1.2 The motion was proposed by Encik Tajul Arifin Bin Mohd Tahir, a proxy representing 100% shareholding for the shareholder, BYD Capital Sdn. Bhd. and seconded by Ms Tey Lan Nee, a shareholder.

**7.2 ORDINARY RESOLUTION NO. 3
RE-ELECTION OF TAN SRI DATUK HUSSIN BIN HAJI ISMAIL AS DIRECTOR, RETIRING
IN ACCORDANCE WITH CLAUSE 95 OF THE CONSTITUTION OF THE COMPANY**

- 7.2.1 Datuk Lee Ching Yong informed that the retiring Director, Tan Sri Datuk Hussin Bin Haji Ismail being eligible has offered himself for re-election.
- 7.2.2 The motion was proposed by Mr Kelvin Koh Jun Xiong, a shareholder and seconded by Encik Tajul Arifin Bin Mohd Tahir, a proxy representing 100% shareholding for the shareholder, BYD Capital Sdn. Bhd.
- 7.2.3 Datuk Lee Ching Yong passed the Chair back to the Chairman to proceed with the other business on hand.

**8. AGENDA 4 (ORDINARY RESOLUTION NO. 4)
RE-APPOINTMENT OF MESSRS CROWE MALAYSIA PLT AS AUDITORS AND
AUTHORITY TO DIRECTORS TO FIX THEIR REMUNERATION**

- 8.1 The Chairman informed that the retiring Auditors, Messrs Crowe Malaysia PLT had earlier indicated their willingness to continue in office.
- 8.2 Based on the Audit and Risk Management Committee's review of the performance of Messrs Crowe Malaysia PLT and having assessed their independence in the performance of their obligations as External Auditors for the financial year ended 29 February 2024, the Board unanimously recommended their re-appointment for the financial year ending 28 February 2025.
- 8.3 The motion was proposed by Mr Kelvin Koh Jun Xiong, a shareholder and seconded by Encik Tajul Arifin Bin Mohd Tahir, a proxy representing 100% shareholding for the shareholder, BYD Capital Sdn. Bhd.

**9. AGENDA 5 (ORDINARY RESOLUTION NO. 5 - SPECIAL BUSINESS)
PROPOSED RENEWAL OF AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE
SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

- 9.1 The Chairman informed that pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors of the Company are empowered to issue and allot shares in the capital of 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.
- 9.2 In accordance with Clause 8 of the Company's Constitution, by passing the Ordinary Resolution 5, the shareholders of the Company shall be taken as agree for the new shares to be issued to such person(s) as the Directors may deem fit and expedient in the interest of the Company without first offer the new shares to holders of existing issued shares of the Company prior to issuance of the new shares.
- 9.3 The mandate now sought was a renewal from the previous mandate obtained at the last Annual General Meeting held on 17 July 2023 which will expire at conclusion of this Meeting. The Company did not issue any new shares based on the previous mandate.
- 9.4 The motion was proposed by Mr Kelvin Koh Jun Xiong, a shareholder and seconded by Ms Tey Lan Nee, a shareholder.

10. **OTHER BUSINESS**

- 10.1 The Chairman sought confirmation from the Company Secretary that the Company had not received any notice to transact any other business which had been given in accordance with the Companies Act 2016 and Constitution of the Company.
- 10.2 The Chairman informed that the poll voting would commence soon and brief the Meeting on the procedures for the conduct of poll and time required for counting and validation of votes cast.

11. **ANNOUNCEMENT OF POLL RESULTS**

After the votes have been counted and verified by the Independent Scrutineer, the Chairman called the Meeting to order and announced the poll results as follow:

11.1 Ordinary resolution 1

	No. of Shares and Percentage of Shares
For	323,008,800 (100.0000%)
Against	0 (0.0000%)
Total	323,008,800 (100.0000%)
	No. of Shares
Abstained	400,000
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 28 February 2025 payable monthly in arrears after each month of completed service of the Directors during the subject financial year be hereby approved.”

11.2 Ordinary resolution 2

	No. of Shares and Percentage of Shares
For	204,411,925 (100.0000%)
Against	0 (0.0000%)
Total	204,411,925 (100.0000%)
	No. of Shares
Abstained	118,996,875
Spoilt	0

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

“RESOLVED THAT Mr Jason Koh Jian Hui retiring in accordance with Clause 95 of the Company’s Constitution, be hereby re-elected as a Director of the Company.”

11.3 Ordinary resolution 3

	No. of Shares and Percentage of Shares
For	323,408,800 (100.0000%)
Against	0 (0.0000%)
Total	323,408,800 (100.0000%)
	No. of Shares
Abstained	0
Spoilt	0

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

“RESOLVED THAT Tan Sri Datuk Hussin Bin Haji Ismail retiring pursuant to Clause 95 of the Constitution of the Company, be hereby re-elected as a Director of the Company.”

11.4 Ordinary resolution 4

	No. of Shares and Percentage of Shares
For	323,408,800 (100.0000%)
Against	0 (0.0000%)
Total	323,408,800 (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 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.”

11.5 Ordinary resolution 5

	No. of Shares and Percentage of Shares
For	323,408,800 (100.0000%)
Against	0 (0.0000%)
Total	323,408,800 (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 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 without first offer to holders of existing issued shares 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").

RESOLVED 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.

RESOLVED 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 RESOLVED 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."

12. **CONCLUSION OF MEETING**

There being no further business, the Meeting was ended at 11.25 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 29 July 2024