

**PROGRESSIVE IMPACT CORPORATION BERHAD**  
**199001011782 (203352-V)**  
(Incorporated in Malaysia)

**MINUTES OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING (“AGM”) CONDUCTED ENTIRELY THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT SUITE 5.02, MERCU PICORP, LOT 10, JALAN ASTAKA U8/84, BUKIT JELUTONG, 40150 SHAH ALAM, SELANGOR DARUL EHSAN, MALAYSIA ON TUESDAY, 30 MAY 2023 AT 10.00 A.M.**

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- Present: : Datuk Abdul Hamid bin Sawal – *Chairman*  
Zaid bin Abdullah – *Deputy Executive Chairman*  
Dato’ Dr Lukman bin Ibrahim – *Group Executive Director*  
Zaidah binti Mohd Salleh – *Non-Independent Non-Executive Director*  
Dato’ Hajjah Rosnani binti Ibarahim – *Independent Non-Executive Director*  
Lee Weng Chong – *Independent Non-Executive Director*  
Kamarul Baharin bin Albakri – *Independent Non-Executive Director*
- Usamah bin Zaid – *Alternate Director to Haji Zaid bin Abdullah*  
Fatimah Zahrah binti Zaid – *Alternate Director to Hajjah Zaidah binti Mohd Salleh*
- In attendance : Ms Kuan Hui Fang – *Company Secretary*  
Representatives from Ernst & Young PLT  
Representative from cfSolutions Sdn. Bhd.

The attendance of members, corporate representatives, proxies is as per the Summary of Attendance List via the Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIIH Online website.

### **OPENING ADDRESS**

The Chairman welcomed the members and attendees to the Company’s 31<sup>st</sup> AGM. The Chairman informed that the 31<sup>st</sup> AGM was conducted entirely through live streaming from the Broadcast Venue located at PICORP’s office. The Chairman then introduced the Board members to the shareholders.

In addition to the Board members, the Company Secretary, Auditors and Advisors also joined the meeting via video conferencing.

### **NOTICE**

The notice convening the meeting, having been circulated earlier to all members of the Company within the prescribed period, was taken as read.

### **QUORUM**

The Chairman advised the meeting that the Constitution of the Company required the presence of at least two (2) members or proxies or corporate representatives to form a quorum. For a fully virtual general meeting, the quorum shall be determined by the number of members who logged-in at the commencement of the meeting.

The Chairman informed that the quorum requirement had been met at the start of the meeting and called the meeting to order.

The Chairman advised that pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of a general meeting must be voted by poll. Pursuant to the Constitution of the Company, the Chairman declared that Resolutions 1 to 9 in the Notice of the 31<sup>st</sup> AGM shall be voted by poll.

The Chairman advised that for Ordinary Resolution 9, a two-tier voting would be conducted to seek shareholders' approval to retain Dato' Hajjah Rosnani binti Ibarahim as Independent Non-Executive Director. The poll would be conducted after all items on the agenda have been dealt with.

The Chairman then briefed the shareholders on the flow of the meeting and informed that the poll administrator was Tricor Investor & Issuing House Services Sdn. Bhd. ("Poll Administrator") and the independent scrutineer was Scrutineer Solutions Sdn Bhd ("Scrutineer").

**1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 ("AFS 2022") TOGETHER WITH THE DIRECTORS' AND THE AUDITORS' REPORTS THEREON**

The Chairman informed that the AFS 2022 together with the Directors' and Auditors' Reports were meant for discussion only as the Companies Act 2016 did not require a formal approval of the shareholders for the AFS 2022. Therefore, the item was not put forward for voting.

The Chairman declared the AFS 2022 together with the Directors' and Auditors' Reports thereon be received.

**2. RESOLUTION 1  
PAYMENT OF NON-EXECUTIVE DIRECTORS' FEES**

The Chairman proceeded to the next item on the agenda i.e. Resolution 1 on the payment of Non-Executive Directors' fees.

The Chairman put the following motion to the meeting for consideration:

*"THAT the payment of Non-Executive Directors' Fees of RM207,600 for the period commencing from the date immediately after the 31<sup>st</sup> Annual General Meeting up to the date of the next Annual General Meeting to be held in 2024 be hereby approved."*

**3. RESOLUTION 2  
PAYMENT OF SHORTFALL IN DIRECTORS' BENEFITS**

The Chairman moved on to Resolution 2 on the payment of the shortfall in Directors' benefits and put the following motion to the meeting for consideration:

*"THAT the payment of the shortfall in Directors' benefits of RM10,000 for the period commencing from the date immediately after the 30<sup>th</sup> Annual General Meeting up to the date of the 31<sup>st</sup> Annual General Meeting be hereby approved."*

**4. RESOLUTION 3  
PAYMENT OF DIRECTORS' BENEFITS**

The next item on the agenda was on the payment of Directors' benefits.

