

NETX HOLDINGS BERHAD

Company Registration No. 200001030834 (533441-W)
(Incorporated in Malaysia)

MINUTES OF THE TWENTY-SECOND (22ND) ANNUAL GENERAL MEETING OF NETX HOLDINGS BERHAD (“NETX” OR “THE COMPANY”) HELD BY WAY OF VIRTUAL BASIS FROM THE BROADCAST VENUE AT LOT 4.1, LEVEL 4, MENARA LIEN HOE, NO. 8, PERSIARAN TROPICANA, TROPICANA GOLF & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON TUESDAY, 2 MAY 2023 AT 10.00 A.M.

Directors Present : Mr. Tan Sik Eek
Mr. Yong Ket Inn
Mr. Chen Chee Peng
Ms. Ong Siew Min (*via video conferencing*)

In Attendance : Ms. Lee Shiah Mun
Mr. Thai Kian Yau (*Company Secretary*)
Jazz Chuah Bee Hwa (*Silver Ocean Management Sdn. Bhd.*)

Shareholders / Proxies Present : As per the attendance list

1. CHAIRMAN

With the consent of the meeting, Mr. Yong Ket Inn (“Mr. Yong” or “the Chairman”), the Non-Independent Non-Executive Director of the Company, presided at the meeting and welcomed the members to the Twenty-Second (22nd) Annual General Meeting (“22nd AGM”) of the Company.

2. QUORUM

There being a quorum present at the meeting, the Chairman declared the meeting duly convened at 10.00 a.m.

3. NOTICE

With the consent of the meeting, the Notice of 22nd AGM dated 31 March 2023 (“Notice”) convening the meeting having been circulated within the prescribed period was taken as read.

4. PRELIMINARY

The Chairman informed the meeting that the 22nd AGM will be conducted by way of virtual basis and online remote voting using the Remote Participation and Voting (“RPV”) facilities.

Before proceeding with the agendas of the meeting, a short system briefing on the voting process using the RPV facilities was shown during the meeting and duly noted by the shareholders.

At the same time, the Chairman invited the management to present a snapshot of the business activities of NetX Group for the shareholders' information.

The Chairman then briefed the meeting that pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company must ensure that any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, is voted by poll. At the same time, the Company must appoint at least one (1) scrutineer to validate the votes cast at the general meeting. Such scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process.

With the consent and approval of the meeting, the Chairman informed that the polling process for all the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the 22nd AGM.

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2022

The Audited Financial Statements of the Company and of the Group for the financial year ended 30 November 2022, together with the Reports of the Directors and Auditors thereon ("Audited Financial Statements") was tabled during the meeting for the shareholders' discussion.

The Chairman informed the meeting that the Audited Financial Statements of the Company is meant for discussion only as Section 340(1) of the Companies Act, 2016 provides that the Audited Financial Statements are to be laid in the general meeting. In relation thereto, the Audited Financial Statements of the Company is not put forward for voting. As such, the Chairman concluded that the Audited Financial Statements submitted to the meeting were duly noted and received.

6. ORDINARY RESOLUTION 1
PAYMENT OF DIRECTORS' FEES AND BENEFITS

The Chairman informed that Ordinary Resolution 1 is to approve the payment of the Directors' fees and benefits to the Non-Executive Directors of the Company.

The following resolution was put to the shareholders for consideration:

"THAT the payment of Directors' fees and benefits of up to RM500,000.00 to the Non-Executive Directors of the Company for their services from 2 May 2023 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved."

7. ORDINARY RESOLUTION 2
RE-ELECTION OF MR. TAN SIK EEK

The Chairman informed that Ordinary Resolution 2 is to re-elect Mr. Tan Sik Eek, who retires pursuant to Clause 115 of the Company's Constitution and being eligible, had offered himself for re-election.

The following resolution was put to the shareholders for consideration:

“THAT Mr. Tan Sik Eek, who is retiring pursuant to Clause 115 of the Company’s Constitution, be re-elected as a Director of the Company.”

**8. ORDINARY RESOLUTION 3
RE-ELECTION OF MR. CHEN CHEE PENG**

The Chairman informed that Ordinary Resolution 3 is to re-elect Mr. Chen Chee Peng, who retires pursuant to Clause 125 of the Company’s Constitution and being eligible, had offered himself for re-election.

The following resolution was put to the shareholders for consideration:

“THAT Mr. Chen Chee Peng, who is retiring pursuant to Clause 125 of the Company’s Constitution, be re-elected as a Director of the Company.”

**9. ORDINARY RESOLUTION 4
RE-APPOINTMENT OF AUDITORS**

The Chairman informed that Ordinary Resolution 4 is to re-appoint Messrs SBY Partners PLT as the Company’s auditors for the ensuing year and to authorise the Directors to fix their remuneration.

The following resolution was put to the shareholders for consideration:

“THAT Messrs SBY Partners PLT be and is hereby re-appointed as the Company’s auditors for the ensuing year AND THAT the Board of Directors be authorised to determine their remuneration.”

