

**PCCS GROUP BERHAD**  
[Registration No. 199301026191 (280929-K)]  
(Incorporated in Malaysia)

MINUTES OF THE TWENTY-EIGHTH ANNUAL GENERAL MEETING (“28<sup>TH</sup> AGM” OR “THE MEETING”) OF PCCS GROUP BERHAD (“THE COMPANY” OR “PCCS”) HELD AT PCCS’ CORPORATE OFFICE, LOT 1376, GM127, MUKIM SIMPANG KANAN, JALAN KLUANG, 83000 BATU PAHAT, JOHOR DARUL TAKZIM ON MONDAY, 29 AUGUST 2022 AT 10:00 A.M.

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**DIRECTORS PRESENT** : Mr. Julian Lim Wee Liang (Chairman of the Meeting)  
Mr. Chan Choo Sing  
Mr. Chan Wee Kiang  
Mr. Chan Wee Boon  
Mr. Chan Chow Tek  
Dato’ Chan Chor Ngiak  
Mr. Chan Chor Ang  
Mr. Piong Yew Peng  
Ms. Joyce Wong Ai May

**MEMBERS PRESENT** : As per Attendance List

**PROXYHOLDERS PRESENT** : As per Attendance List

**BY INVITATION** : As per Attendance List

**IN ATTENDANCE** : Mr. Lim Lih Chau (*Representing the Company Secretary*)

**CHAIRMAN**

Mr. Julian Lim Wee Liang (“the Chairman”), the Senior Independent Non-Executive Director of the Company was elected by the Board of Directors to act as Chairman of the Meeting pursuant to Clause 97 of the Company’s Constitution. The Chairman welcomed all present to the 28<sup>th</sup> AGM of the Company and called the Meeting to order at 10:00 a.m.

The Chairman then proceeded to introduce the Directors, the representative of the Company Secretary and invitees to the shareholders.

**QUORUM**

The requisite quorum being present pursuant to Clause 94 of the Company’s Constitution, the Chairman declared the Meeting duly convened.

**PROCEEDINGS**

The Chairman informed all present that only members whose names appeared in the Record of Depositors on 22 August 2022 were eligible to attend the Meeting.

The Chairman informed that the Main Market Listing Requirements of Bursa Malaysia Securities Berhad has mandated poll voting for the resolutions set out in the notice of the Meeting.

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The Chairman thereafter exercised his rights as the Chairman of the Meeting pursuant to Section 330 of the Companies Act 2016, demanded for poll be conducted for the resolution which were put forth for voting at the Meeting to demonstrate shareholder democracy of one-share one-vote.

Mr. Lim Lih Chau ("Mr. Lim"), the representative of the Company Secretary briefed all present on the proceedings of the Meeting. The voting process for all the resolutions set out in the Notice of the Meeting would be carried out after the discussion of all agenda items of the Meeting.

The Meeting noted that the Share Registrar of the Company, Securities Services (Holdings) Sdn. Bhd. was appointed as the poll administrator and Commercial Quest Sdn. Bhd. was appointed as the Independent Scrutineer to verify the results of the poll voting.

**NOTICE**

The Notice convening the Meeting dated 29 July 2022, having been circulated within the prescribed period, was with the permission of the Meeting, taken as read.

**1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022 ("AFS 2022") TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON**

The Chairman informed that the first item on the agenda was to receive the AFS 2022 together with the Reports of the Directors and the Auditors thereon.

The Meeting noted that this agenda was meant for discussion only pursuant to Section 340(1)(a) of the Companies Act 2016, the AFS 2022 did not require formal approval by the shareholders. Hence, it was not put forward for voting.

There being no question from the floor, the Chairman declared that the AFS 2022 together with the Reports of the Directors and the Auditors thereon, be received.

**2.0 RE-ELECTION OF THE FOLLOWING DIRECTORS, WHO RETIRE PURSUANT TO CLAUSE 117 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAD OFFERED THEMSELVES FOR RE-ELECTION: -**  
(A) MR. CHAN CHOO SING;  
(B) MR. CHAN CHOW TEK; AND  
(C) DATO' CHAN CHOR NGIAK

The Chairman informed that the second item on the agenda was to re-elect Mr. Chan Choo Sing, Mr. Chan Chow Tek and Dato' Chan Chor Ngiak [respectively vide three (3) individual resolutions], who retired at the 28<sup>th</sup> AGM pursuant to Clause 117 of the Company's Constitution and that being eligible, had offered themselves for re-election.

