

**SOLUTION GROUP BERHAD**  
Registration No. 200401016072 (654575-P)  
(Incorporated in Malaysia)

**MINUTES OF THE 16TH ANNUAL GENERAL MEETING (“AGM”) OF SOLUTION GROUP BERHAD HELD ON PT13796, JALAN TEKNO USAHAWAN 2, TECHNOLOGY PARK MALAYSIA, 57000 KUALA LUMPUR ON MONDAY, 29 JUNE 2020 AT 10.00 A.M.**

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**Present** : Datuk Dr. Syed Muhamad Bin Syed Abdul Kadir  
(Chairman and Independent Non-Executive Director)  
Mr. Lim Yong Hew (Group Managing Director)  
Dato’ Dr Mohd Nazlee Bin Kamal (Deputy Group Managing Director)  
Mr. Lim Hai Guan (Executive Director)  
En. Mohd Shahrin Bin Saparin @ Abd Rahman (Executive Director)  
Mdm. Lim Chiou Kim (Executive Director)  
Mr. Low Wei Ngee (Independent Non-Executive Director)  
En. Zainuddin Bin Muhamad (Independent Non-Executive Director)

**In Attendance** : Ms Lim Yen Teng (Joint Company Secretary)

The list of shareholders and proxies who attended the Meeting are set out in the Attendance Lists attached and shall form an integral part of these Minutes.

**1. INTRODUCTION**

1.1 The Company Secretary informed the Meeting that in accordance with the “Guidance and FAQs on the Conduct of General Meetings for Listed Issuers” issued by the Securities Commission of Malaysia, there will be no door gifts and refreshments served at this AGM.

**2. CHAIRMAN**

2.1. Datuk Dr. Syed Muhamad bin Syed Abdul Kadir (“Datuk Dr. Syed”), being the Chairman of the Board of Directors (“Board”), presided as Chairman of the Meeting and welcomed all members and guests to the Meeting.

**3. QUORUM**

3.1. The Company Secretary confirmed that a quorum was present. With the requisite quorum being present, the Chairman called the Meeting to order at 10.00 a.m.

**4. NOTICE OF MEETING**

4.1. The Notice dated 5 June 2020 convening the 16th AGM having been despatched to all members of the Company within the prescribed period, was taken as read.

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**5. SUMMARY OF ATTENDANCE AND PROXY FORMS RECEIVED**

- 5.1 The Chair informed that based on the registration data provided by the appointed Poll Administrator of this AGM, Tricor Investor & Issuing House Services Sdn Bhd, a total of 14 members, representing 86,400,195 ordinary shares or 28.32% of the total issued shares of the Company, had registered themselves to attend the AGM. The Company had also received 1 proxy form from the shareholder for a total of 2,991,903 ordinary shares.

**6. VOTING BY POLL**

- 6.1. The Chairman informed the members that pursuant to the Listing Requirements of Bursa Malaysia, all the resolutions set out in the Notice of the Meeting will be decided by poll at the end of the Meeting. The Secretary shall explain the polling procedure prior to commencement of the poll.

**ORDINARY BUSINESS**

**7. AUDITED FINANCIAL STATEMENTS FOR FINANCIAL YEAR ENDED 31 DECEMBER 2019 AND THE REPORTS OF DIRECTORS' AND AUDITORS' THEREON**

- 7.1. The Chairman informed the Meeting that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 31 December 2019 and the Reports of the Directors' and Auditors' thereon.
- 7.2. The Chairman explained that the Audited Financial Statements was meant for discussion only and hence, would not be put for voting.
- 7.3 It was recorded that the Audited Financial Statements together with the Directors' and the Auditors' Reports had been duly received by the members.
- 7.4 Thereafter, the Chairman went through each of the resolutions set out in the Notice of the Meeting.

**8. RESOLUTION 1 - PAYMENT OF DIRECTORS' FEES**

- 8.1 Resolution 1 was to approve the payment of Directors' Fees of RM188,400 for the financial year ended 31 December 2019.

**9. RESOLUTION 2 - PAYMENT OF DIRECTORS' BENEFITS**

- 9.1 Resolution 2 was to approve the payment of Directors' benefits of RM188,400 for the period from 29 June 2020 until the next AGM of the Company.

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**10. RE-ELECTION OF DIRECTORS**

**10.1 Resolution 3 - Re-election of Datuk Dr. Syed Muhamad Bin Syed Abdul Kadir**

Resolution 3 was to approve the re-election of Datuk Dr. Syed Muhamad Bin Syed Abdul Kadir as Director of the Company in accordance with Article 18.3 of the Constitution of the Company.

**10.2 Resolution 4 - Re-election of En. Mohd Shahrin Bin Saparin @ Abdul Rahman**

Resolution 4 was to approve the re-election of En. Mohd Shahrin Bin Saparin @ Abdul Rahman as Director of the Company in accordance with Article 18.3 of the Constitution of the Company.

**10.3 Resolution 5 - Re-election of Mr. Low Wei Ngee**

Resolution 5 was to approve the re-election of Mr. Low Wei Ngee as Director of the Company in accordance with Article 18.3 of the Constitution of the Company.

