

**PESONA METRO HOLDINGS BERHAD**  
**(201101029741) (957876-T)**  
(Incorporated in Malaysia)

**MINUTES OF THE 12<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY CONDUCTED VIRTUALLY THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT TRICOR BUSINESS CENTRE, GEMILANG ROOM, UNIT 29-02, LEVEL 29, TOWER A, VERTICAL BUSINESS SUITE, AVENUE 3, BANGSAR SOUTH, NO. 8, JALAN KERINCHI, 59200 KUALA LUMPUR, MALAYSIA ON WEDNESDAY, 28 JUNE 2023 AT 10.30 A.M.**

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Present at the broadcast venue : Dato’ Sri Lee Tuck Fook - Chairman  
Mr Loh Kong Fatt  
Mr Wie Hock Beng  
Mr Wie Hock Kiong  
Puan Salwa Binti Shamshuddin  
Mr Chong Kien Eng - Chief Financial Officer (“CFO”)  
Ms Te Hock Wee - Company Secretary

Participated via video conference : Ms Teoh Wei Yien } Representing UHY, the  
Ms Siw Jing Wun } External Auditors (“EA”)

The shareholders/corporate representatives/proxies who attended the 12<sup>th</sup> AGM remotely via Remote Participation and Voting (“RPV”) facilities are as per the Summary of Attendance List.

**1. CHAIRMAN**

Dato’ Sri Lee Tuck Fook, the Board Chairman welcomed all shareholders, proxies and invitees who participated in the 12<sup>th</sup> AGM of the Company.

The Chairman then introduced the members of the Board, the CFO, the Company Secretary and the EA to the attendees.

**2. QUORUM**

The Chairman informed that for a virtual general meeting, the quorum would be determined by the number of members who logged-in at the commencement of the meeting. Upon confirming the presence of the requisite quorum, the Chairman called the meeting to order.

**3. NOTICE OF MEETING**

The notice of the 12<sup>th</sup> AGM dated 28 April 2023 (“the Notice”), having been circulated to all the shareholders of the Company within the prescribed period, was taken as read.

**4. POLLING PROCEDURE AND ADMINISTRATIVE MATTERS**

The Chairman informed the meeting that all resolutions set out in the Notice must be voted by poll pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Chairman further informed that the Company had appointed Tricor Investor & Issuing House Services Sdn. Bhd. as Poll Administrator to facilitate the poll voting process and Asia Securities Sdn. Berhad as independent scrutineer to verify the poll results. Pursuant to the Constitution of the Company, the Chairman demanded for a poll to be conducted on all resolutions set forth in the Notice.

The guide on the remote voting procedures and the manner to pose questions at the meeting through the RPV application were then presented to the shareholders and proxies.

**5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon (“AFS 2022”), having been circulated to all the shareholders of the Company within the statutory period, were tabled to the meeting for discussion.

The Chairman informed the meeting that the AFS 2022 were meant for discussion only as the Companies Act 2016 does not require a formal approval of the shareholders. Hence, it was not put forward for voting. He further informed that questions raised by the shareholders or proxies were to be addressed during the Questions and Answers (“Q&A”) session, after all items on the agenda were dealt with.

There being no objections, the Chairman declared that the AFS 2022 were duly received by the shareholders.

**6. ORDINARY RESOLUTIONS 1 TO 5**

The Chairman went through each of the motions set out in the Notice.

**7. Q&A SESSION**

The Chairman informed the meeting that the Company had not received any notice from shareholders for other business to be transacted at this meeting in accordance with the Constitution of the Company and the Companies Act 2016.

Accordingly, the meeting continued with the Q&A session. All questions posed by the shareholders or proxies were addressed by the Board, as detailed below:-

**(1) How minimum wage policy affects the Company?**

Response from the Company:-

The imposition of a minimum wage by the Government had increased the cost of doing business of the Company, however, the impact is not significant.

**(2) Request for door gift/ e-wallet / e-voucher.**

Response from the Company:-

The Board appreciates the participation of the shareholders at the meeting but has taken the decision not to give any door gift/ e-voucher.