The Chairman put the following motion to the meeting for consideration:

*"THAT the payment of Directors' benefits of RM300,000 for the period commencing from the date immediately after the 31<sup>st</sup> Annual General Meeting up to the date of the next Annual General Meeting to be held in 2024 be hereby approved."*

**5. RESOLUTION 4**  
**RE-APPOINTMENT OF ERNST & YOUNG PLT AS AUDITORS OF THE COMPANY**

The Chairman informed that Resolution 4 was on the re-appointment of Ernst & Young PLT as Auditors.

The Chairman put the following motion to the meeting for consideration:

*“THAT Ernst & Young PLT be hereby re-appointed as Auditors of the Company at a fee to be agreed upon with the Directors and to hold office until the conclusion of the next Annual General Meeting”.*

**6. RESOLUTION 5**  
**PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

Moving on to the next item on the agenda, the Chairman informed that Resolution 5 was on the Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

He informed that the Directors who were deemed interested in the Proposed Renewal of Shareholders’ Mandate and persons connected with them had abstained and would continue to abstain from all deliberations and voting on this resolution.

He then put the following motion to the meeting for consideration:

*“THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies (“the Group”) be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.2 of the Circular to Shareholders dated 19 April 2023 (“the Related Parties”) provided that such transactions are:*

- (a) necessary for the day-to-day operations;*
- (b) undertaken in the ordinary course of business at arm’s length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public; and*
- (c) not detrimental to the minority shareholders of the Company,*

*(“Proposed Renewal of Shareholders’ Mandate”).*

*THAT such approval, shall continue to be in force until:*

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which the Proposed Renewal of Shareholders’ Mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or*
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or*

- (iii) *revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,*

*whichever is earlier.*

*AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate."*

**7. RESOLUTION 6**  
**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Chairman informed the meeting that the next item on the agenda was on the Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

He informed that the Directors who were deemed interested in the Proposed New Shareholders' Mandate and persons connected with them had abstained and would continue to abstain from all deliberations and voting on this resolution.

He then put the following motion to the meeting for consideration:

*"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.2 of the Circular to Shareholders dated 19 April 2023 ("the Related Parties") provided that such transactions are:*

- (a) *necessary for the day-to-day operations;*
- (b) *undertaken in the ordinary course of business at arm's length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public; and*
- (c) *not detrimental to the minority shareholders of the Company,*

*("Proposed New Shareholders' Mandate").*

*THAT such approval, shall continue to be in force until:*

- (iv) *the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Proposed New Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or*
- (v) *the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or*
- (vi) *revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,*

*whichever is earlier.*

*AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed New Shareholders' Mandate."*

**8. RESOLUTION 7**  
**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY**

The next item on the agenda was on the Proposed Renewal of Shareholders' Mandate to purchase Ordinary Shares of up to 10% of the total number of issued shares in the Company.

The Chairman put the following motion to the meeting for consideration:-

*"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:*

- (i) the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and*
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,*

*("Proposed Share Buy-Back").*

*THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:*

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which this resolution is passed, at which time the authority shall lapse unless by ordinary resolution passed at the next AGM, the authority is renewed, either unconditionally or subject to conditions;*
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or*
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,*

*whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in*

*accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.*

*THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:*

- (i) to cancel all or part of the Purchased Shares;*
- (ii) to retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;*
- (iii) to distribute all or part of the treasury shares as dividends to the shareholders of the Company;*
- (iv) to resell all or part of the treasury shares;*
- (v) to transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;*
- (vi) to transfer all or part of the treasury shares as purchase consideration;*
- (vii) to sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or*
- (viii) to deal with the treasury shares in any other manner as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.*

*AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities."*

**9. RESOLUTION 8**  
**AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT 1965**

The Chairman informed that Resolution 8 was to seek authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 and to seek a waiver of pre-emptive rights over new ordinary shares in the Company under Section 85 of the Companies Act 2016 read together with Clause 12(3) of the Constitution of the Company. This Resolution was a renewal of the previous year's mandate. The mandate would provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval to avoid incurring additional costs and time.

