

Minutes of the Second Annual General Meeting (“2nd AGM” or “Meeting”) of Sunmow Holding Berhad (“SHB” or “Company”, and references to “SHB Group” or “Group” are to SHB and its subsidiaries) conducted as a fully virtual meeting via the online platform at www.vpoll.com.my (Domain Registration No. with MyNIC Berhad: D1A457149) provided by AI Smartual Learning Sdn. Bhd. in Malaysia on Saturday, 25 June 2022 at 10.00 am.

| | | |
|----------------------|--|---|
| Directors present: | Lee Yew Chen (“LYC”)* Kong Chiong Ung* Kong Chiong Miew* Kio Fook Khan | - Chairman of the Meeting, Director - Director - Director - Director |
| Secretaries present: | Wong Yen Lee Tan Kean Wai Chong Fui Min Hoo Kah Ming | - Company Secretary - Assistant to the Company Secretary - Assistant to the Company Secretary - Assistant to the Company Secretary |
| Members present: | Comprising shareholders, proxies and/or corporate/authorised representatives) - as per attendance list | |
| Others present: | Invitees - as per attendance list | |
| Quorum: | Satisfied (minimum of 2 members required) | |
| Call to order: | 10.00 am with LYC presiding | |

** Also holding direct and/or indirect interests in the Company*

1.0 WELCOME ADDRESS

1.1 The Chairman of the Meeting (“Chairman”) welcomed all the participants of the 2nd AGM.

2.0 QUORUM

2.1 With the quorum being present pursuant to the Company’s Constitution, the Chairman declared the Meeting duly constituted.

3.0 NOTICE OF MEETING

3.1 The Notice of 2nd AGM dated 03 June 2022, having been given to shareholders in accordance with the provisions of the Companies Act 2016 and the Constitution of the Company within the prescribed period, was taken as read.

4.0 REMOTE E-VOTING BY POLL

4.1 The Chairman informed the Meeting that:

- all the resolutions set out in the Notice of Meeting were ordinary resolutions, and required support from more than 50% of the members present and do vote
- according to Clause 69 of the Constitution of the Company, at every general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or immediately after the declaration of the result of the show of hands, a poll is demanded. In accordance thereto, the Chairman had pursuant to Section 330 of the Companies Act 2016, and Clause 69.1 of the Constitution of the Company, exercised his right to demand voting by polls on the resolutions set out in the Notice of 2nd AGM

- the Company had appointed AI Smartual Learning Sdn. Bhd. (“AISL”) as the poll administrator to administrate the remote e-voting process via Remote Participation and Voting Facilities
- the remote e-voting was accessible from 10.00 am until the announcement of completion of the voting session
- Questions & Answer (“Q&A”) session would be opened after all resolutions set out in the Notice of 2nd AGM have been put to the Meeting.

4.2 The Chairman then invited the representative from AISL to brief the participants on the remote e-voting procedures. The video recording on the remote e-voting procedures was then played for the viewing of the members.

5.0 TO LAY THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

5.1 The Chairman informed the Meeting that pursuant to Section 340 of the Companies Act 2016 (“CA2016”), the Audited Financial Statements for the financial year ended 31 December 2021 (“AFS-21”) of the Company did not require shareholders’ approval and henceforth item 1 of the Agenda was meant for discussion only and was not put forward for voting.

**6.0 ORDINARY RESOLUTION 1
TO RE-ELECT KONG CHIONG MIEW, THE DIRECTOR WHO RETIRES
PURSUANT TO CLAUSE 86.1 OF THE CONSTITUTION OF THE COMPANY**

6.1 The Chairman put the following Ordinary Resolution 1 to the Meeting for consideration:

“THAT the retiring Director, Kong Chiong Miew, being eligible for re-election, be and is hereby re-elected as a Director of the Company.”

**7.0 ORDINARY RESOLUTION 2
TO RE-APPOINT MESSRS CROWE MALAYSIA PLT AS AUDITORS OF THE COMPANY
FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022 AND TO AUTHORISE THE
BOARD OF DIRECTORS TO FIX THEIR REMUNERATION**

7.1 The Chairman put the following Ordinary Resolution 2 to the Meeting for consideration:

“THAT M/s Crowe Malaysia PLT be and are hereby re-appointed as Auditors of the Company for the financial year ending 31 December 2022 and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration.”

**8.0 ORDINARY RESOLUTION 3
TO APPROVE THE DIRECTORS’ FEES OF SUNMOW HOLDING BERHAD AND ITS
SUBSIDIARIES OF RM150,000 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021
TO BE DIVIDED AMONGST THE DIRECTORS IN SUCH MANNER AS THEY MAY
DETERMINE**

8.1 The Chairman put the following Ordinary Resolution 3 to the Meeting for consideration:

“THAT the payment of Directors’ fees of Sunmow Holding Berhad and its subsidiaries of RM150,000 for the financial year ended 31 December 2021 to be divided amongst the Directors in such manner as they may determine be approved..”

**9.0 ORDINARY RESOLUTION 4
TO APPROVE THE DIRECTORS' FEES OF SUNMOW HOLDING BERHAD AND ITS
SUBSIDIARIES NOT EXCEEDING RM200,000 FOR THE FINANCIAL YEAR ENDING 31
DECEMBER 2022 TO BE DIVIDED AMONGST THE DIRECTORS IN SUCH MANNER AS
THEY MAY DETERMINE**

9.1 The Chairman put the following Ordinary Resolution 4 to the Meeting for consideration:

“THAT the payment of Directors’ fees of Sunmow Holding Berhad and its subsidiaries not exceeding RM200,000 for the financial year ending 31 December 2022 to be divided amongst the Directors in such manner as they may determine be approved.”

