

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

Minutes of the Second 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 Thursday, 28 July 2022 at 10:00 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. Mr Ong Tian Soon (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 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 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 8.31A(1) of the ACE 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.

To facilitate the polling process, the Chairman proposed to the Meeting that all the Agenda items to be deliberated first, followed by the poll voting. Upon collection of polling slips from the floor, the vote counting and validation process would then be conducted simultaneously with the Q&A session. Without any objection from the floor, the Chairman proceeded with the business on hand.

5. **AGENDA 1**
RECEIPT OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 28 FEBRUARY 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON

Noted : 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.

Resolved : THAT the Audited Financial Statements of the Company for the financial year ended 28 February 2022 together with the Reports of the Directors' and Auditors' thereon be hereby received.

6. **AGENDA 2 (ORDINARY RESOLUTION NO. 1)**
DIRECTORS' FEES AND BENEFITS FOR THE FINANCIAL YEAR ENDED 28 FEBRUARY 2022

Proposer and Secunder : The motion was proposed by Ms Yau Chwan Shy, a shareholder and seconded by Mr Tajul Arifin Bin Mohd Tahir, a proxy representing 100% shareholding for the shareholder, BYD Capital Sdn. Bhd..

7. **AGENDA 3 (ORDINARY RESOLUTION NO. 2)**
DIRECTORS' FEES AND BENEFITS UP TO RM204,000-00 FOR THE FINANCIAL YEAR ENDING 28 FEBRUARY 2023 PAYABLE MONTHLY IN ARREARS AFTER EACH MONTH OF COMPLETED SERVICE OF THE DIRECTORS DURING THE SUBJECT FINANCIAL YEAR

Noted : The proposed payment of Directors' fees and benefits of up to RM204,000.00 for the financial year ending 28 February 2023 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.

Proposer and Secunder : The motion was proposed by Ms Yau Chwan Shy, a shareholder and seconded by Mr Kelvin Koh Jun Xiong, a shareholder.

8. **AGENDA 4 (ORDINARY RESOLUTIONS NO. 3 AND 4)
RE-ELECTION OF TAN SRI DATUK HUSSIN BIN HAJI ISMAIL AND DATUK LEE CHING YONG AS DIRECTORS, RETIRING PURSUANT TO CLAUSE 95 THE CONSTITUTION OF THE COMPANY**

Noted : The next following two items of the Agenda were related to the re-election of Tan Sri Datuk Hussin Bin Haji Ismail and Datuk Lee Ching Yong as Directors who were retiring at the Meeting in accordance with Clause 95 of the Constitution of the Company. The retiring Directors, being eligible had offered themselves for re-election.

8.1 **ORDINARY RESOLUTION NO. 3
RE-ELECTION OF TAN SRI DATUK HUSSIN BIN HAJI ISMAIL AS DIRECTOR, RETIRING PURSUANT TO CLAUSE 95 THE CONSTITUTION OF THE COMPANY**

Proposer and Seconder : The motion was proposed by Mr Li HaiQuan, a shareholder and seconded by Ms Yau Chwan Shy, a shareholder.

8.2 **ORDINARY RESOLUTION NO. 4
RE-ELECTION OF DATUK LEE CHING YONG AS DIRECTOR, RETIRING PURSUANT TO CLAUSE 95 THE CONSTITUTION OF THE COMPANY**

Proposer and Seconder : The motion was proposed by Mr Kelvin Koh Jun Xiong, a shareholder and seconded by Mr Li HaiQuan, a shareholder.

9. **AGENDA 5 (ORDINARY RESOLUTION NO. 5)
RE-ELECTION OF ONG TIAN SOON AS DIRECTOR, RETIRING PURSUANT TO CLAUSE 103 THE CONSTITUTION OF THE COMPANY**

Noted : The Chairman informed that the retiring Director, Mr Ong Tian Soon being eligible has offered himself for re-election.

Proposer and Seconder : The motion was proposed by Mr Tajul Arifin Bin Mohd Tahir, a proxy representing 100% shareholding for the shareholder, BYD Capital Sdn. Bhd. and seconded by Ms Yau Chwan Shy, a shareholder.

10. **AGENDA 6 (ORDINARY RESOLUTION NO. 6)
RE-APPOINTMENT OF MESSRS CROWE MALAYSIA PLT AS AUDITORS AND AUTHORITY TO DIRECTORS TO FIX THEIR REMUNERATION**

Noted : (i) The retiring Auditors, Messrs Crowe Malaysia PLT had earlier indicated their willingness to continue in office.
(ii) 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 28 February 2022, the Board unanimously recommended their re-appointment for the financial year ending 28 February 2023.

Proposer and Seconder : The motion was proposed by Mr 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 and proxy representing 100% shareholding for the shareholder, Koda Capital Sdn. Bhd..

11. **AGENDA 7 (ORDINARY RESOLUTION NO. 7 - SPECIAL BUSINESS)**
AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016

Noted : Pursuant to Section 75 of the Companies Act 2016, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued by Bursa Malaysia Securities Berhad on 16 April 2020, its subsequent letter dated 23 December 2021 on extension of implementation of the twenty percent (20%) General Mandate and approvals and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors of the Company be hereby empowered pursuant to Section 75 of the Companies Act 2016 to allot and issue new ordinary shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued does not exceed twenty percent (20%) of the total number of the issued shares of the Company for the time being ("20% General Mandate").

