

ONETECH SOLUTIONS HOLDINGS BERHAD
Registration No: 201901002105 (1311431-K)
(Incorporated in Malaysia)

MINUTES OF ADJOURNED EXTRAORDINARY GENERAL MEETING (“Adjourned Meeting” or “Adjourned EGM”) of Onetech Solutions Holdings Berhad (“the Company”) as requisitioned under Section 313 of the Companies Act 2016 (“the Act”), held at F-6-18, Sunway Geo Avenue 2, Jalan Lagoon Selatan Sunway South Quay, Subang Jaya, 47500 Selangor on Friday, 17 November 2023 at 2.00 p.m.

Present : The attendance below was as per the Attendance List of Directors and Company Secretary in the “Annexure 1” attached herewith:

1. Mr. Kang Wei Luen (Independent Non-Executive Director)
2. Ms. Wong Ai Ling (Independent Non-Executive Director)

In Attendance : Ms. Pang Kah Man (Company Secretary)

The attendance of shareholders/proxies and others was as per the Summary of Attendance List in the “Annexure 2” attached herewith.

1. **CHAIRPERSON OF THE MEETING**

It was agreed by all present that Mr. Kang Wei Luen, be presided as Chairperson of the Meeting.

2. **QUORUM**

The quorum for the Meeting was confirmed as present by the Company Secretary.

3. **NOTICE OF THE ADJOURNED MEETING**

As the Notice convening this Adjourned EGM (or “Adjourned EGM Notice”) had been sent to all shareholders within the prescribed time, the Chairperson considered the Notice be taken as read.

4. **PRELIMINARY OF THE MEETING**

4.1 The Chairperson introduced the Officers, Directors as well as the Company Secretary, the representative(s) of the Continuing Adviser and Management team who joined the Meeting.

4.2 Before the Meeting dealt with the business on hand, the Chairperson highlighted that in view of the absence of the requisitioned shareholder, Mr. Lau King Yew (“Requisitioner”), the Extraordinary General Meeting held on 27 October 2023 (“EGM”) was adjourned and postponed to today as to provide the Requisitioner, whom also joined the EGM today as well as other shareholders to engage and interact with the Board for a robust discussion on the agenda items requisitioned.

4.3 Pursuant to Clause 16.4 of the Constitution of the Company, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Hence, the agenda items tabled during the Adjourned EGM would be those stated in the Notice of EGM.

4.4 The Chairperson also briefed that pursuant to Clause 16.6 of the Constitution of the Company, all resolutions set out in the notice of the general meeting should be decided on a show of hands unless a poll was demanded.

Accordingly, the Chairperson exercised his right to demand the voting on the resolutions set out in the Adjourned EGM Notice to be conducted by way of polling pursuant to Clause 16.6 (a) of the Constitution of the Company. For this purpose, Tricor Investor & Issuing House Services Sdn. Bhd. was appointed as the Poll Administrator and the Independent Scrutineer respectively.

5. **AGENDA 1 AND AGENDA 2
TO ADJUST MR. KOH KEAN MUM'S AND MR. TAN YUH PEI'S SALARY AND
BENEFIT IN KIND AS EXECUTIVE DIRECTOR AND MANAGING DIRECTOR
POSITION RESPECTIVELY LIMITED TO TOTAL OF RM5,000.00 PER MONTH AT
THE COMPANY AND ALL 100% OWNED SUBSIDIARIES**

Noted : As explained in the Adjourned EGM Notice, the salary and benefits in kind were paid to Mr. Koh Kean Mum and Mr. Tan Yuh Pei, who were Directors of the Company in that material time, as being salaried executives / management personnel as stated in their respective employment contracts entered with the major subsidiary, One ERP Solutions Sdn. Bhd., hence no shareholders' approval was required.

The above explanation was in line with the clarification given by the Companies Commission of Malaysia ("CCM") in its FAQ on the Companies Act 2016 and transitional issues (as updated on 13 March 2023 and uploaded on the CCM portal) under Clause (iii), Part F thereof.

As of the date of the Adjourned EGM, both Mr. Koh Kean Mum and Mr. Tan Yuh Pei are no longer the Directors of the Company.

Premised on the above-mentioned explanation, the Chairperson notified that these Agenda items were meant for discussion and/or information only and hence, were not put forward for voting in the Adjourned Meeting.

6. **AGENDA 3 (ORDINARY RESOLUTION 1)
TO APPOINT INDEPENDENT AUDITOR TO RE-AUDIT THE GROUP'S FINANCIAL
STATEMENTS FOR THE FINANCIAL YEAR AND/OR PERIOD ENDED 31
DECEMBER ("FY") 2022 AND 30 JUNE 2023**

Noted : The Chairperson reiterated that as explained in the Adjourned EGM Notice, the statutory audit for FY 2022 had been properly carried out by the external auditors, Crowe Malaysia PLT being a reputable and independent auditor licensed in Malaysia and the audited financial statements for FY 2022. An unqualified opinion had been duly tabled and received by the shareholders at the recent annual general meeting held on 27 June 2023.

As for financial statements for the financial period ended 30 June 2023, Crowe Malaysia PLT would soon conduct the interim statutory audit for the 9-month period ended 30 September 2023 after presenting its audit planning memorandum for FY 2023 to the Board in November 2023.

7. **AGENDA 4 (ORDINARY RESOLUTION 2)
TO APPOINT INTERNAL CONTROL AUDITOR TO REVIEW THE INTERNAL
CONTROL POLICY FOR BETTER GOVERNANCE OF THE COMPANY**

Noted : The Chairperson explained that as the implementation for betterment of corporate governance fell within the purview of the Board, the Board has in its operational plan determined to engage an independent assurance provider to provide an independent appraisal over on the adequacy, efficiency and effectiveness of the system of internal control of the Company and the Group by FY 2023.

The engagement was however, subject to the identification of suitable candidate(s) and the financial resources of the Group.

8. **Q&A SESSION**

8.1 Following that, the Chairperson announced the commencement of the Q&A session and informed that the Board would endeavour to answer as many questions posed which were related to the business of the Adjourned EGM.

8.2 With no question posed by those who attended the Meeting, the Chairperson notified the shareholders on the closure of the Q&A session.

9. **POLL VOTING SESSION**

9.1 The Chairperson informed that the poll voting be commenced with the Poll Administrator being invited to brief the Adjourned Meeting on the procedures for the conduct of poll and time required for counting and validation of votes casted.

10. **ANNOUNCEMENT OF POLL RESULTS**

10.1 After the votes had been counted and verified by the Independent Scrutineer, the Chairperson called the Meeting to order and announced the poll results as follows:

10.1 **Ordinary Resolution 1**

	No. and Percentage of Shares
For	36,168,500 (48.1861%)
Against	38,891,500 (51.8139%)
Total	75,060,000 (100.0000%)

In this respect, the Chairperson declared the Ordinary Resolution 1 was not carried.

10.2 **Ordinary Resolution 2**

	No. and Percentage of Shares
For	36,168,500 (48.1861%)
Against	38,891,500 (51.8139%)
Total	75,060,000 (100.0000%)

In this respect, the Chairperson declared the Ordinary Resolution 2 was not carried.

12. **CONCLUSION OF MEETING**

There being no further business, the Meeting ended at 2.18 p.m. with a vote of thanks to the Chair. /

The Chairperson thanked the shareholders and proxies for their presence.

Confirmed as correct records:



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Mr. Kang Wei Luen
Chairperson

Dated this 17 November 2023