**(3) Request for a printed copy of Annual Report.**

Response from the Company:-

The Share Registrar will send the Annual Report to the shareholder by ordinary post as soon as possible. Shareholders may also request for a printed copy of the Annual Report 2022 via TIIH Online website at <https://tiih.online> by selecting “Request for Annual Report” under the “Investor Services”. Alternatively, shareholders may also make such request by completing and submitting the “Annual Report Printed Copy Request Form” to the Company’s head office.

- (4) **What will be the outlook for FY2023? Will the Company continue to make losses as in the last few years?**

Response from the Company:-

The Company has undergone the challenges over the past 2 years due to the pandemic. The Company has secured several projects in 2023 and is more encouraged about the financial performance of the Company for FY2023.

**8. POLL VOTING SESSION**

After dealing with all questions raised, the shareholders and proxies were invited to cast their votes via RPV application.

Upon the closing of the voting session, the meeting proceeded for the tabulation of the poll results.

**9. ANNOUNCEMENT OF POLL RESULTS**

The poll results obtained from the independent scrutineer were presented to the meeting. The Chairman declared that all resolutions set out in the Notice were duly passed by the shareholders of the Company, as follows:-

**ORDINARY RESOLUTION 1**

**PAYMENT OF DIRECTORS' FEES OF RM384,000.00 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023, TO BE PAID QUARTERLY IN ARREARS**

By a vote of 243,253,613 shares (representing 99.9381%) voted for and 150,614 shares (representing 0.0619%) voted against the resolution, it was **RESOLVED:-**

THAT the payment of Directors' fees of RM384,000.00 for the financial year ending 31 December 2023, to be paid quarterly in arrears, be and is hereby approved.

**ORDINARY RESOLUTION 2**

**PAYMENT OF DIRECTORS' BENEFITS UP TO AN AGGREGATE AMOUNT OF RM35,000.00 FOR THE PERIOD FROM 28 JUNE 2023 UNTIL THE NEXT AGM OF THE COMPANY**

By a vote of 243,253,207 shares (representing 99.9380%) voted for and 151,020 shares (representing 0.0620%) voted against the resolution, it was **RESOLVED:-**

THAT the payment of Directors' benefits up to an aggregate amount of RM35,000.00 for the period from 28 June 2023 until the next AGM of the Company be and is hereby approved.

**ORDINARY RESOLUTION 3**

**RE-ELECTION OF DIRECTOR – DATO' SRI LEE TUCK FOOK**

By a vote of 243,293,313 shares (representing 99.9544%) voted for and 110,914 shares (representing 0.0456%) voted against the resolution, it was **RESOLVED:-**

THAT Dato' Sri Lee Tuck Fook, who retired in accordance with Clause 76(3) of the Constitution of the Company, be and is hereby re-elected as Director of the Company.

**ORDINARY RESOLUTION 4**  
**RE-ELECTION OF DIRECTOR – MR WIE HOCK KIONG**

By a vote of 243,293,213 shares (representing 99.9544%) voted for and 111,014 shares (representing 0.0456%) voted against the resolution, it was **RESOLVED:-**

THAT Mr Wie Hock Kiong, who retired in accordance with Clause 76(3) of the Constitution of the Company, be and is hereby re-elected as Director of the Company.

**ORDINARY RESOLUTION 5**  
**RE-APPOINTMENT OF AUDITORS**

By a vote of 243,294,713 shares (representing 99.9550%) voted for and 109,614 shares (representing 0.0450%) voted against the resolution, it was **RESOLVED:-**

THAT UHY be and are hereby re-appointed as Auditors of the Company for the ensuing year AND THAT the Board of Directors be authorised to fix their remuneration.

**10. CLOSURE**

The meeting concluded at 11.08 a.m. with a vote of thanks to the Chair.

**SIGNED AS A CORRECT RECORD**

**CHAIRMAN**

Dated: 3 August 2023