**11. RESOLUTION 6 - RE-APPOINTMENT OF AUDITORS**

**11.1 Resolution 6 was to approve the re-appointment of Messrs Folks DFK & Co. as Auditors of the Company and to authorise the Directors to fix their remuneration.**

**SPECIAL BUSINESS**

**12. RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS (Ordinary Resolutions 7 and 8)**

**12.1 Resolution 7 was to approve:**

“THAT subject to the passing of Resolution 3 above, Datuk Dr. Syed Muhamad bin Syed Abdul Kadir be and is hereby retained as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.”

**12.2 Resolution 8 was to approve:**

“THAT subject to the passing of Resolution 5 above, Mr. Low Wei Ngee be and is hereby retained as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.”

**13. RESOLUTION 9 - AUTHORITY TO ISSUE SHARES**

**13.1 Resolution 9 was to approve:**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the approval from the relevant authorities, where such approval is necessary, the Board of Directors be authorised to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares to be issued

pursuant to this resolution does not exceed ten percent (10%) of the issued capital of the Company 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 the ACE Market of Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM which is required by law to be held or revoked / varied by a resolution passed by the shareholders in general meeting whichever is the earlier.”

**14. RESOLUTION 10 – PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**

14.1 Resolution 10 was to approve:

“THAT subject to the provisions under the Act, the Constitution of the Company, the ACE Market Listing Requirements and any other applicable laws, rules, regulations and guidelines for the time being in force, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company (“Shares”) as may be determined by the Directors 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 the aggregate number of shares purchased pursuant to this resolution shall not exceed 10% of the total issued and paid-up share capital of the Company.

THAT the maximum amount of funds to be allocated for the purpose of purchasing the Shares shall not exceed the retained profits of the Company.

THAT authority be and is hereby given to the Directors to decide at their discretion, as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any of the Shares so purchased by the Company in the following manner:

- (a) the Shares so purchased could be cancelled; or
- (b) the Shares so purchased could be retained as treasury shares for distribution as dividends or bonus shares to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or transferred in accordance with the Act and/or be cancelled subsequently; or
- (c) combination of (a) and (b) above.

THAT the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company, at which time the said authority would lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM is required by law to be held; or
- (iii) the authority is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting,

whichever occurs first;

AND THAT the Directors be and are hereby authorised to take such steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto.”

**15. RESOLUTION 11 – PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

15.1 Ordinary Resolution 11 was to approve:

“THAT, subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be given to the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature (“Recurrent Related Party Transactions”) as set out in Section 3 of the Circular to Shareholders dated 5 June 2020, subject to the following:-

- (a) the Recurrent Related Party Transactions are undertaken in the ordinary course of business which are necessary for the day-to-day operations on arm’s length basis, on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
- (b) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Proposed Renewal of Shareholders’ Mandate during the financial year.

THAT the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company, at which time the said authority would lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM is required by law to be held; or
- (iii) the authority is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting,

whichever occurs first.

AND THAT the Directors be and are hereby authorised to take such steps as are necessary or expedient to implement or to effect the Proposed Renewal of Shareholders’ Mandate.”

**16. Q&A SESSION**

16.1 The Chairman then invited questions from the floor.

16.2 There being no question raised, the Meeting then proceeded to the last item of the agenda.

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17.1 The Chairman informed that the Company had not received any notice to deal with any other business for which due notice was required to be given pursuant to the Companies Act 2016 and the Company's Constitution.

**18. CONDUCT OF POLL**

18.1 The Secretary briefed the shareholders on the polling procedures and at 10.15 a.m., the shareholders proceeded to take the poll.

18.2 The Chairman reminded the Interested Director and persons connected to them would abstain from voting in respect of their direct and indirect shareholdings in the Company on the Proposed Renewal of Shareholders' Mandate for RRPT.

18.3 The Share Registrars, Tricor Investor & Issuing House Services Sdn Bhd then collected the polling slips and conducted the vote counts.

18.4 The Meeting was adjourned for about 30 minutes for the conduct of the poll and vote counting.

**19. ANNOUNCEMENT OF POLL RESULTS**

19.1 At 10.40 a.m., the Scrutineers, Asia Securities Sdn Bhd, gave the verified poll results to the Chairman.

19.2 The Chairman called the Meeting to resume for the announcement of the poll results.

Resolutions	For		Against		Results
	No. of Shares	% of votes	No. of Shares	% of votes	
Resolution 1	95,327,272	100	0	0	CARRIED
Resolution 2	95,327,272	100	0	0	CARRIED
Resolution 3	97,374,292	100	0	0	CARRIED
Resolution 4	99,171,614	100	0	0	CARRIED
Resolution 5	100,219,615	100	0	0	CARRIED
Resolution 6	100,219,714	100	0	0	CARRIED
Resolution 7 - Tier 1	68,481,682	100	0	0	CARRIED
Resolution 7 - Tier 2	31,738,032	100	0	0	CARRIED
Resolution 8 - Tier 1	68,481,682	100	0	0	CARRIED
Resolution 8 - Tier 2	31,737,933	100	0	0	CARRIED
Resolution 9	100,219,714	100	0	0	CARRIED
Resolution 10	100,219,714	100	0	0	CARRIED
Resolution 11	41,809,112	100	0	0	CARRIED

**20. CONCLUSION**

There being no other business to be transacted, the Chairman declared the 16th Annual General Meeting closed at 10.45 a.m.

CONFIRMED AS CORRECT RECORD

*-signed-*

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DATUK DR. SYED MUHAMAD BIN  
SYED ABDUL KADIR  
CHAIRMAN

Date : 29 June 2020