

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

**MINUTES OF EXTRAORDINARY GENERAL MEETING** ("Meeting" or "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 3.00 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 MEETING**

- 3.1 As the Notice convening this EGM (or "EGM Notice") had been sent to all shareholders within the prescribed time, the Chairperson considered the Notice be taken as read.
- 3.2 It was noted that the EGM was convened under Section 313 of the Act via a written notification served from Mr. Lau King Yew, a shareholder holding 34,627,500 shares, representing 45% of the shareholding of the Company ("the Requisitioner") on 19 September 2023.

4. **PRELIMINARY OF THE MEETING**

- 4.1 The Chairperson introduced the Directors, 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 as there was no legal requirement for a resolution to be seconded, he would take the Meeting thorough each item on the Agenda.
- 4.3 The Chairperson proceeded to brief 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.
- 4.4 Accordingly, the Chairperson exercised his right to demand the voting on the resolutions set out in the 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 (ORDINARY RESOLUTIONS 1 & 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.**

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Noted : As explained in the EGM Notice, the salary and benefits in kind were paid to Mr. Koh Kean Mum and Mr. Tan Yuh Pei 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 Mr. Koh Kean Mum and Mr. Tan Yuh Pei were no longer the Directors of the Company, the Chairperson notified that these Agenda items were in relation to Mr. Koh Kean Mum's and Mr. Tan Yuh Pei's salary, bonus and benefit in kind as Executive Director position in all 100% owned subsidiaries only.

Further to the above, the Chairperson referred to the Principal A of the Malaysian Code of Corporate Governance 2021 on BOARD LEADERSHIP AND EFFECTIVENESS, Section III - Remuneration – Guidance, Item G7.2, which stated that "Directors and controlling shareholders who are shareholders with a nominee or connected director on the board should also abstain from voting on the resolution to approve directors' fees at the general meeting".

As such, the Board would adopt such recommendation and Mr. Koh Kean Mum and Mr. Tan Yuh Pei who were the shareholders, would abstain from voting for the resolution approving the fees payable to them as directors of the subsidiaries.

6. **AGENDA 3 (ORDINARY RESOLUTION 3)  
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.**

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Noted : As this Agenda had been duly deliberated and not carried in the Adjourned EGM held earlier, the Chairperson declared that this Agenda was not deliberated and tabled for voting in this Meeting.

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

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Noted : As this Agenda had been duly deliberated and not carried in the Adjourned EGM held earlier, the Chairperson declared that this Agenda was not deliberated and tabled for voting in this Meeting.



8. **AGENDA 5 (ORDINARY RESOLUTION 5)  
TO REMOVE MR. TAN YUH PEI, THE MANAGING DIRECTOR FROM BOARD OF  
THE COMPANY.**

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Noted : The Chairperson declared this Agenda was not deliberated and tabled for voting in this Meeting as Mr. Tan Yuh Pei had relinquished his role as the Managing Director and resigned as Director of the Company effective from 15 November 2023.

9. **AGENDA 6 ITEM (a) (ORDINARY RESOLUTION 6)  
TO APPROVE THE DIRECTOR'S FEES OF RM3,000.00 PER MONTH PAYABLE  
TO MS. WONG AI LING AS INDEPENDENT AND NON- EXECUTIVE DIRECTOR  
OF THE COMPANY FOR THE PERIOD FROM 1 JULY 2023 TO 30 JUNE 2024.**

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Noted : This resolution was to approve an amount of RM3,000 per month payable to Ms. Wong Ai Ling as Independent and Non- Executive Director of the Company for the period from 1 July 2023 to 30 June 2024.

10. **AGENDA 6 ITEM (b) (ORDINARY RESOLUTION 7)  
TO APPROVE DIRECTOR'S FEES OF RM3,000.00 PER MONTH PAYABLE TO  
MR. KANG WEI LUEN AS INDEPENDENT AND NON-EXECUTIVE DIRECTOR OF  
THE COMPANY FOR THE PERIOD FROM 1 NOVEMBER 2023 TO 30 JUNE 2024**

Noted : This resolution was to approve an amount of RM3,000 per month payable to Mr. Kang Wei Luen as Independent and Non-Executive Director of the Company for the period from 1 November 2023 to 30 June 2024.

11. **Q&A SESSION**

11.1 Following that, the Chairperson announced the commencement of the Q&A session and informed that the Board would endeavor to answer questions posed which were related to the business of the Meeting. The questions and the Company's responses thereto were set out in Annexure 3 attached herewith.

11.2 The Chairperson reiterated that for questions that had addressed during the Q&A session, the responses together with the proceedings of the EGM would be posted on the Company's website within 30 business days from the Meeting as to in line with the Practice 13.6 as set out in the Malaysian Code on Corporate Governance 2021.

