



TA WIN HOLDINGS BERHAD

Registration No.: 199401005913 (291592-U)
(Incorporated in Malaysia)

MINUTES of the **Extraordinary General Meeting (“EGM”)** of TA WIN HOLDINGS BERHAD held fully virtual through a live streaming from the broadcast venue at Meeting Room of Ta Win Holdings Berhad of Unit 26-11 & 26-12, Level 26, Q Sentral, Jalan Stesen Sentral 2, 50470 Kuala Lumpur, Wilayah Persekutuan on **Thursday, 27 January 2022 at 10.00 a.m.**

PRESENT AT BROADCAST VENUE

DIRECTORS:-

Dato’ Yeo Boon Leong, JP (Chairman)	- Non-Independent Non-Executive Director
Dato’ Sri Ngu Tieng Ung, JP	- Managing Director
Mr. Lim Boon Shen	- Non-Independent Non-Executive Director
Datuk Zakaria Bin Sharif	- Independent Non-Executive Director
Dato’ Paduka Dr. Hii King Hiong	- Independent Non-Executive Director
Datin Seri Azreen Binti Abu Noh	- Independent Non-Executive Director

CHIEF OPERATING OFFICER:-

Mr. Tan Seng Pang

COMPANY SECRETARY:-

Ms. Kimberly Ong Sweet Ee

PRESENT ONLINE

DIRECTOR:-

Mr. Tan Poo Chuan - Executive Director

INVITEE:-

Mr. Jackson Ngiam - Representative from Messrs Gary Teh & Ngiam

The list of shareholders and proxies who attended the fully virtual meeting are set out in the Attendance Sheet (Live Meeting User Access Log) and shall form an integral part of this Minutes.

1.0 CHAIRMAN OF THE MEETING

Dato’ Yeo Boon Leong, JP (“**the Chairman**”), the Chairman of the Company welcomed all shareholders, proxies and invited guests to the EGM of the Company, which was conducted on a fully virtual basis through a live webcast and online remote voting using remote participation and voting facilities, in accordance with Article 79 of the Constitution of the Company.

He then introduced his fellow members of the Board of Directors (“**the Board**”), Chief Operating Officer, Company Secretary, Principal Adviser and the invited guests present at the broadcast venue and participating via video conferencing.

2.0 QUORUM

With the requisite quorum being present in accordance with Article 78 of the Company’s Constitution, the Meeting was called to order at 10:00 a.m.

3.0 NOTICE OF MEETING

With the consent of the members present, the Notice of the Meeting having been circulated within the prescribed period following the Company's Constitution was with the permission of the Meeting, taken as read.

4.0 PRELIMINARIES

4.1 Corporate

4.1.1 As part of good governance, the Chairman reported that the Company had received registration from a total of 59 individual shareholders, representatives and proxies representing 437,135,952 shares and that they had been given access to participate in the Company's fully virtual EGM via Securities Services e-Portal.

4.1.2 In addition, 33 proxy forms representing 584,851,500 shares were received within the stipulated prescribed period of 48 hours before convening the Meeting. The Chairman informed the shareholders that they are encouraged to participate in the Meeting.

4.2 The Resolution by Poll Voting

4.2.1 The Chairman informed that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution tabled at the Meeting would be voted by way of poll. He then exercised his right as the Chairman of the Meeting pursuant to Article 83 of the Company's Constitution, to demand voting by poll for the resolution the set out in the Notice of the EGM dated 6 January 2022.

4.2.2 The Chairman informed the members present that the Company has appointed Commercial Quest Sdn. Bhd. as the Independent Scrutineers and SS E Solutions Sdn. Bhd. as the Poll Administrator. The Independent Scrutineers will validate the results of the polls.

4.3 Meeting Proceedings and Voting Procedures

4.3.1 For the meeting proceedings and voting procedures, the Chairman called upon the Company Secretary to brief the shareholders on the proceedings of the Meeting and voting procedures.

4.3.2 The Company Secretary explained the proceedings of the Meeting and voting procedures, which is conducted on a fully virtual basis. Thereafter, the step-by-step guide together with a short audio clip were shown to the shareholders/ proxy holders via online voting module within the e-portal.

4.3.3 Upon explaining the proceedings of the Meeting and voting procedures, the Company Secretary handed over the Meeting to the Chairman. The Chairman thanked the Company Secretary for explaining the proceedings of the Meeting and voting procedures. He proceeded to the agenda for the EGM.

5.0 AGENDA 1

ORDINARY RESOLUTION 1

- PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

The Chairman informed the members that he was the party concerned in the agenda, which was in relation to the proposed new shareholders' mandate. He relinquished his position as Chairman of the meeting for this agenda, and proposed that Datuk Zakaria bin Sharif be appointed to chair this agenda. Datuk Zakaria bin Sharif took the chair for this item of the agenda.