**10. SPECIAL BUSINESS - ORDINARY RESOLUTION 5
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

The Chairman informed that Ordinary Resolution 5 of the meeting is to seek approval from the shareholders to authorise the Directors of the Company to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

The following resolution which was set out in the Notice was put to meeting for consideration:

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 (“the Act”) and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT pursuant to Section 85 of the Act to be read together with Clause 70 of the Constitution of the Company, approval be and is hereby given for the Company to waive the statutory pre-emptive rights of the shareholders and empowered the Directors of the Company to issue and allot new ordinary shares pursuant to Sections 75 and 76 of the Act without offering them to the existing members to maintain their relative voting and distribution right and such new shares shall rank pari passu in all respects with the existing class of ordinary shares.”

11. **SPECIAL BUSINESS – ORDINARY RESOLUTION 6**
PROPOSED NEW SHAREHOLDERS’ MANDATE AND RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)

The Chairman informed that the next item on the agenda is to seek the shareholders’ approval for the Proposed Shareholders’ Mandate, the details of which have been provided in the Company’s Circular to Shareholders dated 31 March 2023.

The following resolution as set out in the Notice was put to the shareholders for consideration:

“THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature with related parties as set out in Section 2.4 of the Circular to Shareholders dated 31 March 2023 for the purposes of Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”), subject to the following:

- (i) the transactions are necessary for the day to day operations of the Company’s subsidiary in the ordinary course of business, at arm’s length, on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and not detrimental to minority shareholders of the Company;
- (ii) the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until:
 - (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340 (2) of the Companies Act, 2016 (“CA”) (but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of CA); or
 - (c) revoked or varied by resolution passed by the shareholders in a general meeting,whichever is the earlier.

(iii) disclosure is made in the annual report of the Company of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the mandate during the current financial year, and in the annual reports for the subsequent financial years during which a shareholder's mandate is in force, where:

- (a) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1.0 million; or
- (b) any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%,

whichever is the higher;

and amongst other, based on the following information:

- (a) the type of the Recurrent Related Party Transactions made; and
- (b) the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationships with NetX Group.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

12. ANY OTHER BUSINESS

After verified and confirmed with the Company Secretary, the Chairman informed that there was no other business to be transacted at the 22nd AGM.

13. QUESTIONS AND ANSWERS DISCUSSED AT THE AGM

The Chairman then invited questions from the shareholders relating to the resolutions tabled at 22nd AGM.

The following questions were raised by the shareholders/proxies and duly replied by the Directors as follows:

Q1 : What is the estimated cost of holding a virtual AGM ?

The estimated cost for holding NETX's virtual AGM is approximately RM10,000.

Q2 : When can the Company expect profitability and dividend payments to shareholders?

The management is working on strategies for profitability in this challenging business environment with increasing interest rate and inflationary environment.

After dealing with the questions raised by the shareholders/proxies, the meeting then proceeded with the proceeding of the polling process.

14. **POLLING PROCESS**

After the shareholders casted their votes, the Chairman, with the consent of the meeting, adjourned the meeting at 10.20 a.m. for the counting and verification of the poll results.

15. **ANNOUNCEMENT OF POLL RESULTS**

At 10.45 a.m., the Chairman called the meeting to order for the declaration of results. He informed that he had received the poll results from the Scrutineers as follows:


Resolutions	Voted	No. of Shareholders	No. of Shares	% of Shares	Result
<u>Ordinary Resolution 1</u> To approve the payment of Directors' fees and other benefits payable to the Directors	For	35	445,235,100	99.9748	Accepted
	Against	4	112,091	0.0252	
<u>Ordinary Resolution 2</u> To re-elect Mr. Tan Sik Eek as Director	For	36	445,235,180	99.9748	Accepted
	Against	3	112,011	0.0252	
<u>Ordinary Resolution 3</u> To re-elect Mr. Chen Chee Peng as Director	For	35	445,235,170	99.9748	Accepted
	Against	4	112,021	0.0252	
<u>Ordinary Resolution 4</u> To re-appoint Messrs SBY Partners PLT as Auditors of the Company and to authorise the Directors to fix their remuneration	For	39	445,348,370	100.0000	Accepted
	Against	3	21	0.0000	
<u>Ordinary Resolution 5</u> To approve the authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016	For	39	445,348,275	100.0000	Accepted
	Against	4	101	0.0000	
<u>Ordinary Resolution 6</u> To approve the Proposed New Shareholders' Mandate and Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature	For	31	211,243,915	99.9470	Accepted
	Against	4	112,091	0.0530	

The Chairman informed that based on the poll results, he thereby declared that all resolutions set out in the Notice of the meeting carried.

16. **TERMINATION**

There being no other business, the meeting ended at 10.50 a.m. with a vote of thanks from the Chairman.

**Confirmed as a correct record of
the proceedings thereat**



Yong Ket Inn
Chairman of the Meeting

