

PRESTARIANG BERHAD

[Registration No. 201001038336(922260-K)]
(Incorporated in Malaysia)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON A FULLY VIRTUAL BASIS AT 12TH FLOOR, MENARA SYMPHONY, NO. 5, JALAN PROF. KHOO KAY KIM, SEKSYEN 13, 46200 PETALING JAYA, SELANGOR DARUL EHSAN ON WEDNESDAY, 25 NOVEMBER 2020 AT 10:00 A.M.

DIRECTORS PRESENT AT BROADCAST VENUE : Mr. Chan Wan Siew (*Chairman*)
Dr. Abu Hasan Bin Ismail (*Non-Independent Executive Director, President/Group Chief Executive Officer*)
Professor Emeritus Dato' Dr. Hassan Bin Said (*Independent Non-Executive Director*)
Puan Hafidah Aman Binti Hashim (*Independent Non-Executive Director*)
Mr. Baldesh Singh A/L Manmohan Singh (*Non-Independent Executive Director, Chief Operating Officer*)
Ms. Ginny Yeow Mei Ying (*Independent Non-Executive Director*)

DIRECTOR WHO PARTICIPATED REMOTELY : Mr. Ramanathan A/L Sathiamutty (*Independent Non-Executive Director*)

MEMBERS : As per Attendance List

PROXY HOLDERS : As per Attendance List

INVITEES/OTHERS : As per Attendance List

IN ATTENDANCE : Ms. Chua Siew Chuan (*Company Secretary*)
Mr. Lim Lih Chau (*Company Secretary*)(*via video conferencing*)

CHAIRMAN

Mr. Chan Wan Siew ("**the Chairman**") chaired the Meeting and welcomed all present to the live streaming of the Tenth Annual General Meeting ("**10th AGM**" or "**the Meeting**") of the Company. The Chairman thereafter called the Meeting to order at 10:00 a.m.

The Chairman informed the shareholders that in view of the current COVID-19 pandemic and the Conditional Movement Control Order enforced by the Government of Malaysia, the Board of Directors had decided that the 10th AGM be held via live streaming webcast and online remote voting using the remote participation and electronic voting facilities without physical attendance by shareholders and proxies at the broadcast venue.

The Chairman then introduced all the Directors, Company Secretary and External Auditors of the Company.

QUORUM

The requisite quorum being present pursuant to Clause 97 of the Company's Constitution, the Chairman declared the Meeting duly convened.

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PROCEEDINGS

The Chairman informed the Meeting that only members whose names appear in the Record of Depositors on 18 November 2020 were eligible to attend the Meeting.

The Chairman then briefed all that the Meeting would proceed with the question and answer ("Q&A") upon completion of the deliberations of all items to be transacted at the 10th AGM. As stated in the notification letter issued to the shareholders on 23 October 2020, shareholders may email their questions prior to the Meeting. For shareholders and proxies who attended the Meeting remotely, they may use the chat box facility under the remote participation and voting facilities to transmit their questions during the Meeting.

The Meeting was informed that the Company shall endeavour to respond to all questions relevant to the Agenda items during the Meeting and any unattended questions or remarks submitted by shareholders or proxies would be responded via email after the conclusion of the Meeting.

NOTICE OF MEETING

The Notice convening the Meeting having been circulated within the prescribed period was, with the permission of the Meeting, taken as read.

POLL VOTING

The Chairman informed that voting for the day shall be conducted by way of poll as pursuant to Paragraph 8.29A of the Bursa Malaysia Securities Berhad Main Market Listing Requirements.

The Chairman informed that there were shareholders who had appointed him to vote on their behalf and he would be voting as their proxy in accordance with their voting instructions, where indicated.

The Meeting was informed that the Chairman would take the Meeting through each item on the Agenda while the voting session had commenced from the start of the Meeting until closure of the voting session to be announced later.

The Chairman further informed that Boardroom Share Registrars Sdn. Bhd. acted as the Poll Administrator and Boardroom Corporate Services Sdn. Bhd. was the Independent Scrutineer to verify the poll results.