(a) Re-election of Mr. Chan Choo Sing pursuant to Clause 117 of the Company's Constitution

There being no question from the floor, the Chairman proceeded to next item on the Agenda.

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- (b) Re-election of Mr. Chan Chow Tek pursuant to Clause 117 of the Company's Constitution

There being no question from the floor, the Chairman proceeded to next item on the Agenda.

- (c) Re-election of Dato' Chan Chor Ngiak pursuant to Clause 117 of the Company's Constitution

There being no question from the floor, the Chairman proceeded to next item on the Agenda.

**3.0 APPROVAL OF THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM546,000/- FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022**

The Chairman informed that the next item on the Agenda was to approve the payment of Directors' fees amounting to RM546,000/- (Ringgit Malaysia: Five Hundred and Forty-Six Thousand only) for the financial year ended 31 March 2022.

There being no question from the floor, the Chairman proceeded to next item on the Agenda.

**4.0 APPROVAL OF THE BENEFITS PAYABLE TO THE INDEPENDENT NON-EXECUTIVE DIRECTORS UP TO RM30,000/- FOR THE PERIOD FROM 29 AUGUST 2022 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 230(1)(b) OF THE COMPANIES ACT 2016**

The Chairman informed that the next item on the Agenda was to approve the benefits payable to the Independent Non-Executive Director up to RM30,000/- (Ringgit Malaysia: Three Thousand only) for the period from 29 August 2022 until the next Annual General Meeting of the Company pursuant to Section 230(1)(b) of the Companies Act 2016.

There being no question from the floor, the Chairman proceeded to next item on the Agenda.

**5.0 RE-APPOINTMENT OF MESSRS. BAKER TILLY MONTEIRO HENG PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

The Chairman informed that the next item on the Agenda was to re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration.

The Meeting noted that Messrs. Baker Tilly Monteiro Heng PLT had indicated their willingness to continue in office as Auditors of the Company.

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There being no question from the floor, the Chairman proceeded to the next item on Agenda.

**6.0 SPECIAL BUSINESS**

**ORDINARY RESOLUTION**

**- RETENTION OF MR. JULIAN LIM WEE LIANG AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

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The Chairman informed that the next item on the Agenda was a special business to approve the Ordinary Resolution in respect of the retention of himself as Independent Non-Executive Director of the Company.

At this juncture, the Chairman declared his interest with regard to this agenda item and on his proposal, Mr. Piong Yew Peng ("Mr. Piong") took over as the Chairman of this segment of the Agenda. The Meeting unanimously accepted his proposal.

The Meeting was informed that the Board of Directors has endorsed the Nomination Committee's recommendation and was of the view that the retention of Mr. Julian Lim Wee Liang as an Independent Non-Executive Director of the Company was in the best interest of the Company.

There being no question from the floor, Mr. Piong proceeded to next item on the Agenda.

Mr. Piong hereafter handed back the chair of the Meeting to the Chairman. The Chairman thanked Mr. Piong for chairing this segment of the Agenda.

**7.0 SPECIAL BUSINESS**

**ORDINARY RESOLUTION**

**- AUTHORITY TO ISSUE SHARES PURSUANT THE COMPANIES ACT 2016**

The Chairman informed that the next item on the Agenda was a special business to approve the Ordinary Resolution in respect of the authority to issue shares pursuant to the Companies Act 2016.

The Meeting was informed that Bursa Malaysia Securities Berhad had vide their letter dated 23 December 2021 resolved to extend the implementation period of the increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company ("20% General Mandate").

The Meeting was further informed that the 20% General Mandate, unless revoked or varied by the Company in a general meeting, would expire on 31 December 2022. Upon expiration, the 10% limit under Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad would be reinstated and until the conclusion of the Twenty-Ninth Annual General Meeting in year 2023.

The Meeting further noted that the proposed adoption of this Ordinary Resolution was primarily to give flexibility to the Board of Directors to issue and allot shares at any time to such persons in their absolute discretion, for the purpose of funding future investment projects, working capital and acquisition.

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There being no question from the floor, the Chairman proceeded to next item on the Agenda.

## **8.0 SPECIAL BUSINESS**

### **ORDINARY RESOLUTION**

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

The Chairman informed that the next item on the Agenda was a special business to approve the Ordinary Resolution in respect of the proposed renewal of Shareholders' Mandate for RRPT.

