

PACIFIC & ORIENT BERHAD
Registration no. 199401022687 (308366-H)
(Incorporated in Malaysia)

SUMMARY OF KEY MATTERS DISCUSSED AT THE 30TH ANNUAL GENERAL MEETING (“AGM” OR THE “MEETING”) OF THE COMPANY HELD ON A FULLY VIRTUAL BASIS AT THE BROADCAST VENUE, 17TH FLOOR, NO. 10, WISMA BUMI RAYA, JALAN RAJA LAUT, 50350 KUALA LUMPUR ON FRIDAY, 8 MARCH 2024 AT 10.30 A.M.

PRESENT: BOARD OF DIRECTORS

Mr. Chan Hua Eng	–	Chairman of the Company
Mr. Chan Thye Seng	–	Managing Director & Chief Executive Officer
Dato’ Dr. Zaha Rina binti Zahari	–	Director & Shareholder
Ong Seng Pheow	–	Director
Mr. Michael Yee Kim Shing	–	Director & Shareholder
Dato’ Dr. Zaha Rina binti Zahari	–	Director & Shareholder
Mr. Lim Hing Yoong	–	General Manager, Finance
Mr. Brandon Bruce Sta Maria <i>(via teleconferencing)</i>	–	External Auditors, Ernst & Young
Mr. Eu-Rick Khoo <i>(via teleconferencing)</i>	–	External Auditors, Ernst & Young

SHAREHOLDERS: As per online attendance list
PROXIES/GUESTS

IN ATTENDANCE: Mr. Yong Kim Fatt – Secretary

QUORUM

The Chairman commenced the Meeting as the requisite quorum for the Meeting was present in accordance with the Company’s Constitution.

1. CHAIRMAN'S ADDRESS

The Chairman welcomed the Directors and shareholders attending the 30th Annual General Meeting held on a fully virtual basis and thereupon briefed the shareholders on the procedures to be followed at the Meeting.

The Chairman informed the Meeting that all the 8 resolutions set out in the Notice of the 30th Annual General Meeting would be put to vote by poll through the Remote Participation Voting facilities and the Company had appointed Mega Corporate Services Sdn Bhd as the Poll Administrator to conduct the polling process, and Cygnus Technology Solutions Sdn Bhd as the Scrutineer to verify and validate the poll results. The polling process for the resolutions would be conducted upon completion of deliberation of all items to be transacted at the Meeting.

The Chairman informed the shareholders to proceed to vote remotely on the resolutions until he announced that the voting session is closed. He proceeded to call the virtual 30th Annual General Meeting in order.

2. THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023 AND THE REPORTS OF THE DIRECTORS AND AUDITORS

The Chairman declared that the Audited Financial Statements for the financial year ended 30 September 2023 together with the Reports of the Directors and Auditors as set out on pages 67 to 235 of the Annual Report 2023 as received and duly tabled at the Meeting.

**3. RESOLUTION 1
DIRECTORS' FEES PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY UP TO AN AMOUNT OF RM800,000 FROM THE DAY AFTER THE 30TH ANNUAL GENERAL MEETING UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

Pursuant to Section 230 of the Companies Act 2016, the fees of the Directors payable to the Directors shall be approved at a general meeting.

The Directors' fees payable to the Non-Executive Directors of the Company up to an amount of RM800,000 from the day after the 30th AGM until the next AGM was approved by the shareholders.

**4. RESOLUTION 2
DIRECTORS' BENEFITS AND MEETING ALLOWANCE PAYABLE TO THE
NON-EXECUTIVE DIRECTORS OF THE COMPANY UP TO AN AMOUNT
OF RM200,000 FROM THE DAY AFTER THE 30TH AGM UNTIL THE NEXT
AGM OF THE COMPANY**

Pursuant to Section 230 of the Companies Act 2016, any benefits payable to the Directors shall be approved at a general meeting.

The Directors' benefits and meeting allowance payable to the Non-Executive Directors of the Company up to an amount of RM200,000 from the day after the 30th AGM until the next AGM of the Company was approved by the shareholders.

**5. RESOLUTION 3
RE-ELECTION OF MR. CHAN HUA ENG WHO RETIRES IN ACCORDANCE
WITH THE COMPANY'S CONSTITUTION**

The re-election of Mr. Chan Hua Eng as Director of the Company, who retires pursuant to Article 77 of the Company's Constitution was approved by the shareholders.

**6. RESOLUTION 4
RE-ELECTION OF DATO' DR. ZAHA RINA BINTI ZAHARI WHO RETIRES
IN ACCORDANCE WITH THE COMPANY'S CONSTITUTION**

The re-election of Dato' Dr. Zaha Rina binti Zahari as Director of the Company, who retires pursuant to Article 77 of the Company's Constitution was approved by the shareholders.