In order for the Directors of the Company to issue any new shares under Sections 75 and 76 of the Companies Act 2016 free of pre-emptive rights, such pre-emptive rights must be

waived. This Resolution 10, if passed, would exclude the shareholders' pre-emptive rights over all new shares arising from issuance of new shares pursuant to Sections 75 and 76 of the Companies Act 2016.

He then put the following motion to the meeting for consideration:

*“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued during the preceding 12 months does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.*

*THAT pursuant to Section 85 of the Companies Act 2016, read together with Clause 12(3) of the Constitution of the Company, the shareholders of the Company do hereby waive the pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company arising from the exercise of the authority granted pursuant to Sections 75 and 76 of the Companies Act 2016.”*

**10. RESOLUTION 9**  
**APPROVAL FOR DATO' HAJJAH ROSNANI BINTI IBRAHIM TO CONTINUE IN OFFICE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Chairman moved on to Resolution 9 which was on Dato' Hajjah Rosnani binti Ibrahims continuation in office as an Independent Non-Executive Director.

The Chairman informed the meeting that the Board of Directors had, through the Nomination Committee, conducted an annual performance evaluation and assessment on Dato' Hajjah Rosnani binti Ibrahims independence and recommended her continuation in office as an Independent Non-Executive Director. The resolution would be voted using the two-tier voting process.

He then put the following motion to the meeting for consideration:

*“THAT approval be and is hereby given for Dato' Hajjah Rosnani binti Ibrahims who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.”*

**ANY OTHER BUSINESS**

The Chairman informed that no notice for other business pursuant to the Companies Act 2016 and the Constitution of the Company had been received.

**Q&A SESSION**

At the invitation of the Chairman, Dato' Dr Lukman addressed the questions submitted prior and during the 31<sup>st</sup> AGM by the shareholders.

The Q&A session attached hereto as "Appendix A", shall form part of these minutes.

**CONDUCT OF POLL**

Having dealt with all with items on the agenda, the meeting then proceeded to vote on Resolutions 1 to 9 by poll. The Chairman adjourned the meeting at 10.52 a.m. for the counting of votes.

Upon completion of the counting of votes by the Poll Administrator and verification of the results by the Scrutineer, the Chairman resumed the meeting at 11.08 a.m. for the declaration of the results of the poll.

Based on the poll results attached hereto as "Appendix B", the Chairman declared Resolutions 1 to 9 carried.

**CLOSURE**

The Chairman informed the shareholders that Mr Lee Weng Chong and him will retire at the conclusion of this meeting.

He then recorded his appreciation to Mr Lee Weng Chong for his contribution towards the PICORP Group and thanked those present for their attendance and closed the meeting at 11.12 a.m.

**READ AND CONFIRMED BY**

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**CHAIRMAN**

Dated:



**PROGRESSIVE IMPACT CORPORATION BERHAD  
REGISTRATION NO. 199001011782 (203352-V)  
QUESTION AND ANSWER SESSION OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF THE  
COMPANY HELD ON TUESDAY, 30 MAY 2023 AT 10.00 A.M.**

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**Question 1:**

Please value & treat minority shareholders like in Physical AGMs (which cost much more), by distributing eWallet/eVoucher in virtual AGMs with NO limitation to holding min. 1,000 shares, as a token of support appreciation. TQ.

**The Company's response:**

*The Company will provide e-vouchers to shareholders who participated in the meeting and hold at least 1,000 shares as a token of support and appreciation.*

**Question 2:**

The current economic situation in Malaysia and worldwide has affected Picorp's performance. What are your plans or strategies to improve Picorp's performance ?

**The Company's response:**

*The Group's businesses are divided into two (2) business segments, i.e. Environmental Monitoring, Consultancy and Services ("EMCS") and Laboratory Testing Services ("LTS").*

*In response to the challenges faced following the COVID-19 pandemic, EMCS has now become the primary focus of the Group's turnaround plan which has been approved by the Board of Directors. The plan entails expanding the business scope from environmental monitoring to include water treatment, domestic waste water solution and industrial waste water solution, in order to provide comprehensive integrated waste management solutions.*

*The Group is also involved in integrated pest management in the Kingdom of Saudi Arabia, where it currently provides pest control and pest surveillance services to the public sector. The Group intends to leverage its current position as one of the leading service providers to expand into the private sector and extend its operations beyond Mekkah, Jeddah, to Riyadh and perhaps Neom in Tabuk Province in the coming years.*

*The Company will aim for better business pursuits to mitigate the risk of impairment and to enhance its discounted cash flow for projects.*

*As for the LTS segment, the focus is on expanding the business as the segment remains stable. While LTS is highly profitable, there is a need to continually identify new areas, beyond food safety and pharmaceutical testing. With new testing methodologies and latest equipment, the LTS segment aims to penetrate new markets by leveraging its strong track record of turnaround time and data integrity.*

**Question 3:**

Assalamualaikum Chairman & the Board. Why is the company not paying dividends for this year?

