

**EUROSPAN HOLDINGS BERHAD**  
**Company No. 199501022724 (351927-M)**  
(Incorporated in Malaysia)

Minutes of the Twenty Sixth (26th) Annual General Meeting (“AGM”) of Eurospan Holdings Berhad held on a fully virtual basis and entirely via remote participation and voting through the online meeting platform provided by Digerati Technologies Sdn Bhd at <https://agm.digerati.com.my/pasb-online>. (Domain Registration No. D1A119533), Malaysia on Tuesday, 26 October 2021 at 10.00 a.m.

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**PRESENT**

As per attendance list.

**CHAIRMAN**

The Chairman, Mr. Guan Kok Beng, welcomed all members present and thanked them for their attendance at the Company’s 26th Annual General Meeting. He explained that, in view of the COVID-19 pandemic, the Meeting was conducted on fully virtual basis. The Chairman then proceeded to introduce the other Board members, Company Secretary and the auditors’ representative who were all participating remotely via video conference.

**QUORUM**

The Chairman called the meeting to order upon the Secretary’s confirmation of a quorum being present.

**PROCEEDINGS OF MEETING AND VOTING PROCEDURE**

The Chairman explained the proceedings of the meeting and voting procedure. He informed the shareholders that in line with the Bursa Malaysia Securities Berhad’s Listing Requirements, voting on all the resolutions set out in the notice of the AGM will be carried out by way of poll and that Plantation Agencies Sdn. Berhad has been appointed as Poll Administrator to conduct the poll voting and Quantegic Services Sdn. Bhd. has been appointed as the Scrutineer to verify the poll results. He further informed that the Company shall go through all the items of the Agenda as set out in the Notice of the 26th AGM and answer the questions received from a shareholder before the meeting during the Question and Answer session later. Subsequently, all resolutions will be put to vote remotely via the online meeting platform. The voting session commenced from 10.00 a.m. and remained open for voting until the announcement of end of the voting session.

**PROXIES**

The Company Secretary informed that the Company had received 2 valid Proxy Forms from shareholders representing 18,511,400 shares or 41.67% of the total number of issued shares of the Company.

**NOTICE**

The notice convening the meeting was taken as read.

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**MEETING AGENDA AND QUESTION AND ANSWER**

The Chairman informed all present that the Company has received a letter from Minority Shareholders Watch Group (“MSWG”) on 15 October 2021 wherein MSWG sought clarification on certain matters and the Company has replied to MSWG accordingly.

The Secretary read out the questions from MSWG and the Company’s replies attached as appendix A to these minutes. The questions and replies were also displayed on screen for ease of reading for all present.

The Chairman proceeded to table the each and every item on the agenda.

The Chairman informed that the Company has received three questions from a shareholder, Mr. Teo Boo Tong, prior to the meeting. The Chairman read out the questions posted by the shareholders as well as the Company’s replies attached as Appendix B to these minutes. The questions and replies were also displayed on screen for ease of reading for all present.

**ORDINARY BUSINESSES**

**AGENDA 1 - AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MAY 2021**

The Chairman tabled the Audited Financial Statements for the year ended 31 May 2021 together with the Reports of the Directors and Auditors thereon which had been made available to all the shareholders in accordance with the Company’s Constitution.

The Chairman informed the members present that the Agenda 1 was intended for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require that the Audited Financial Statements be formally approved by the shareholders and hence, it was not put forward for voting.

There being no further questions from the shareholders, it was noted that the Audited Financial Statements for the year ended 31 May 2021 together with the Reports of the Directors and Auditors thereon have been laid before the shareholders at the 26th AGM.

**VOTING AND POLL RESULTS**

There being no other question relating to the items on the agenda for the Meeting, the Meeting proceeded to voting by poll on all the resolutions on the agenda. The Meeting was adjourned for the votes to be counted by the Poll Administrator and validated by the Scrutineer. Upon completion of the poll, the Chairman announced the results of the poll which had been verified by the Scrutineer as follows:-

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**AGENDA 2 - ORDINARY RESOLUTION 1**

**To approve the payment of Directors’ fees of RM323,000 to Directors of the Company and its subsidiaries for the financial year ended 31 May 2021**

Vote For		Vote Against		Results
No. of shares	Percentage (%)	No. of shares	Percentage (%)	
23,517,403	99.9911	2,100	0.0089	Carried

Accordingly, it was resolved that the payment of Directors’ fees of RM323,000.00 for the financial year ended 31 May 2021 to the Directors of the Company and its subsidiaries be and is hereby approved.

**AGENDA 3 - ORDINARY RESOLUTION 2**

**To approve the payment of benefits other than Directors’ fees of up to RM21,000 to the Directors of the Company from 27 October 2021 until the next Annual General Meeting of the Company**

Vote For		Vote Against		Results
No. of shares	Percentage (%)	No. of shares	Percentage (%)	
23,513,403	99.9741	6,100	0.0259	Carried

Accordingly, it was resolved that the payment of benefits other than Directors’ fees of up to RM21,000.00 to the Directors of the Company from 27 October 2021 until the next Annual General Meeting of the Company be and is hereby approved.

**AGENDA 4 - ORDINARY RESOLUTION 3**

**To re-elect Mr. Guan Kok Beng, a Director retiring pursuant to Clauses 140 and 154 of the Company’s Constitution and who, being eligible offers himself for re-election**

Vote For		Vote Against		Results
No. of shares	Percentage (%)	No. of shares	Percentage (%)	
23,513,403	99.9741	6,100	0.0259	Carried

Accordingly, it was resolved that Mr. Guan Kok Beng, who retires in accordance with Clauses 140 and 154 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.

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**AGENDA 5 - ORDINARY RESOLUTION 4**

**To re-elect Mr. Sim Yee Fuan, a Director retiring pursuant to Clause 140 of the Company’s Constitution and who, being eligible offers himself for re-election**

Vote For		Vote Against		Results
No. of shares	Percentage (%)	No. of shares	Percentage (%)	
23,517,403	99.9911	2,100	0.0089	Carried

Accordingly, it was resolved that Mr. Sim Yee Fuan, who retires in accordance with Clause 140 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.

**AGENDA 6 - ORDINARY RESOLUTION 5**

**To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix the Auditors’ remuneration**

Vote For		Vote Against		Results
No. of shares	Percentage (%)	No. of shares	Percentage (%)	
23,517,403	99.9911	2,100	0.0089	Carried

Accordingly, it was resolved that Messrs Grant Thornton Malaysia PLT be and is hereby re-appointed as Auditors of the Company for the ensuing year and that the Directors be authorised to fix their remuneration.

**AGENDA 7 - ORDINARY RESOLUTION 6**

**Power to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

Vote For		Vote Against		Results
No. of shares	Percentage (%)	No. of shares	Percentage (%)	
23,513,403	99.9741	6,100	0.0259	Carried

Accordingly, it was resolved that the following resolution be passed as an Ordinary Resolution :-

“THAT subject always to the Companies Act 2016 (“Act”), Constitution of the Company and approvals of the relevant regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company from time to time at such price, 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 to be issued pursuant to this Resolution does not exceed 10% 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 from Bursa Malaysia Securities Berhad for the listing of and quotation for 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 or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in a general meeting whichever is the earlier.”

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**CONCLUSION**

There being no further matters to discuss, the meeting concluded at 10.45 a.m.

Confirmed as a correct record

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Chairman

Date :