The temporary relief measures may be utilised until 31 December 2022, after that the 10% limit under Rule 6.04 (1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad would be reinstated.

The Board of Directors was of the view that the 20% General Mandate was in the best interest of the Company and its shareholders due to unprecedented challenges from the COVID-19 impact, and the 20% General Mandate would enable the Company to raise higher fund more speedily during this challenging period to ensure sustainability of the Company's existing activities as well as funding for future investment activities.

The 20% General Mandate, if granted would provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding current and/or future investment project(s), working capital and/or acquisitions.

Proposer and Seconder : The motion was proposed by Mr Kelvin Koh Jun Xiong, a shareholder and Ms Yau Chwan Shy, a shareholder.

12. **OTHER BUSINESS**

- 12.1 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.
- 12.2 The Chairman informed that the poll voting would commence soon. 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 cast.
- 12.3 Upon collection of polling slips from the floor by the Poll Administrator personnel, the Chairman opened to the floor for questions pertaining to the Company's financial statements and prospects.

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:

13.1 Ordinary resolution 1

	No. of Shareholders and Percentage of Shareholders	No. of Shares and Percentage of Shares
For	10 (100%)	272,846,100 (100%)
Against	0 (0%)	0 (0%)
Total	10 (100%)	272,846,100 (100%)
	No. of Shareholders	No. of Shares
Abstained	4	800,000
Spoilt	0	0

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

"RESOLVED THAT the payment of Directors' fees and benefits for the financial year ended 28 February 2022 be hereby approved."

13.2 Ordinary resolution 2

	No. of Shareholders and Percentage of Shareholders	No. of Shares and Percentage of Shares
For	10 (100%)	272,846,100 (100%)
Against	0 (0%)	0 (0%)
Total	10 (100%)	272,846,100 (100%)
	No. of Shareholders	No. of Shares
Abstained	4	800,000
Spoilt	0	0

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

"RESOLVED THAT the payment of Directors' fees and benefits of up to RM204,000-00 for the financial year ending 28 February 2023 payable monthly in areas after each month completed service of the Directors during the subject financial year be hereby approved."

13.3 Ordinary resolution 3

	No. of Shareholders and Percentage of Shareholders	No. of Shares and Percentage of Shares
For	13 (100%)	273,446,100 (100%)
Against	0 (0%)	0 (0%)
Total	13 (100%)	273,446,100 (100%)
	No. of Shareholders	No. of Shares
Abstained	1	200,000
Spoilt	0	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."

13.4 Ordinary resolution 4

	No. of Shareholders and Percentage of Shareholders	No. of Shares and Percentage of Shares
For	13 (100%)	273,446,100 (100%)
Against	0 (0%)	0 (0%)
Total	13 (100%)	273,446,100 (100%)
	No. of Shareholders	No. of Shares
Abstained	1	200,000
Spoilt	0	0

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

“RESOLVED THAT Datuk Lee Ching Yong retiring pursuant to Clause 95 of the Constitution of the Company, be hereby re-elected as a Director of the Company.”

13.5 Ordinary resolution 5

	No. of Shareholders and Percentage of Shareholders	No. of Shares and Percentage of Shares
For	13 (100%)	273,446,100 (100%)
Against	0 (0%)	0 (0%)
Total	13 (100%)	273,446,100 (100%)
	No. of Shareholders	No. of Shares
Abstained	1	200,000
Spoilt	0	0

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

“RESOLVED THAT Ong Tian Soon retiring pursuant to Clause 103 of the Constitution of the Company, be hereby re-elected as a Director of the Company.”

13.6 Ordinary resolution 6

	No. of Shareholders and Percentage of Shareholders	No. of Shares and Percentage of Shares
For	14 (100%)	273,646,100 (100%)
Against	0 (0%)	0 (0%)
Total	14 (100%)	273,646,100 (100%)
	No. of Shareholder	No. of Shares
Abstained	0	0
Spoilt	0	0

In view thereof, the Chairman declared that Ordinary Resolution 6 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.”

13.7 Ordinary resolution 7

	No. of Shareholders and Percentage of Shareholders	No. of Shares and Percentage of Shares
For	14 (100%)	273,646,100 (100%)
Against	0 (0%)	0 (0%)
Total	14 (100%)	273,646,100 (100%)
	No. of Shareholder	No. of Shares
Abstained	0	0
Spoilt	0	0

In view thereof, the Chairman declared that Ordinary Resolution 7 was carried as follows:

“RESOLVED THAT, pursuant to Section 75 of the Companies Act 2016, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued by Bursa Malaysia Securities Berhad on 16 April 2020, its subsequent letter dated 23 December 2021 on extension of implementation of the twenty percent (20%) General Mandate and approvals and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors of the Company be hereby empowered pursuant to Section 75 of the Companies Act 2016 to allot and issue new ordinary shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued does not exceed twenty percent (20%) of the total number of the issued shares of the Company for the time being (“20% General Mandate”); AND THAT the Board of Directors are also empowered to obtain approval for the listing of and quotation for the additional shares so issued pursuant to the 20% General Mandate on Bursa Malaysia Securities Berhad which would be utilised before 31 December 2022 and thereafter, the 10% general mandate will be reinstated; AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

14. **CONCLUSION OF MEETING**

There being no further business, the Meeting was ended at 10.40 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 28 July 2022