The Meeting noted the electronic and remote poll voting procedures briefed by the Poll Administrator.

PRESENTATION BY PRESIDENT / GROUP CHIEF EXECUTIVE OFFICER

The Chairman invited Dr. Abu Hasan Bin Ismail ("**Dr. Abu**"), President and Group Chief Executive Officer of the Company, to give his presentation on the highlights of the financial and business performance of the Company. The presentation covered the following areas: -

- i) Pivoting digitalisation
- ii) Performance overview

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- iii) New business model
- iv) Summary

Dr. Abu then summarised his presentation with the following salient points: -

- stabilisation of the Company's cashflow and addressed all going concern issues
- rebuilding core business in technology and talent business with new product offerings and services
- pivoting into multi-cloud management services to drive digitalisation
- venturing deeper into employability market with full life cycle talent management in profiling training certification and placement services
- investing to upgrade the Company's homegrown talent platform to enable analytics capabilities and riving future customers to embark on up-skilling, re-skilling and lifelong learning
- on-going litigation against Government of Malaysia on Sistem Kawalan Imigresen Nasional legal suit with hearing dates in January and February 2021
- continuing to be a FTSE4Good and Shariah compliant stock

Upon completion, the Chairman thanked Dr. Abu for his presentation.

LETTER FROM MINORITY SHAREHOLDER WATCH GROUP ("MSWG")

The Chairman informed that the Company had received a letter from MSWG dated 17 November 2020 and was requested to respond to the questions raised by the MSWG at the Meeting. At this juncture, the Chairman invited Mr. Baldesh Singh A/L Manmohan Singh ("**Mr. Baldesh**"), the Chief Operating Officer of the Company to share with the Meeting the questions raised by MSWG and the Management's corresponding responses.

Mr. Baldesh read the letter from MSWG and corresponding Management's responses, the details of which are annexed hereto as "Annexure A".

The Chairman reiterated that shareholders and proxies may cast and submit their votes via the portal from the start of the Meeting until the closure of polling session to be announced later.

1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2020 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON

The Chairman informed that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 30 June 2020 ("**AFS 2020**") together with the reports of the Directors and the Auditors thereon.

In view that the first item on the Agenda was only meant for discussion and shall not be put forward for voting, the Chairman declared that the AFS 2020 together with the reports of the Directors and Auditors thereon, be received.

The Meeting then proceeded with the next item on the Agenda.

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2.0 RESOLUTION 1

- APPROVAL OF THE PAYMENT OF DIRECTORS' FEES OF RM330,000.00 FOR THE FINANCIAL YEAR ENDED 30 JUNE 2020

The Chairman informed that the next item on the Agenda was to approve the payment of Directors' fees for the Non-Executive Directors amounting to RM330,000/- (Ringgit Malaysia: Three Hundred and Thirty Thousand) only for the financial year ended 30 June 2020.

The Meeting then proceeded with the next item on the Agenda.

3.0 RESOLUTION 2

- APPROVAL OF THE PAYMENT OF DIRECTORS' FEES OF RM450,000.00 FOR THE FINANCIAL YEAR ENDING 30 JUNE 2021

The Chairman informed that the next item on the Agenda was to approve the payment of Directors' fees for the Non-Executive Directors amounting to RM450,000/- (Ringgit Malaysia: Four Hundred and Fifty Thousand) only for the financial year ending 30 June 2021.

The Meeting then proceeded with the next item on the Agenda.

4.0 RESOLUTION 3

- APPROVAL OF THE PAYMENT OF DIRECTORS' BENEFITS UP TO AN AMOUNT OF RM153,000.00 FROM 26 NOVEMBER 2020 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

The Chairman informed that the next item on the Agenda was to approve the payment of Directors' benefits up to an amount of RM153,000/- (Ringgit Malaysia: One Hundred and Fifty-Three Thousand) from 26 November 2020 until the next Annual General Meeting of the Company.