11.3 With no further questions posed, The Chairperson notified the shareholders on the closure of the Q&A session.

12. **POLL VOTING SESSION**

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

13. **ANNOUNCEMENT OF POLL RESULTS**

13.1 After the votes had been counted and verified by the Independent Scrutineer, the Chairperson called the Meeting to order at 3.18 p.m. and announced the poll results as follows:

13.2 **Ordinary Resolution 1**

|                | <b>No. and Percentage of Shares</b> |
|----------------|-------------------------------------|
| <b>For</b>     | 36,168,500 (100%)                   |
| <b>Against</b> | - (0%)                              |
| <b>Total</b>   | 36,168,500 (100%)                   |

In this respect, the Chairperson declared that Ordinary Resolutions 1 was carried as follows:

Resolved : "THAT Mr. Koh Kean Mum's salary, bonus and benefit in kind as Executive Director of all 100% owned subsidiaries be hereby limited to a total of RM5,000.00 per month."

13.3 **Ordinary Resolution 2**

|                | <b>No. and Percentage of Shares</b> |
|----------------|-------------------------------------|
| <b>For</b>     | 36,168,500 (100%)                   |
| <b>Against</b> | - (0%)                              |
| <b>Total</b>   | 36,168,500 (100%)                   |

In this respect, the Chairperson declared that Ordinary Resolutions 1 was carried as follows:

Resolved : "THAT Mr. Tan Yuh Pei's salary, bonus and benefit in kind as Executive Directors of all 100% owned subsidiaries be hereby limited to a total of RM5,000.00 per month."

13.4 **Ordinary Resolution 6**

|                | <b>No. and Percentage of Shares</b> |
|----------------|-------------------------------------|
| <b>For</b>     | 38,891,500 (51.8139%)               |
| <b>Against</b> | 36,168,500 (48.1861%)               |
| <b>Total</b>   | 75,060,000 (100.000%)               |

In this respect, the Chairperson declared the Ordinary Resolution 6 was carried as followed:

Resolved : "THAT the Director's fees of RM3,000.00 per month payable to Ms. Wong Ai Ling as Independent and Non- Executive Director of the Company for the period from 1 July 2023 to 30 June 2024 be hereby approved."

13.5 **Ordinary Resolution 7**

|                | <b>No. and Percentage of Shares</b> |
|----------------|-------------------------------------|
| <b>For</b>     | 38,891,500 (51.8139%)               |
| <b>Against</b> | 36,168,500 (48.1861%)               |
| <b>Total</b>   | 75,060,000 (100.000%)               |

In this respect, the Chairperson declared the Ordinary Resolution 7 was carried as followed:

Resolved : "THAT the Director's fees of RM3,000.00 per month payable to Mr. Kang Wei Luen as Independent and Non-Executive Director of the Company for the period from 1 November 2023 to 30 June 2024 be hereby approved."

14. **CONCLUSION OF MEETING**

There being no further business, the Meeting ended at 3.20 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



**ONETECH SOLUTIONS HOLDINGS BERHAD ("THE COMPANY")**

**ANNEXURE 3**

**SUMMARY OF LIVE QUESTIONS RECEIVED FROM SHAREHOLDERS AND PROXIES DURING THE EXTRAORDINARY GENERAL MEETING ("EGM") HELD ON 17 NOVEMBER 2023 AT 3.00PM AND THE COMPANY'S RESPONSES THERETO**

**Questions:**

- 1. May I know whether I have the right to inspect the service agreements and/or contracts entered into by the Company recently with the newly appointed Group Chief Executive Officer (CEO) and Chief Operation Officer (COO)? What are their respective job functions, duty and responsibility to be discharged? (Lau King Yew)**

As Mr. Tan Yuh Pei (CEO) and Mr. Koh Kean Mum (COO) are only the officers (i.e., salaried executives / management personnel) of the Company and the Group, hence no shareholders' approval is required for the entering of service agreements and/or contracts between the major subsidiary, One ERP Solutions Sdn. Bhd. and the officers.

Given the said service agreements and/or contracts are not required to be disclosed and disseminated under the Companies Act 2016 and the Listing Requirement for LEAP Market of Bursa Malaysia Securities Berhad, the public (including the shareholders) will not have access to.

- 2. Are the Group CEO and COO the director(s) of the subsidiaries? (Lau King Yew)**

As mentioned earlier, both Group CEO and COO are the directors of all the subsidiaries.

- 3. May I request the Board to brief us the amount of remuneration and/or benefits payable to the Group CEO and COO? (Lau King Yew)**

Further to the explanation and/or justification made herein, the Board believes that non-disclosure of top management personnel's compensation and benefits packages received from the Group is somehow inevitable given the information contained therein is confidential in nature.

Overall, the Board is responsible for and will continue monitoring closely the compensation and benefits packages of the high calibre personnel who have been contributing to the Group's performance. This is to ensure that they are remunerated responsibly and fairly with a view of attracting, motivating and retaining talents for business sustainability.

- 4. If I wish to enquire any matters in relation to the Company, whom shall I address to and seek clarification and/or feedback? (Lau King Yew)**

As part of good governance, the Board and Management team will endeavour to respond to the relevant questions at this Q&A session. For those questions which we are unable to respond to during this EGM, we will provide the responses together with the proceedings of this EGM, which will be posted on the Company's website within 30 business days from the date of this EGM in line with the new Practice set out in the Malaysian Code on Corporate Governance 2021 Edition.

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