

## **MATRIX PARKING SOLUTION HOLDINGS BERHAD**

[Registration No. 201801021141 (1283160-X)]

(Incorporated in Malaysia)

MINUTES OF THE THIRD ANNUAL GENERAL MEETING ("**3<sup>rd</sup> AGM**") OF THE COMPANY HELD ON A FULLY VIRTUAL BASIS AND DEEMED TO BE HELD AT Y-BG-02, D'AMAN KAYANGAN, NO. 1, JALAN PJU 1A/41, ARA JAYA, 47301 PETALING JAYA, SELANGOR DARUL EHSAN ON WEDNESDAY, 23 JUNE 2021 AT 3:00 P.M.

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**DIRECTORS PRESENT REMOTELY** : Encik Che Ahmad Farisi bin Che Husin  
(*Chairman of the Meeting*)  
Mr. Chin Wing Wah  
Encik Sukumaran A/L K.S. Nair  
Ms. Chong Mee Lee

**IN ATTENDANCE REMOTELY** : Mr. Cheng Chia Ping (*Company Secretary*)

**MEMBERS** : As per Attendance List

**PROXYHOLDERS** : As per Attendance List

**CORPORATE REPRESENTATIVES** : As per Attendance List

### **CHAIRMAN**

Encik Che Ahmad Farisi bin Che Husin ("**the Chairman**") was in the Chair. The Chairman welcomed all participating remotely in the 3<sup>rd</sup> AGM of the Company from various locations through live streaming and called the Meeting to order at 3:00 p.m.

The Chairman informed that in view of the Covid-19 pandemic and consequent imposition of the Movement Control Order by the Government of Malaysia, the 3<sup>rd</sup> AGM was conducted on a fully virtual basis via live stream webcast and online remote voting using the remote participation and voting facilities ("**RPV**") without any physical attendance of shareholders, proxies and corporate representatives.

The Chairman then proceeded to introduce the Directors, Company Secretary and invitees of the Company to the shareholders who joined from their respective locations.

### **QUORUM**

The requisite quorum being present pursuant to Clause 19.2 of the Company's Constitution, the Chairman declared the Meeting duly convened.

### **PROCEEDINGS**

The Meeting noted that pursuant to Clause 19.8(a) of the Company's Constitution, a poll can be demanded: -

- (a) by the Chairman;
- (b) by at least three (3) members present in person or by proxy;
- (c) by any member present in person or by proxy and representing not less than ten per centum (10%) of the total voting rights of all the members having the right to vote at the Meeting; or
- (d) by a member holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid-up equal to not less than ten per centum (10%) of the total paid-up on shares conferring that right.

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The Chairman then exercised his right as the Chairman of the Meeting and demanded a poll be conducted for all the resolutions which were put forth for voting at the Meeting pursuant to Clause 19.8(a)(i) of the Company's Constitution.

The Chairman briefed the shareholders, proxies and corporate representatives present virtually at the Meeting of their rights to pose questions and vote at the Meeting.

The Meeting was informed that there were shareholders who were unable to participate in the Meeting and had appointed the Chairman of the Meeting to vote on their behalf. Accordingly, the Chairman would be voting in his capacity as proxy in accordance with the shareholders' instructions, where indicated.

The Meeting noted that there was no legal requirement for a proposed resolution to be seconded. The voting session was made available to all shareholders, proxies and corporate representatives from the start of the Meeting and had continued until the closure of the voting session was announced. Shareholders, proxies or corporate representatives could nonetheless proceed to cast their vote after all the resolutions to be tabled at 3<sup>rd</sup> AGM were read out.

The Chairman advised that the Company had taken all efforts to ensure a smooth live stream, however the quality of the broadcast could be affected by the participants' own internet bandwidth connection and stability.

The Meeting was informed that the Chairman would take the Meeting through each item on the Agenda, followed by a question and answer ("**Q&A**") session. Shareholders, corporate representatives and proxies could exercise their rights to speak or communicate in a virtual meeting by transmitting their questions or comments in real time during the Meeting.

The Meeting was further informed that the Company endeavour to respond to all questions and any unattended questions or remarks submitted by shareholders, corporate representatives or proxies would be responded to via email after the conclusion of the Meeting.

The Chairman informed that SS E Solutions Sdn. Bhd. was appointed as the poll administrator.

The Meeting noted on the voting procedure as explained by the step-by-step guide together with a short audio clip on the online voting module within the e-Portal.

The Meeting further noted that only members whose names appeared in the Record of Depositors on 16 June 2021 were eligible to attend 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.

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**1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON ("AFS")**

The first item on the Agenda was to receive the AFS.

This Agenda was meant for discussion only as pursuant to the Section 340(1)(a) of the Companies Act 2016, the AFS did not require a formal approval by the shareholders. Hence, it was not put forward for voting.

The Chairman declared that the AFS, be received.

**2.0 RE-ELECTION OF MR. SUKUMARAN A/L K.S. NAIR, THE DIRECTOR WHO RETIRE PURSUANT TO CLAUSE 21.6 OF THE COMPANY'S CONSTITUTION**

The second item on the Agenda was to re-elect Mr. Sukumaran A/L K.S. Nair, the Director who was retiring at the Meeting pursuant to Clause 21.6 of the Company's Constitution and being eligible, had offered himself for re-election.