**The Company's response:**

*Although the Company has a dividend payout policy of not less than 40% of its Net Profit After Tax and Non-Controlling Interest, the Board of Directors does not recommend a dividend for the*

**PROGRESSIVE IMPACT CORPORATION BERHAD**  
**REGISTRATION NO. 199001011782 (203352-V)**  
**QUESTION AND ANSWER SESSION OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF THE**  
**COMPANY HELD ON TUESDAY, 30 MAY 2023 AT 10.00 A.M.**

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*financial year ended 31 December 2022 due to the negative retained earnings resulting from the impairment of investment in its subsidiaries.*

*In the past, PICORP had paid above its dividend payout policy.*

*The Company will strive to achieve better results to declare dividend to its shareholders.*

**Question 4:**

Hi, May I know is it any effort to push back picorp share price?

**The Company's response:**

*Share price is influenced by various factors, but mostly determined by external factors. The Company will focus on its fundamentals, performance and strive to return to profitability. It is hopeful that with the improved internal factors, more investors are confident to invest in the counter.*

**Question 5:**

What are the key strategies and areas of focus for lab testing segment in order to drive business growth and navigate market conditions?

**The Company's response:**

*As mentioned earlier, the LTS segment has been stable and profitable. Nonetheless, the growth plan for this segment is continuous. The Group will prioritise food safety and pharmaceutical testings and is recently looking into agrochemical testing in Malaysia and Indonesia due to the presence of growth opportunities in these countries.*

**PROGRESSIVE IMPACT CORPORATION BERHAD**

(203352-V)

**31st Annual General Meeting**

Suite 5.02, Mercu PICORP, Lot 10, Jalan Astaka U8/84, Bukit Jelutong,

40150 Shah Alam, Selangor Darul Ehsan, Malaysia

On 30-May-2023 at 10:00AM

**Result On Voting By Poll**

Resolution(s)	Vote For		Vote Against		Total Votes	
	No of Units	%	No of Units	%	No of Units	%
<b>Ordinary Resolution 1</b>	33,028,978	99.6671	110,307	0.3329	33,139,285	100.0000
<b>Ordinary Resolution 2</b>	33,108,843	99.6675	110,442	0.3325	33,219,285	100.0000
<b>Ordinary Resolution 3</b>	33,042,896	99.6670	110,389	0.3330	33,153,285	100.0000
<b>Ordinary Resolution 4</b>	392,802,267	99.9834	65,339	0.0166	392,867,606	100.0000
<b>Ordinary Resolution 5</b>	34,448,679	99.5952	140,005	0.4048	34,588,684	100.0000
<b>Ordinary Resolution 6</b>	34,525,645	99.8177	63,039	0.1823	34,588,684	100.0000
<b>Ordinary Resolution 7</b>	392,713,751	99.9848	59,855	0.0152	392,773,606	100.0000
<b>Ordinary Resolution 8</b>	392,748,167	99.9732	105,439	0.0268	392,853,606	100.0000

**PROGRESSIVE IMPACT CORPORATION BERHAD**

(203352-V)

**31st Annual General Meeting**

Suite 5.02, Mercu PICORP, Lot 10, Jalan Astaka U8/84, Bukit Jelutong,

40150 Shah Alam, Selangor Darul Ehsan, Malaysia

On 30-May-2023 at 10:00AM

**Result On Voting By Poll - Two Tier**

Resolution(s)	Vote For		Vote Against		Total Votes	
	No of Units	%	No of Units	%	No of Units	%
<b><u>Tier 1 - Large Holders</u></b>						
<b>Ordinary Resolution 9</b>	358,278,922	100.0000	0	0.0000	358,278,922	100.0000
<b><u>Tier 2 - Other Holders</u></b>						
<b>Ordinary Resolution 9</b>	34,470,479	99.8141	64,205	0.1859	34,534,684	100.0000