The Meeting noted that the total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board's and Board Committees' meetings for the period from 26 November 2020 until the next Annual General Meeting of the Company and other benefits. This authority, unless revoked or varied by the Company in a general meeting would expire at the conclusion of the next Annual General Meeting of the Company.

The Meeting then proceeded with the next item on the Agenda.

5.0 RESOLUTIONS 4 AND 5

**- RE-ELECTION OF THE FOLLOWING DIRECTORS WHO ARE RETIRING PURSUANT TO CLAUSE 119 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAVE OFFERED THEMSELVES FOR RE-ELECTION: -
(A)MR. CHAN WAN SIEW
(B)DR. ABU**

The Chairman informed the Meeting that the next item on the Agenda was to re-elect himself and Dr. Abu who were retiring pursuant to Clause 119 of the

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Company's Constitution, being eligible for re-election, had offered themselves for re-election.

The Chairman passed the chairmanship of the Meeting to Mr. Baldesh to chair the proceedings for this segment of the Agenda.

Mr. Baldesh took over the chairmanship from the Chairman and informed that the next item on the Agenda was to re-elect the Chairman and Dr. Abu who were retiring pursuant to Clause 119 of the Company's Constitution. Thereafter, Mr. Baldesh handed over the chairmanship back to the Chairman.

The Meeting then proceeded with the next item on the Agenda.

6.0 RESOLUTIONS 6 AND 7

- **RE-ELECTION OF THE FOLLOWING DIRECTORS WHO ARE RETIRING PURSUANT TO CLAUSE 118 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAVE OFFERED THEMSELVES FOR RE-ELECTION:-
(A) PROFESSOR EMERITUS DATO' DR. HASSAN BIN SAID; AND
(B) PUAN HAFIDAH AMAN BINTI HASHIM**
-

The Chairman informed the next item on the Agenda was to re-elect the retiring Directors, namely, Professor Emeritus Dato' Dr. Hassan Bin Said and Puan Hafidah Aman Binti Hashim who retired pursuant to Clause 118 of the Company's Constitution.

The Meeting was informed that the retiring Directors, being eligible for re-election, have offered themselves for re-election.

The Meeting then proceeded with the next item on the Agenda.

7.0 RESOLUTIONS 8

- **RE- APPOINTMENT OF MESSRS. CROWE MALAYSIA PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**
-

The Chairman informed that the next item on the Agenda was to re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

The Meeting then proceeded with the next item on the Agenda.

8.0 SPECIAL BUSINESS

ORDINARY RESOLUTION NO. 1

- **AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**
-

The Chairman informed that the next item on the Agenda was a special business to approve the Ordinary Resolution No. 1 on authority to issue shares pursuant to the Companies Act 2016.

The Chairman further informed that the proposed adoption of the Ordinary Resolution No. 1 was primarily to give flexibility to the Board of Directors to issue and allot shares at any time to such persons in their absolute discretion without

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convening a general meeting, provided that such allotment does not exceed 20% of the total number of issued shares of the Company for the time being.

The Meeting then proceeded with the next item on the Agenda.

9.0 SPECIAL BUSINESS

ORDINARY RESOLUTION NO. 2

- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY

The Chairman informed that the next item on the Agenda was a special business to approve the Ordinary Resolution No. 2 on the proposed renewal of authority for the Company to purchase its own shares of up to 10% of the total number of issued shares of the Company ("**Proposed Renewal of Share Buy-Back Authority**").

The Chairman further informed that the Proposed Renewal of Share Buy-Back Authority was to grant authority to the Board of Directors to exercise the power of the Company to purchase not more than 10% of the total number of issued shares of the Company at any time within the time period stipulated in the Bursa Malaysia Securities Berhad Main Market Listing Requirements.

The Meeting then proceeded with the next item on the Agenda.

10.0 SPECIAL BUSINESS

ORDINARY RESOLUTION NO. 3

- RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Chairman informed that the next item on the Agenda was a special business to approve the Ordinary Resolution No. 3 on retention of himself as the Independent Non-Executive Director of the Company.

The Chairman further informed the Meeting that in view that the item relates to his retention as the Independent Non-Executive Director of the Company, he passed the chairmanship of the Meeting to Mr. Baldesh to chair the proceedings for this segment of the Agenda.