**3.0 APPROVAL OF THE PAYMENT OF DIRECTORS' FEES TO THE NON-EXECUTIVE DIRECTOR AMOUNTING TO RM6,000.00 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021**

The next item on the Agenda was to approve the payment of Directors' fees to the Non-Executive Director amounting to RM6,000.00 (Ringgit Malaysia: Six Thousand only) for the financial year ending 31 December 2021.

**4.0 RE-APPOINTMENT OF MESSRS. STYL ASSOCIATES PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS TO DETERMINE THEIR REMUNERATION**

The next item on the Agenda was to re-appoint Messrs. STYL Associates PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.

The Meeting noted that Messrs. STYL Associates PLT had indicated their willingness to continue in office as Auditors of the Company.

**5.0 SPECIAL BUSINESS**

**(i) SPECIAL RESOLUTION**

**- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

The next item on the Agenda was to approve the Special Resolution in respect of the Proposed Amendments to the Constitution of the Company.

The Meeting noted that the Proposed Amendments to the Constitution of the Company were made to primarily be in line with the Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad.

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**(ii) ORDINARY RESOLUTION**

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

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The next item on the Agenda was to approve the Ordinary Resolution in respect of the Authority to Issue and Allot Shares pursuant to the Companies Act 2016.

The Meeting noted that the proposed adoption of this Ordinary Resolution was primarily to give flexibility to the Board of Directors authority to issue and allot shares at any time to such persons in their absolute discretion, for the purpose of funding future investment, projects, working capital and/or acquisitions.

**6.0 ANY OTHER BUSINESS**

The Meeting noted that no notice had been received to transact any other ordinary business.

**Q&A SESSION**

The Meeting noted that there was no question being raised during the Meeting and proceeded to the polling process.

**POLLING PROCESS**

At this juncture, the step-by-step guide together with a short audio clip on the online voting module within the e-Portal was played again.

The Chairman announced that poll voting would be closed in ten (10) minutes and the Meeting would then be adjourned at 3:15 p.m. for the poll administrator to tabulate the poll results.

**ANNOUNCEMENT OF POLL RESULTS**

The Meeting resumed at 3:27 p.m. and the results of the poll voting were as follows: -

Resolutions	Voted for		Voted against	
	No. of shares	%	No. of shares	%
<b><u>Ordinary Resolution 1</u></b> To re-elect Mr. Sukumaran A/L K.S. Nair, who retire pursuant to Clause 21.6 of the Company's Constitution.	153,742,000	100.00	0	0.00

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Resolutions	Voted for		Voted against	
	No. of shares	%	No. of shares	%
<b><u>Ordinary Resolution 2</u></b> To approve the payment of Directors' fees to the Non-Executive Director amounting to RM6,000.00 for the financial year ending 31 December 2021.	153,742,000	100.00	0	0.00
<b><u>Ordinary Resolution 3</u></b> To re-appoint Messrs. STYL Associates PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	153,742,000	100.00	0	0.00
<b><u>Special Resolution 1</u></b> Proposed amendments to the Constitution of the Company.	153,742,000	100.00	0	0.00
<b><u>Ordinary Resolution 4</u></b> Authority to issue and allot shares pursuant to the Companies Act 2016.	153,742,000	100.00	0	0.00

Based on the results of the poll voting, the Chairman declared that the following resolutions as **CARRIED**: -

**ORDINARY RESOLUTION 1**

*"THAT the retiring Director, Mr. Sukumaran A/L K.S. Nair who retired as a Director pursuant to Clause 21.6 of the Company's Constitution, being eligible for re-election, be re-elected to serve on the Board of Directors of the Company."*

**ORDINARY RESOLUTION 2**

*"THAT the payment of Directors' fees to the Non-Executive Director amounting to RM6,000.00 for the financial year ending 31 December 2021 be and is hereby approved."*

**ORDINARY RESOLUTION 3**

*"THAT Messrs. STYL Associates PLT be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that authority be and is hereby given to the Directors to determine their remuneration."*

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**SPECIAL RESOLUTION 1**

**- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

*"THAT the proposed amendments to the Constitution of the Company as set out in **"Appendix A"** be and are hereby approved with immediate effect.*

*AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient with full powers to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities to give full effect to the foregoing."*

**ORDINARY RESOLUTION 4**

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

*"THAT subject to the passing of the Special Resolution 1, the Companies Act 2016 ("**Act**"), the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") and approvals of the relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the Company from time to time at such price, upon such terms and conditions, and for such purposes and to such person or persons whomsoever as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution must be not more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities;*

*AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."*

**CONCLUSION**

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

The Meeting concluded at 3:30 p.m. with a vote of thanks to the chair.

SIGNED AS A CORRECT RECORD

-duly signed-

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CHE AHMAD FARISI BIN CHE HUSIN  
CHAIRMAN OF THE MEETING

Dated: 23 June 2021