

# ZEN TECH INTERNATIONAL BERHAD

Registration No. 200401027289 (665797-D)  
Incorporated in Malaysia

**MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING (“18<sup>TH</sup> AGM”) OF THE COMPANY HELD VIRTUALLY THROUGH LIVE STREAMING AND ONLINE REMOTE VOTING VIA THE REMOTE PARTICIPATION AND VOTING (RPV) FACILITIES AT <https://zentech-agm.digerati.com.my> PROVIDED BY DIGERATI TECHNOLOGIES SDN BHD IN MALAYSIA (DOMAIN REGISTRATION NUMBER D1A119533) ON THURSDAY, 30 NOVEMBER 2023 AT 10:30 A.M.**

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## **Directors present:**

1. Tan Sri Syed Mohd Yusof Bin Tun Syed Nasir (Independent Non-Executive Chairman)
2. Mr. Siva Kumar A/L Kalugasalam (Executive Director)
3. Dato’ Zhang Li (Executive Director)
4. Mr. Chow Hung Keey (Executive Director)
5. Mr. Edwin Silvester Das (Senior Independent Non-Executive Director)
6. Mr Wong Kok Fong (Independent Non-Executive Director)
7. Mr. Zhang Yang (Non-Independent Non-Executive Director)

## **In Attendance:**

1. Mr. Tan Tong Lang (Company Secretary)

## **By Invitation:**

1. Mr. Sukphal Singh A/L Kaur Singh (External Audits Partner)

## **Shareholders/ Proxies (by remote participation)**

As per the Attendance List

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### **1.0 CHAIRMAN**

Tan Sri Syed Mohd Yusof Bin Tun Syed Nasir (the “**Chairman**”) chaired the Meeting and welcomed all present to the 18<sup>th</sup> AGM of the Company. The Chairman then welcomed the shareholders and proxies (“**Members**”) who have joined the 18<sup>th</sup> AGM of the Company via remote participation and voting facility (“**RPV Facility**”) and introduced the Board of Directors, the Company Secretary and the Auditors who joined the Meeting.

### **2.0 QUORUM**

The requisite quorum being present, the Chairman declared the Meeting duly convened at 10.30 a.m.

### **3.0 NOTICE**

The Notice of the Meeting having been circulated within the prescribed period, was taken as read.

**4.0 PROCEEDINGS OF MEETING**

The Chairman informed the Meeting that pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions at the general meeting would be voted by poll.

The Chairman then informed the Meeting that the Company had appointed Aldpro Corporate Services Sdn. Bhd. as the Poll Administrator and Scrutineer Solutions Sdn Bhd as the Independent Scrutineers to validate the poll results.

The Chairman further informed that the 18<sup>th</sup> AGM would proceed according to the sequence in the agenda, which was to be followed by a question and answer (“Q&A”) session. Shareholders were given the opportunity to ask question on the agendas, which would be responded during the Q&A session. The responses to questions not addressed during the Q&A session due to time constraint would be emailed to the shareholder earliest possible.

**5.0 AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 30 JUNE 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The Chairman informed that the audited financial statements of the Company for the financial year ended 30 June 2023 together with the Reports of the Directors and Auditors thereon (“**Audited Financial Statements**”) was meant for discussion only in accordance with Section 340 of the Companies Act 2016, and therefore, it would not be put forward for voting. Hereafter, the Chairman declared that the Audited Financial Statements were received.

**6.0 ORDINARY RESOLUTION 1  
TO APPROVE AND RATIFY THE ADDITIONAL PAYMENT OF DIRECTORS’ FEES AND OTHER BENEFITS AMOUNTING TO RM3,000.00 TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR THE PERIOD COMMENCING FROM 1 DECEMBER 2022 UP TO THE CONCLUSION OF THE 18<sup>TH</sup> AGM OF THE COMPANY**

The Chairman informed that Ordinary Resolution 1 of the agenda was to approve and ratify the additional payment of Directors’ fees and other benefits amounting to RM3,000.00 to the Non-Executive Directors of the Company for the period commencing from 1 December 2022 up to the conclusion of the 18<sup>th</sup> AGM of the Company.

**7.0 ORDINARY RESOLUTION 2  
TO APPROVE THE PAYMENT OF DIRECTORS’ FEES AND OTHER BENEFITS PAYABLE OF UP TO RM800,000.00 PAYABLE TO NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR THE PERIOD COMMENCING FROM THE CONCLUSION OF THE 18<sup>TH</sup> AGM UP TO THE CONCLUSION OF THE 19<sup>TH</sup> AGM OF THE COMPANY**

The Chairman informed that the next agenda of the Meeting was to approve the payment of Directors’ fees and other benefits payable of up to RM800,000.00 payable to Non-Executive Directors of the Company for the period commencing from the conclusion of the 18<sup>th</sup> AGM up to the conclusion of the 19<sup>th</sup> AGM of the Company.

**8.0 ORDINARY RESOLUTION 3  
TO RE-ELECT SIVA KUMAR A/L KALUGASALAM, WHO RETIRES IN ACCORDANCE WITH  
CLAUSE 97.1 OF THE COMPANY'S CONSTITUTION**

The Chairman informed that Ordinary Resolution 3 of the agenda was to re-elect Mr. Siva Kumar A/L Kalugasalam, who retires in accordance with Clause 97.1 of the Company's Constitution and who being eligible, has offered himself for re-election.

**9.0 ORDINARY RESOLUTION 4  
TO RE-ELECT ZHANG YANG, WHO RETIRES IN ACCORDANCE WITH CLAUSE 97.1 OF THE  
COMPANY'S CONSTITUTION**

The Chairman informed that the next agenda of the Meeting was to re-elect Mr. Zhang Yang, who retires in accordance with Clause 97.1 of the Company's Constitution and who being eligible, has offered himself for re-election.