Mr. Baldesh took over the chairmanship and informed the Meeting that the next item on the Agenda was to retain the Chairman as Independent Non-Executive Director of the Company who has served as Independent Director for more than nine (9) years which has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board of Directors, therefore, considers him to be independent and believes that he should be retained as an Independent Non-Executive Director of the Company.

The Meeting then proceeded with the next item on the Agenda.

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11.0 ANY OTHER ORDINARY BUSINESS

The Meeting noted that no notice was received for transacting any other ordinary business.

Q&A SESSION AND POLLING PROCESS

There being no questions raised by the live streaming participants after dealing with all items of the Agenda, shareholders and proxies were given 10 minutes to cast and submit their votes. Thereafter, the Independent Scrutineers then proceeded to verify the poll results.

ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed and the Chairman called the Meeting to order at 11:12 a.m. for declaration of the poll voting results.

The representative of Independent Scrutineers then announced the poll results as follows: -

ORDINARY RESOLUTIONS	VOTING	TOTAL SECURITIES	%
Resolution 1 To approve the payment of Directors' fees of RM330,000 for the financial year ended 30 June 2020.	For	83,980,781	99.8652
	Against	113,400	0.1348
Resolution 2 To approve the payment of Directors' fees of RM450,000 for the financial year ending 30 June 2021.	For	65,978,771	78.4582
	Against	18,115,410	21.5418
Resolution 3 To approve the payment of Directors' benefits up to an amount of RM153,000.00 from 26 November 2020 until the next Annual General Meeting of the Company.	For	83,980,771	99.8651
	Against	113,410	0.1349
Resolution 4 To re-elect Mr. Chan Wan Siew who is retiring pursuant to Clause 119 of the Company's Constitution and being eligible, has offered himself for re-election.	For	84,091,081	99.9963
	Against	3,100	0.0037
Resolution 5 To re-elect Dr. Abu Hasan Bin Ismail who is retiring pursuant to Clause 119 of the Company's Constitution and being eligible, has offered himself for re-election.	For	84,078,081	99.9809
	Against	16,100	0.0191
Resolution 6 To re-elect Professor Emeritus Dato' Dr. Hassan Bin	For	84,088,081	99.9927

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ORDINARY RESOLUTIONS	VOTING	TOTAL SECURITIES	%
Said who is retiring pursuant to Clause 118 of the Company's Constitution and being eligible, has offered himself for re-election.	Against	6,100	0.0073
Resolution 7 To re-elect Puan Hafidah Aman Binti Hashim who is retiring pursuant to Clause 118 of the Company's Constitution and being eligible, has offered herself for re-election	For	84,088,079	99.9927
	Against	6,100	0.0073
Resolution 8 To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	For	84,077,179	99.9798
	Against	17,000	0.0202
Resolution 9 Authority to issue shares pursuant to the Companies Act 2016.	For	84,074,679	99.9768
	Against	19,500	0.0232
Resolution 10 Proposed Renewal of Authority for the Company to purchase its own shares of up to 10% of the total number of issued shares of the Company	For	84,088,079	99.9927
	Against	6,100	0.0073
Resolution 11 Retention of Mr. Chan Wan Siew as Independent Non-Executive Director	For	84,091,079	99.9963
	Against	3,100	0.0037

The Chairman then declared that Resolutions 1 to 11 were all **CARRIED**.

The Meeting **RESOLVED** that all the ordinary resolutions be **APPROVED** as follows:-

RESOLUTION 1

- **APPROVAL OF THE PAYMENT OF DIRECTORS' FEES OF RM330,000.00 FOR THE FINANCIAL YEAR ENDED 30 JUNE 2020**

"That the payment of Directors' fees of RM330,000/- for the financial year ended 30 June 2020 be and is hereby approved."

RESOLUTION 2

- **APPROVAL OF THE PAYMENT OF DIRECTORS' FEES OF RM450,000.00 FOR THE FINANCIAL YEAR ENDING 30 JUNE 2021**

"That the payment of Directors' fees of RM450,000/- for the financial year ending 30 June 2021 be and is hereby approved."