**10.0 ORDINARY RESOLUTION 5
TO APPROVE THE DIRECTORS' BENEFITS OF SUNMOW HOLDING BERHAD UP TO
AN AMOUNT OF RM24,000 FOR THE PERIOD FROM 26 JUNE 2022 UNTIL THE NEXT
ANNUAL GENERAL MEETING OF THE COMPANY**

10.1 The Chairman put the following Ordinary Resolution 5 to the Meeting for consideration:

“THAT the payment of the Directors’ benefits by Sunmow Holding Berhad up to an amount of RM24,000 for the period from 26 June 2022 until the next Annual General Meeting be approved.”

**11.0 ORDINARY RESOLUTION 6
APPROVAL FOR ALLOTMENT OF SHARES OR GRANT OF RIGHTS**

11.1 The Chairman put the following Ordinary Resolution 6 to the Meeting for consideration:

“THAT subject to all the applicable laws and regulations, the Directors of the Company (“Directors”) be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue shares of the Company at any time at such price, upon such terms and conditions and for such purposes as the Directors in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force, to such persons as the Directors deem fit and appropriate, PROVIDED that the aggregate number of shares issued pursuant to this approval must be not more than 100% of the total number of issued shares of the Company, 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 the approval for the listing of and quotation for the additional shares so allotted and issued on Bursa Malaysia Securities Berhad.”

12.0 TO TRANSACT ANY OTHER ORDINARY BUSINESS

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

13.0 QUESTIONS & ANSWERS SESSION

13.1 There were no questions from the floor, and the Chairman declared the Q&A session closed.

14.0 AFS-21

- 14.1 The Chairman then declared that the AFS-21 together with the reports of the Director and Auditors thereon, were properly laid and received by the Members present in accordance with the CA2016.

15.0 REMOTE E-VOTING PROCESS

- 15.1 There being no further discussion, the Chairman advised the members that the remote e-voting session would be closed in 5 minutes and members who have yet to cast their votes were reminded to do so. Thereafter, the poll would be closed. The votes cast would be counted by the Poll Administrator, and the Board would provide the poll results as soon as they were available.
- 15.2 The Chairman then adjourned the Meeting for remote e-voting.

16.0 ANNOUNCEMENT OF POLL RESULTS

- 16.1 With the quorum being present pursuant to the Company's Constitution, the Chairman called the 2nd AGM to resume at 10.37 am for declaration of the results of the poll.
- 16.2 The poll results as set out in "Annex A" annexed hereto were displayed on the screen for the members' information. Based on the said poll results, the Chairman declared that all resolutions as set out in the Notice of 2nd AGM and put to the Meeting for consideration, were duly carried.

17.0 TERMINATION

- 17.1 There being no other business, the Chairperson concluded the Meeting at 10.45 am and thanked all present for their attendance.

Signed as a correct record,

LEE YEW CHEN
Chairman of the Meeting

Date: 26 April 2023

“Annex A”

SUNMOW HOLDING BERHAD
 No. 142, First Floor, Jalan Tun Ahmad Zaidi, Park City, Bintulu, Bintulu, Malaysia, Sarawak, 97000

| No | Resolutions | Title | Voted For | | | Voted Against | | | Total | | | Result |
|----|-------------|--|-------------|----------|---------------|---------------|--------|---------------|-------------|----------|---------------|--------|
| | | | No of Units | % | No of records | No of Units | % | No of records | No of Units | % | No of records | |
| 1 | ORDINARY | To re-elect Kong Chiong Miew who retires pursuant to Clause 86.1 of the Constitution of the Company and being eligible, has offered himself for re-election | 200333900 | 100.0000 | 29 | 0 | 0.0000 | 0 | 200333900 | 100.0000 | 29 | FOR |
| 2 | ORDINARY | To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Board of Directors to fix their remuneration | 200333900 | 100.0000 | 29 | 0 | 0.0000 | 0 | 200333900 | 100.0000 | 29 | FOR |
| 3 | ORDINARY | To approve the Directors' fees of Sunmow Holding Berhad and its subsidiaries of RM150,000 for the financial year ended 31 December 2021 to be divided amongst the Directors in such manner as they may determine | 200333900 | 100.0000 | 29 | 0 | 0.0000 | 0 | 200333900 | 100.0000 | 29 | FOR |
| 4 | ORDINARY | To approve the Directors' fees of Sunmow Holding Berhad and its subsidiaries not exceeding RM200,000 for the financial year ending 31 December 2022 to be divided amongst the Directors in such manner as they may determine | 200333900 | 100.0000 | 29 | 0 | 0.0000 | 0 | 200333900 | 100.0000 | 29 | FOR |
| 5 | ORDINARY | To approve the Directors' benefits of Sunmow Holding Berhad up to an amount of RM24,000 for the period from 26 June 2022 until the next Annual General Meeting of the Company | 200213900 | 100.0000 | 27 | 0 | 0.0000 | 0 | 200213900 | 100.0000 | 27 | FOR |
| 6 | ORDINARY | Approval for Allotment of shares or Grant of rights | 200157900 | 100.0000 | 25 | 0 | 0.0000 | 0 | 200157900 | 100.0000 | 25 | FOR |