The Meeting noted that the proposed adoption of this Ordinary Resolution was to renew the Shareholders' Mandate for RRPT granted by the shareholders of the Company at the Twenty-Seventh Annual General Meeting held on 22 September 2021.

The Meeting further noted that the proposed renewal of shareholders' mandate for RRPT would enable the Company and its subsidiaries to enter into any of the RRPT which were necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to the public and are not, in the Company's opinion, detrimental to the minority shareholder of the Company.

All interested Directors/major shareholders and persons connected to them had abstained and would continue to abstain from all deliberations and voting in respect of this Ordinary Resolution.

All the interested parties have undertaken to ensure that the persons connected to them would abstain from voting on this Ordinary Resolution.

There being no question from the floor, the Chairman proceeded to next item on the Agenda.

## **9.0 SPECIAL BUSINESS**

### **ORDINARY RESOLUTION**

#### **- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The Chairman informed that the next item on the Agenda was a special business to approve the Ordinary Resolution in respect of the proposed renewal of Share Buy-Back authority.

The Meeting was informed that the proposed adoption of this Ordinary Resolution was to renew the share buy-back authority granted by the shareholders of the Company at the Twenty-Seventh Annual General Meeting held on 22 September 2021.

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The Meeting further noted that the proposed renewal of Share Buy-Back authority would empower the Board of Directors of the Company to purchase the Company's ordinary shares up to 10% of the total number of issued shares of the Company at any time within the period stipulated in Bursa Malaysia Securities Berhad Main Market Listing Requirements.

#### **10.0 ANY OTHER BUSINESS**

The Meeting noted that no notice had been received to transact any other ordinary business.

#### **POLLING PROCESS**

There being no further questions received, the Chairman declared that the registration for attendance at the Meeting be closed at 10:20 a.m. to facilitate the conduct of a poll. The Meeting was briefed on the procedure on the conduct of a poll.

The Meeting was adjourned at 10:24 a.m. for shareholders and proxyholders to cast their votes by poll.

#### **ANNOUNCEMENT OF POLL RESULT**

The Meeting resumed at 10:45 a.m. The results of the poll were duly verified by the Independent Scrutineer, Commercial Quest Sdn. Bhd.

Mr. Lim, the representative of the Company Secretary announced the results of the poll voting were as follows: -

Resolutions	Voted for		Voted against	
	No. of shares	%	No. of shares	%
<b><u>Resolution 1</u></b> To re-elect Mr. Chan Choo Sing as Director (Clause 117)	149,964,496	100.00	0	0.00
<b><u>Resolution 2</u></b> To re-elect Mr. Chan Chow Tek as Director (Clause 117).	149,964,496	100.00	0	0.00
<b><u>Resolution 3</u></b> To re-elect Dato' Chan Chor Ngiak as Director (Clause 117)	149,964,496	100.00	0	0.00

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Resolutions	Voted for		Voted against	
	No. of shares	%	No. of shares	%
<b><u>Resolution 4</u></b> To approve the payment of Directors' fees for the financial year ended 31 March 2022	149,964,496	100.00	0	0.00
<b><u>Resolution 5</u></b> To approve the benefits payable to the Independent Non-Executive Directors pursuant to Section 230(1)(b) of the Companies Act 2016	149,964,496	100.00	0	0.00
<b><u>Resolution 6</u></b> To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration	149,964,496	100.00	0	0.00
<b><u>Resolution 7</u></b> Retention of Mr. Julian Lim Wee Liang as an Independent Non-Executive Director	149,964,496	100.00	0	0.00
<b><u>Resolution 8</u></b> Authority to Issue Shares pursuant to the Companies Act 2016	149,964,496	100.00	0	0.00
<b><u>Resolution 9</u></b> Proposed renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature	149,964,496	100.00	0	0.00
<b><u>Resolution 10</u></b> Proposed Renewal of Share Buy-Back Authority	149,964,496	100.00	0	0.00

Based on the results of the poll voting, the Chairman declared the following resolutions be **CARRIED:-**

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**RESOLUTION 1**

*"That Mr. Chan Choo Sing, being eligible for re-election, be re-elected as a Director of the Company."*

**RESOLUTION 2**

*"That Mr. Chan Chow Tek, being eligible for re-election, be re-elected as a Director of the Company."*