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RESOLUTION 3

- **APPROVAL OF THE PAYMENT OF DIRECTORS' BENEFITS UP TO AN AMOUNT OF RM153,000.00 FROM 26 NOVEMBER 2020 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**
-

"That the payment of Directors' benefits up to an amount of RM153,000/- from 26 November 2020 until the next Annual General Meeting of the Company be and is hereby approved."

RESOLUTION 4 AND 5

- **RE-ELECTION OF THE FOLLOWING DIRECTORS WHO ARE RETIRING PURSUANT TO CLAUSE 119 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAVE OFFERED THEMSELVES FOR RE-ELECTION:-
(A)MR. CHAN WAN SIEW
(B)DR. ABU HASAN BIN ISMAIL**
-

"That Mr. Chan Wan Siew and Dr. Abu Hasan Bin Ismail being eligible for re-election, be re-elected to serve on the Board of Directors of the Company."

RESOLUTION 6 AND 7

- **RE-ELECTION OF THE FOLLOWING DIRECTORS WHO ARE RETIRING PURSUANT TO CLAUSE 118 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAVE OFFERED THEMSELVES FOR RE-ELECTION:-
(A)PROFESSOR EMERITUS DATO' DR. HASSAN BIN SAID; AND
(B)PUAN HAFIDAH AMAN BINTI HASHIM**
-

"That Professor Emeritus Dato' Dr. Hassan Bin Said and Puan Hafidah Aman Binti Hashim, being eligible for re-election, be re-elected to serve on the Board of Directors of the Company."

RESOLUTION 8

- **RE- APPOINTMENT OF MESSRS. CROWE MALAYSIA PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**
-

"That Messrs. Crowe Malaysia PLT be re-appointed as the Auditors of the Company until the conclusion of the next Annual General Meeting and that authority be and is hereby given to the Directors to fix their remuneration."

SPECIAL BUSINESS

ORDINARY RESOLUTION NO. 1

- **AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**
-

"**THAT** subject always to the Companies Act 2016 ("**the Act**"), the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute

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discretion deem fit, provided always that the aggregate number of shares to be issued pursuant to this resolution does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being as empowered by Bursa Securities pursuant to Bursa Malaysia Berhad's letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers;

AND THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

SPECIAL BUSINESS

ORDINARY RESOLUTION NO. 2

- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY

"THAT subject always to the Companies Act 2016, the Constitution of the Company, the Bursa Malaysia Securities Berhad ("**Bursa Securities**") Main Market Listing Requirements and all other applicable laws, guidelines, rules and regulations, if applicable, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:-

- (i) the aggregate number of shares purchased does not exceed ten percent (10%) of the total number of issued shares of the Company including the shares previously purchased and retained as Treasury Shares (if any);
- (ii) the maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back shall not exceed the aggregate of the retained profits of the Company, based on the latest audited financial statements and/or latest management accounts of the Company (where applicable); and
- (iii) the Directors of the Company may decide in their absolute discretion either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends;

THAT authority conferred by this Resolution shall commence immediately upon the passing of this Resolution and will only continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- (iii) revoked or varied by resolution passed by shareholders of the Company in general meeting,

whichever occurs first;

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AND THAT authority be and is hereby given to the Directors of the Company to act and take all such steps and do all things as are necessary or expedient to implement, finalise and give full effect to the aforesaid purchase."

SPECIAL BUSINESS

ORDINARY RESOLUTION NO. 3
- RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

"**THAT** Mr. Chan Wan Siew who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as an Independent Non-Executive Director in accordance with the Malaysian Code on Corporate Governance."

TERMINATION

The Chairman concluded the Meeting and thanked all present for their attendance.

The Meeting ended at 11:16 a.m. with a vote of thanks to the Chairman.

SIGNED AS A CORRECT RECORD

CHAN WAN SIEW
CHAIRMAN

Dated: 25 November 2020