**10.0 ORDINARY RESOLUTION 5  
TO RE-ELECT WONG KOK FONG WHO RETIRES IN ACCORDANCE WITH CLAUSE 104 OF THE  
COMPANY'S CONSTITUTION**

The Chairman informed that Ordinary Resolution 5 of the agenda was to re-elect Mr Wong Kok Fong, who retires in accordance with Clause 104 of the Company's Constitution and who being eligible, has offered himself for re-election.

**11.0 ORDINARY RESOLUTION 6  
TO RE-APPOINT MESSRS. SBY PARTNERS PLT AS AUDITORS OF THE COMPANY UNTIL THE  
CONCLUSION OF THE NEXT AGM AND TO AUTHORISE THE DIRECTORS TO FIX THEIR  
REMUNERATION**

The Chairman informed that Ordinary Resolution 6 of the agenda was to re-appoint Messrs. SBY Partners PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

The Chairman further informed the Meeting that Messrs. SBY Partners PLT had expressed their willingness to accept the re-appointment as the Company's auditors for the ensuing year.

**12.0 SPECIAL BUSINESS - ORDINARY RESOLUTION 7  
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE  
COMPANIES ACT 2016**

The Chairman informed that the next agenda of the Meeting under special business was to seek a general mandate from the shareholders to empower the Directors to allot and issue new ordinary shares pursuant to Sections 75 and 76 of the Companies Act 2016.

The Chairman further informed that the Ordinary Resolution 7, if passed, the authority would provide the Directors the flexibility to allot and issue shares from time to time for

such purposes as the Directors in their absolute discretion consider to be in the best interest of the Company, without having to convene separate general meetings, subject to the limitation that the shares to be allotted and issued do not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad allowed for the time being.

In connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 54 of the Constitution of the Company, the shareholders are hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with existing issued shares in the Company. This authority, unless revoked or varied by the Company in general meeting, shall be in force until the conclusion of the next AGM of the Company.

### **13.0 ANY OTHER BUSINESS**

The Chairman informed that the Company had not received any due notice to transact any other business in accordance with the Companies Act 2016 and the Company's Constitution.

### **14.0 QUESTION & ANSWER SESSION**

Following the presentation of all resolutions in the agenda, before moving to vote by poll, the Chairman informed the commencement of the Q&A session. The Meeting was informed that no questions were received during the Meeting, however several questions in relation to the operational and financial matters; and corporate governance matters raised by the Minority Shareholders Watch Group ("MSWG") were received by the Company on 23 November 2023. Mr. Siva Kumar A/L Kalugasalam, the Executive Director of the Company was invited to brief the Members on the said replies to MSWG, a copy of which was annexed herewith as Appendix 1.

### **15.0 VOTING SESSION**

On the conclusion of the Q&A session, the Chairman advised them Members to proceed to submit their vote via the RPV Facility as the polling process would conclude after 5 minutes, followed by a short break for the verification of the poll votes by the Scrutineers.

The Chairman then adjourned the Meeting.

### **16.0 DECLARATION OF RESULTS**

The Meeting resumed after the conclusion of the verification of the poll votes.

The Chairman called the Meeting to order for the declaration of the poll results. The Chairman then announced the results of the poll voting and declared that all the following

resolutions set out in the Notice of AGM dated 30 October 2023 were carried, as attached hereto as Appendix I: -

**Ordinary Resolution 1**

*“THAT the additional payment of Directors’ fees and other benefits payable amounting to RM3,000.00 to the Non-Executive Directors of the Company for the period commencing from 1 December 2022 up to the conclusion of the 18th AGM of the Company be hereby approved and ratified.”*

**Ordinary Resolution 2**

*“THAT the payment of Directors’ fees and other benefits payable of up to RM800,000 payable to Non-Executive Directors of the Company for the period commencing from the conclusion of the 18<sup>th</sup> AGM up to the conclusion of the 19<sup>th</sup> AGM of the Company be hereby approved.”*

**Ordinary Resolution 3**

*“THAT Mr Siva Kumar A/L Kalugasalam, the Director retiring pursuant to Clause 97.1 of the Company’s Constitution, be hereby re-elected as Director of the Company.”*

**Ordinary Resolution 4**

*“THAT Mr Zhang Yang, the Director retiring pursuant to Clause 97.1 of the Company’s Constitution, be hereby re-elected as Director of the Company.”*

**Ordinary Resolution 5**

*“THAT Mr Wong Kok Fong, the Director retiring pursuant to Clause 104 of the Company’s Constitution, be hereby re-elected as Director of the Company.”*

**Ordinary Resolution 6**

*“THAT the re-appointment of Messrs. SBY Partners PLT as Auditors of the Company for the ensuing year and that the Directors be authorised to fix their remuneration be hereby approved.”*

**Special Business - Ordinary Resolution 7**

*“THAT subject to Sections 75 and 76 of the Companies Act 2016 and 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, firms or corporations 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 to be issued does not exceed ten per centum (10%) of the total issued share capital of the Company or such higher percentage as Bursa Malaysia Securities Berhad allowed for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company.*

**AND THAT** in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 54 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new

*shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with existing issued shares in the Company.”*

**17.0 CLOSURE**

There being no other business, the AGM was closed at 11.19 a.m. with a vote of thanks to the Chairman.

**Confirmed as a correct record of  
the proceedings held thereat**

- Signed -

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**YAM TUNKU KAMARIAH AMINAH MAIMUNAH**  
**ISKANDARIAH BINTI SULTAN ISKANDAR**  
**Chairman**

Date: 21 December 2023