

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

MINUTES OF THE 13TH ANNUAL GENERAL MEETING (“AGM”) OF PESONA METRO HOLDINGS BERHAD (“PESONA METRO” OR “THE COMPANY”) HELD AT THE VERTICAL, CONNEXION CONFERENCE & EVENT CENTRE, THE ZENITH (LEVEL M1), BANGSAR SOUTH CITY, NO. 8, JALAN KERINCHI, 59200 KUALA LUMPUR, MALAYSIA ON FRIDAY, 28 JUNE 2024 AT 10.30 A.M.

- Present : Dato’ Sri Lee Tuck Fook (Independent Non-Executive Chairman)
Mr Wie Hock Beng (Group Managing Director) – also a shareholder
: Mr Wie Hock Kiong (Non-Independent Non-Executive Director) (“Mr Wie HK”)
Mr Loh Kong Fatt (Independent Non-Executive Director)
: Puan Salwa Binti Shamshuddin (Independent Non-Executive Director)
- In Attendance : Ms Te Hock Wee - Company Secretary
- By Invitation : Mr Chong Kien Eng - Chief Financial Officer (“CFO”)
: Ms Teoh Wei Yien - Representing UHY, the External Auditors of the Company (“EA”)
: Dr. Yong Mun Ching
: Mr Yeong Yok Hoong

The shareholders/corporate representatives/proxies who attended the 13th AGM 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 attended the 13th AGM of the Company.

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

2. QUORUM

With the requisite quorum being present, the Chairman called the meeting to order at 10.30 a.m.

3. NOTICE OF MEETING

The notice of the 13th AGM dated 30 April 2024 (“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 the Poll Administrator to facilitate the poll voting process and Scrutineer Solutions Sdn. Bhd. as 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.

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon ("AFS 2023"), 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 shareholders that the AFS 2023 were laid for discussion purposes only as the Companies Act 2016 does not require a formal approval of the shareholders. Hence, it was not put forward for voting.

The Chairman then invited questions from the shareholders in respect of the AFS 2023. All questions posted by the shareholders or proxies were responded by Mr Wie HK and/or the Chairman:-

- (1) **What is the reason for the low share price of the Company? Any plans to improve it?**

Pesona Metro's response:-

The Board acknowledged the low share price of the Company over the years. Nevertheless, Pesona Metro had achieved a notable financial turnaround, transitioning from three consecutive years of losses to profitability. The management remains focused on strengthening the core business operations of the Company and believes these efforts would contribute to a higher share price in the long term.

- (2) **What is the Company's future outlook and prospect?**

Pesona Metro's response:-

The Company has successfully sailed through its most challenging period of low financial performance. Positive signs of recovery can be seen from the financial results of the Company for the financial year ended 31 December 2023. It is important to note that the Concessionaire Division continues to deliver consistent and stable revenue and profit, thus reinforcing its importance within the Group's diversified portfolio. The management will continue to explore diversification opportunities to further enhance the Group's financial performance and ensure sustainable growth.

- (3) **Request for a presentation covering the Group's corporate strategies, financial performance, future prospects, and other relevant topics.**

Pesona Metro's response:-

The Board took note of the suggestion and will consider including a comprehensive presentation on the Group's corporate strategies, financial performance, future prospects, and other relevant topics during general meetings moving forward.

- (4) **Will diversification impact the Group's principal business? Would it be more realistic for the Company to focus on the current challenges facing by its principal business?**

Pesona Metro's response:-

The Company will focus on addressing the challenges facing by its principal business. Notwithstanding that, the Company will continue to explore and evaluate strategic opportunities which are relevant to the Company's experience and

expertise. Any strategic decisions will only be made after due consideration by the Board of Directors and in the best interest of the Company.

After dealing with all the questions raised, the Chairman declared that the AFS 2023 had been properly laid and received by the shareholders.

6. ORDINARY RESOLUTIONS 1 TO 6

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

7. POLL VOTING SESSION

After going through all the motions set out in the Notice, the shareholders and proxies were invited to cast their votes at the voting kiosk set up in the meeting room.

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

8. ANNOUNCEMENT OF POLL RESULTS

The poll results obtained from the independent scrutineers 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 2024, TO BE PAID QUARTERLY IN ARREARS

By a vote of 408,040,322 shares (representing 99.9998%) voted for and 720 shares (representing 0.0002%) voted against the resolution, it was **RESOLVED:-**

THAT the payment of Directors' fees of RM384,000.00 for the financial year ending 31 December 2024, 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 2024 UNTIL THE NEXT AGM OF THE COMPANY

By a vote of 408,040,322 shares (representing 99.9998%) voted for and 720 shares (representing 0.0002%) 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 2024 until the next AGM of the Company be and is hereby approved.

ORDINARY RESOLUTION 3

RE-ELECTION OF DIRECTOR – MR WIE HOCK BENG

By a vote of 408,040,422 shares (representing 99.9998%) voted for and 620 shares (representing 0.0002%) voted against the resolution, it was **RESOLVED:-**

THAT Mr Wie Hock Beng, 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 – PUAN SALWA BINTI SHAMSUDDIN

By a vote of 408,040,422 shares (representing 99.9998%) voted for and 620 shares (representing 0.0002%) voted against the resolution, it was **RESOLVED:-**

THAT Puan Salwa Binti Shamsuddin, 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 408,040,422 shares (representing 99.9998%) voted for and 620 shares (representing 0.0002%) 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.

ORDINARY RESOLUTION 6
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

By a vote of 408,024,222 shares (representing 99.9959%) voted for and 16,820 shares (representing 0.0041%) voted against the resolution, it was **RESOLVED:-**

THAT subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, to such persons and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be authorised to do all such things as they deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting the Company held after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is the earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.

9. CLOSURE

The meeting concluded at 11.20 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

CHAIRMAN

Dated: 9 August 2024