Datuk Zakaria bin Sharif briefed the members that the Proposed Ordinary Resolution 1 was to seek shareholders' approval for the proposed new shareholders' mandate.

Thereafter, Dato' Yeo Boon Leong, JP took the chair once again.

6.0 KEY QUESTION(S) RAISED BY MEMBERS/ PROXY HOLDERS AND ANSWER(S) PROVIDED BY THE BOARD OF THE COMPANY

The Chairman invited Mr. Tan Seng Pang ("Mr. Tan"), the Chief Operating Officer to read out the live question(s) submitted by members/ proxy holders through real-time submission during the Meeting and responded to them on behalf of the Board and Management as follows:-

- (i)(Q) Question from (Shareholder)
Please consider giving e-voucher to participating shareholder.
- (i)(A) The Company will reward the shareholders through putting resources into the business operations of the Group, which will be more meaningful and any reward to shareholders will be distributed in a fair and equitable manner.

As there were no further questions, the Questions & Answers session was closed.

7.0 E-POLLING PROCESS

- 7.1 The Chairman informed the Meeting that the online remote voting had been opened for voting since the beginning of the Meeting and would continue to be opened for voting for another 10 minutes.
- 7.2 The Chairman further informed that after the abovementioned 10-minute lapsed for remote poll voting, the online remote poll voting session will be closed. The Meeting will be adjourned for the Poll Administrator to count and Independent Scrutineers to validate the votes cast.

8.0 ANNOUNCEMENT OF POLL RESULTS

- 8.1 The EGM re-convened and the Chairman called the Meeting to order for the declaration of the poll results. The Chairman informed that the Independent Scrutineers, Commercial Quest Sdn. Bhd. have validated the poll voting results. The poll voting results were read by the Chairman and projected live on the screen for the members present online. The poll voting results are attached as "**Annexure A**".
- 8.2 Based on the poll results as per the Annexure B validated by the Independent Scrutineers, the Chairman declared that the resolution tabled at the EGM were carried as follows:-

8.2.1 ORDINARY RESOLUTION 1

- **PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

	Votes in Favour		Votes Against	
	Number of Votes	%	Number of Votes	%
Ordinary Resolution 1	466,223,652	99.3627	2,990,400	0.6373

It was **RESOLVED**:-

"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("**Ta Win Group**") to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature of the Ta Win Group with specified classes of Related Parties (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and as specified in Sections 2.3 and 2.4 of the circular to shareholders dated 6 January 2022 ("**Circular**")) which are necessary for the day to day operations and are in the ordinary course of business and are carried out at arms' length basis on normal commercial terms of the Ta

Win Group on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to minority shareholders of the Company and such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company ("**AGM**") at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) 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 ("**Act**") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier;

THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the transactions contemplated and/or authorised by this Ordinary Resolution;

AND THAT as the estimates given for the recurrent related party transactions specified in Section 2.4 of the Circular being provisional in nature, the Directors of the Company and/or any one of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Section 2.6 of the Circular."

9.0 CONCLUSION

On behalf of his fellow board members, the Chairman extended his appreciation to all who attended the Meeting, particularly all shareholders, professional advisers and business partners for their continued support. There being no other business to be transacted, the Meeting concluded at 10:55 a.m.

SIGNED AS A CORRECT RECORD OF THE PROCEEDINGS

(Duly signed on original)

CHAIRMAN
DATO' YEO BOON LEONG, JP
Dated: 27 January 2022

Company Name

TA WIN HOLDINGS BERHAD
199401005913 (291592-U)

"Annexure A"

Type Of Meeting

EXTRAORDINARY GENERAL MEETING

Venue Of Meeting

BROADCAST VENUE AT MEETING ROOM OF TA WIN HOLDINGS BERHAD UNIT 26-11 & 26-12, LEVEL 26, Q SENTRAL, JALAN STESEN SENTRAL 2, 50470 KUALA LUMPUR, MALAYSIA

Date & Time of Meeting

27-JANUARY-2022 10:00 AM

Votes Summary Report

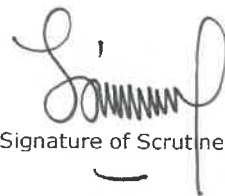
Resolution (s)

RESOLUTION

Proposed Shareholders' Mandate

	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected
For	69	466,223,652	99.3627	
Against	4	2,990,400	0.6373	
Valid Cast	73	469,214,052	100.0000	Accepted
Abstain	2	121,624,000		
Not Indicated	0	0		
Total Cast	75	590,838,052		




Signature of Scrutineers



Acknowledgement of the chairman of the meeting