

KEY MATTERS DISCUSSED AT 16TH AGM

Minutes of the Sixteenth Annual General Meeting (“AGM”) of the company conducted on a virtual basis through live streaming and online remote voting via the remote participation and voting (“RPV”) facilities hosted on the virtualeagm e-portal at www.vpoll.com.my (domain registration no. D1a457149) provided by Ai Smartual Learning Sdn. Bhd. In Malaysia on Thursday, 30 June 2022 at 10.00 a.m.

MEETING AGENDA

To receive the audited financial statements of the company and of the group for the financial year ended 31 December 2021 together with the reports of the directors and auditors

The audited financial statements of the company and of the group for the financial year ended 31 december 2021 together with the reports of the directors and auditors thereon (“audited financial statements”) were tabled in accordance with section 340 of the companies act, 2016. The chairman informed that the board of directors would be pleased to deal with any questions from members on the audited financial statement.

Ordinary Resolution 1:

To re-elect Dato’ Dr. Haji Sohaimi Bin Shahadan who is retiring by rotation pursuant to clause 107 of the company’s constitution and being eligible, has offered himself for re-election.

The chairman informed that the next agenda was to re-elect Dato’ dr. Haji Sohaimi bin Shahadan, who retire pursuant to clause 107 of the company’s constitution. There being no questions raised by the members, the chairman proceeded with the next agenda of the meeting.

Ordinary Resolution 2:

To re-elect Dato’ Lim Thiam Huat is retiring by rotation pursuant to clause 107 of the company’s constitution and being eligible, has offered himself for re-election.

The chairman informed that the next agenda was to re-elect Dato’ Lim Thiam Huat, who retire pursuant to clause 107 of the company’s constitution. There being no questions raised by the members, the chairman proceeded with the next agenda of the meeting.

Ordinary Resolution 3:

To approve the payment of directors’ fees and other benefits up to RM550,000 to be divided amongst the directors in such manner as the directors may determine for the period from the conclusion of the 16th AGM of the company until the conclusion of the next 17th AGM of the company in year 2023.

The chairman informed that the next agenda was to approve an amount of up to RM550,000 as directors’ fees and benefits payable to the non-executive directors for the period from the conclusion of the 16th AGM of the company until the conclusion of the next 17th AGM of the company in year 2023. There being no questions raised by the members, the chairman proceeded with the next agenda of the meeting.

Ordinary Resolution 4:

To re-appoint Messrs. UHY as auditors of the company for the ensuing year and to authorise the directors to fix their remuneration.

The chairman informed that the agenda was to re-appoint Messrs. UHY as auditors of the company and to authorised the directors to determine their remuneration. The meeting was informed that Messrs. UHY have indicated their willingness to continue in office as auditors of the company. There being no questions raised by the members, the chairman proceeded with the next agenda of the meeting.

Ordinary Resolution 4:
Authority to allot and issue shares in general pursuant to sections 75 and 76 of the companies act, 2016

The chairman informed that the next agenda was to provide mandate to directors to allot and issue shares pursuant to sections 75 and 76 of the companies, 2016. The rationale of the resolution was to provide flexibility for the directors to allot and issue shares for such purposes as the directors considers to be in the best interest of the company, without having to convene separate general meetings, subject to the limitation that the aggregate number of shares to be allotted and issued does not exceed 20% of the issued share capital of the company, which is in accordance with the additional temporary relief measures granted by bursa Malaysia securities Berhad vide its letter dated 16 April 2020 and its subsequent letter dated 23 December 2021, and the company's constitution. There being no questions raised by the members, the chairman proceeded with the next agenda of the meeting.

Declaration of results

Upon completion of the polling process at 10.38 a.m., the Chairman informed that he had received the poll result from the Scrutineer. The result of the poll was tabulated and displayed on the screen as follows:-

Resolutions	VOTED FOR		VOTED AGAINST		Results
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 1	432,157,772	99.9921	34,022	0.0079	Carried
Ordinary Resolution 2	432,157,772	99.9921	34,022	0.0079	Carried
Ordinary Resolution 3	432,151,788	99.9976	10,438	0.0024	Carried
Ordinary Resolution 4	424,051,172	98.1164	8,140,622	1.8836	Carried
Ordinary Resolution 5	424,074,756	98.1220	8,116,622	1.8780	Carried