**RESOLUTION 3**

*"That Dato' Chan Chor Ngiak, being eligible for re-election, be re-elected as a Director of the Company."*

**RESOLUTION 4**

*"That the Directors' Fees amounting to RM546,000/- (Ringgit Malaysia: Five Hundred and Forty-Six Thousand only) for the financial year ended 31 March 2022, be and is hereby approved."*

**RESOLUTION 5**

*"That the benefits payable to the Independent Non-Executive Directors of up to RM30,000/- (Ringgit Malaysia: Thirty Thousand only) for the period from 29 August 2022 until the next Annual General Meeting of the Company pursuant to Section 230(1)(b) of the Companies Act 2016, be and is hereby approved."*

**RESOLUTION 6**

*"That Messrs. Baker Tilly Monteiro Heng PLT be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that authority be and is hereby given to the Directors to fix their remuneration."*

**RESOLUTION 7**

**ORDINARY RESOLUTION**

**- RETENTION OF MR. JULIAN LIM WEE LIANG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

*"THAT Mr. Julian Lim Wee Liang, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company."*

**RESOLUTION 8**

**ORDINARY RESOLUTION**

**- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

*"THAT pursuant to the Companies Act 2016 and the Constitution of the Company and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 twenty per centum (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December*

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*2022 as empowered by Bursa Malaysia Securities Berhad pursuant to the extension of the implementation period of the increased general mandate announced by Bursa Malaysia Securities Berhad on 23 December 2021 and thereafter ten per centum (10%) of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;*

*AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;*

*AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."*

**RESOLUTION 9**

**ORDINARY RESOLUTION**

**- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPT**

*"THAT subject to the Companies Act 2016, the Constitution of the Company and Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into the Recurrent Related Party Transactions of a Revenue or Trading Nature ("Recurrent Related Party Transactions") as set out in the Company's Circular to Shareholders dated 29 July 2022 with the related parties mentioned therein subject further to the following:-*

- (i) the Recurrent Related Party Transactions are in the ordinary course of business which are necessary for day-to-day operations and are on terms not more favourable than those generally available to the public; and*
- (ii) disclosure is made in the annual report breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year;*

*AND THAT the authority conferred by such mandate shall commence immediately upon the passing of this Ordinary Resolution and continue to be in force until:-*

- (a) the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting at which such mandate was passed, 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 Annual General Meeting of the Company after the date is required to be held pursuant to Section 340(2) of the Companies Act 2016 [but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016]; or*
- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,*

*whichever is the earlier,*

*AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Resolution."*

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**RESOLUTION 10**  
**ORDINARY RESOLUTION**  
**- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

*"THAT subject to the provisions of the Companies Act 2016, the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other relevant authority, approval be and is hereby given for the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad, upon such terms and conditions as the Directors of the Company may in their absolute discretion deem fit and expedient in the interest of the Company ("Share Buy-Back Mandate"), provided that: -*

- (i) the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company at any point of time pursuant to the Share Buy-Back Mandate shall not exceed ten per centum (10%) of the total number of issued ordinary shares of the Company for the time being;*
- (ii) the maximum amount of funds to be allocated by the Company for the purpose of purchasing its own ordinary shares shall not exceed the Company's retained profits at the time of purchase(s);*
- (iii) the authority conferred by this resolution will be effective immediately upon the passing of this ordinary resolution and will continue to be in force until: -*
  - (a) the conclusion of the next Annual General Meeting of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at the general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;*
  - (b) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or*
  - (c) revoked or varied by an ordinary resolution passed by the shareholders in general meeting, whichever is the earlier;*
- (iv) the shares so purchased by the Company pursuant to the Share Buy-Back Mandate be retained as treasury shares which may be distributed as dividends and/or resold on Bursa Malaysia Securities Berhad and/or cancelled and/or transfer for the purposes of or under an employees' share scheme and/or be dealt with by the Directors of the Company in the manners allowed by the Companies Act 2016;*

*AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to implement, finalise and give full effect to the aforesaid with full powers to assent to any condition, modification, variation and/or amendment, if any, as may be imposed by the relevant authorities and to do all such acts and things as the Directors of the Company may deem fit and expedient in the interests of the Company.*

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**CONCLUSION**

The Chairman concluded the Meeting and thanked all present for their attendance.

The Meeting was concluded at 10:48 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

- duly signed -

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JULIAN LIM WEE LIANG  
CHAIRMAN

Dated: 29 August 2022