**7. RESOLUTION 5
RE-APPOINTMENT OF MESSRS ERNST & YOUNG PLT AS AUDITORS
AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR
REMUNERATION**

The re-appointment of Messrs Ernst & Young PLT as Auditors of the Company on a remuneration to be determined by the Board of Directors of the Company was approved by the shareholders of the Company.

No matter was raised by the shareholders of the Company on this agenda.

**8. RESOLUTION 6
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS
75 AND 76 OF THE COMPANIES ACT, 2016**

Resolution 6 is to empower the Directors of the Company to allot and issue 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 that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being.

Resolution 6 is also to seek shareholders' approval to waive their pre-emptive rights pursuant to Section 85 of the Companies Act 2016 to be read together with Article 48 of the Company's Constitution to be offered new shares ranking pari passu in all respects with the existing ordinary shares should the Company allot and issue any shares pursuant to Section 75 and 76 of the Companies Act 2016.

The Chairman explained to the shareholders present that the abovementioned resolution, if passed, is subject to approval of all relevant regulatory authorities and will be valid only until the conclusion of the next Annual General Meeting.

The abovementioned resolution was approved by the shareholders.

**9. RESOLUTION 7
PROPOSED RENEWAL OF AUTHORITY FOR THE PURCHASE BY THE
COMPANY OF ITS OWN SHARES**

The Chairman explained to the Meeting that the resolution, if passed, would be valid only until the conclusion of the next Annual General Meeting.

The proposed renewal of authority for the purchase by the Company of its own shares was approved by the shareholders.

**10. RESOLUTIONS 8
RETENTION OF INDEPENDENT DIRECTOR**

The retention of YBhg.Dato' Dr. Zaha Rina binti Zahari as Independent Directors of the Company was approved by the shareholders.

11. QUESTION & ANSWERS

Mr. Chan Thye Seng, the Managing Director and the Chief Executive Officer of the Company had responded to questions received from the shareholders. The Questions & Answers were set out in Appendix I as attached.

The Chairman informed that all questions received from the shareholders which had not been responded would be posted on the Company's website as soon as possible after the Meeting.

12. POLLING PROCESS

The Chairman reminded the shareholders who had yet to cast their votes to submit their votes via the Remote Participation Voting facilities as the voting session would end in 5 minutes. After 5 minutes, the Chairman announced that the online voting session for the Meeting was closed and adjourned the meeting for the scrutineers to validate the poll results.

13. POLL RESULTS

The Chairman called the Meeting to order for the declaration of the poll results and declared that all the resolutions tabled at the 30th AGM were carried :

Resolutions	No. of Shareholders	Vote in Favour		No. of Shareholders	Vote Against		Results
		No. of Shares	%		No. of Shares	%	
<u>Resolution 1</u> To approve Directors' fees	87	182,129,742	99.9914	11	15,628	0.0086	carried
<u>Resolution 2</u> To approve Directors' benefits and Meeting Allowance	83	182,127,437	99.9902	15	17,933	0.0098	carried

Resolutions	No. of Shareholders	Vote in Favour		No. of Shareholders	Vote Against		Results
<u>Resolution 3</u> To re-elect Chan Hua Eng as Director	84	162,684,569	99.9918	7	13,297	0.0082	carried
<u>Resolution 4</u> To re-elect Dato' Dr. Zaha Rina binti Zahari	87	181,140,750	99.9975	10	4,554	0.0025	carried
<u>Resolution 5</u> To re-appoint Messrs Ernst & Young as Auditors and to authorise the Directors to fix their remuneration	94	182,136,229	99.9999	3	141	0.0001	carried
<u>Resolution 6</u> Authority under Sections 75 and 76 of the Companies Act 2016 to allot and issue shares	87	182,131,842	99.9975	10	4,528	0.0025	carried
<u>Resolution 7</u> Proposed Renewal of Authority for the Purchase by the Company of its Own Shares	89	182,131,868	99.9975	8	4,502	0.0025	carried

Resolutions	Two-Tier Voting	No. of Shareholders	Vote in Favour		No. of Shareholders	Vote Against		Results
			No. of Shares	%		No. of Shares	%	
<u>Resolution 8</u>								
To retain Dato' Dr. Zaha Rina binti Zahari as Independent Director	Tier 1 – Large Shareholders	16	164,061,040	100	0	0	0	Carried
	Tier 2 – Other Shareholders	68	17,020,705	99.6280	13	63,559	0.3720	

14. **CONCLUSION**

There being no further queries from the shareholders, the Meeting concluded at 11.55 a.m. with a vote of thanks to the Chair.