

Minutes of the Twentieth (20th) Annual General Meeting (“AGM”) of Nova MSC Berhad held on a fully virtual basis via online meeting platform of Vote2U e-Portal at <https://web.vote2u.my> (Domain Registration No. with MyNIC: D6A471702) provided by Agmo Digital Solutions Sdn. Bhd. in Malaysia on Wednesday, 07 September 2022 at 3.00 p.m.

Board	David Choo Boon Leong (“CBL”)*	(Chairman)
Members present:	Loh Guan Huat Sunny * Peter Wayne Thompson Lai Teik Kin* Lim Hak Min Dali Kumar @ Dali Bin Sardar	
Secretary present:	Tan Kean Wai	(Company Secretary)
Others present:	Shareholders - as per attendance list Proxies - as per attendance list Others by invitation - as per attendance list	
Quorum:	Satisfied (minimum of 2 required) Call to order	
Call to order:	3:00 p.m. with CBL presiding	

** Also holding direct and/or indirect interests in the Company*

1.0 WELCOME

- 1.1 The Chairman welcomed members, proxy holders and invitees to the 20th AGM of the Company.
- 1.2 The Chairman informed the Meeting that the Board’s Chairman, Mr. Loh Guan Huat Sunny was unable to travel to Malaysia to chair the Meeting. The Board had, pursuant to Clause 61 of the Company’s Constitution, elected himself as Chairman of the Meeting.

2.0 QUORUM

- 2.1 With the quorum being present pursuant to the Company’s Constitution, the Chairman declared the Meeting duly constituted.

3.0 NOTICE OF MEETING

- 3.1 The Notice of 20th AGM dated 29 July 2022, having been advertised and circulated to all members of the Company within the prescribed period, was taken as read.

4.0 VOTING BY POLL

- 4.1 The Chairman informed the members that the Meeting was conducted virtually via live streaming and online remote voting using the Remote Participation and Voting Facilities (“RPV”) which was in compliance with the provisions of the Companies Act 2016 and the Company’s Constitution.

- 4.2 The Chairman said that due to time constraints, the Board may not be able to address all questions during the Meeting. Any unanswered questions will be replied to via email after the end of the Meeting.
- 4.3 The Chairman further informed the Meeting that the Company had appointed Agmo Digital Solutions Sdn. Bhd. as the poll administrators to conduct the e-polling process as well as Aegis Communication Sdn. Bhd. as the Independent Scrutineers to verify the poll results at the Meeting.
- 4.4 The Chairman then invited the representative from Agmo Digital Solutions Sdn. Bhd. to take the Meeting through the e-voting procedures for the remote electronic voting process that was provided by them.
- 5.0 TO LAY THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON**
- 5.1 The Chairman informed the Meeting that pursuant to Section 340 of the Companies Act 2016 (“CA2016”), the Audited Financial Statements for the financial year ended 31 March 2022 (“AFS2022”) of the Company do not require shareholders’ approval and henceforth item 1 of the Agenda was meant for discussion only and was not put forward for voting.
- 5.2 The Chairman informed that questions on the above agenda item will be dealt with during the Q&A session.
- 5.3 The Chairman then declared that the AFS2022 together with the reports of the Director and Auditors thereon, were properly laid and received by the Members present in accordance with the CA2016.
- 6.0 ORDINARY RESOLUTION 1
TO RE-ELECT MR. PETER WAYNE THOMPSON, THE DIRECTOR WHO RETIRES IN ACCORDANCE WITH CLAUSE 98 OF THE COMPANY’S CONSTITUTION**
- 6.1 The Chairman put the following Ordinary Resolution 1 to the Meeting for consideration:
- “THAT the retiring Director, Mr. Peter Wayne Thompson, being eligible for re-election, be and is hereby re-elected as a Director of the Company.”
- 6.2 The Chairman informed that questions on the above agenda item will be dealt with during the Q&A session.
- 7.0 ORDINARY RESOLUTION 2
TO RE-ELECT MR. LIM HAK MIN, THE DIRECTOR WHO RETIRES IN ACCORDANCE WITH CLAUSE 98 OF THE COMPANY’S CONSTITUTION**
- 7.1 The Chairman put the following Ordinary Resolution 2 to the Meeting for consideration:
- “THAT the retiring Director, Mr. Lim Hak Min, being eligible for re-election, be and is hereby re-elected as a Director of the Company.”
- 7.3 The Chairman informed that questions on the above agenda item will be dealt with during the Q&A session. He then handed back the chair to the Chairman.

**8.0 ORDINARY RESOLUTION 3
TO APPROVE THE DIRECTORS' FEES OF RM200,000.00 FOR THE FINANCIAL YEAR
ENDING 31 MARCH 2023**

8.1 The Chairman put the following Ordinary Resolution 3 to the Meeting for consideration.

“THAT the payment of Directors’ fees of not exceeding RM200,000.00 for the financial year ending 31 March 2023 to be divided amongst the Directors in such manner as they may determine, with payment of the fees to be made monthly in arrears at the end of each month be approved.”

8.2 The Chairman informed that questions on the above agenda item will be dealt with during the Q&A session.

**9.0 ORDINARY RESOLUTION 4
TO RE-APPOINT MESSRS FOLKS DFK & CO. AS AUDITORS OF THE COMPANY
FOR THE ENSUING YEAR AND TO AUTHORISE THE BOARD OF DIRECTORS TO
FIX THEIR REMUNERATION**

9.1 The Chairman informed the members that the retiring Auditors, Messrs. Folks DFK & Co. have expressed their willingness to continue in office.

9.2 The Chairman then put the following Ordinary Resolution 4 to the Meeting for consideration.

“THAT Messrs Folks DFK & Co. be and are hereby re-appointed as Auditors of the Company for the ensuing year and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration be approved.”

9.3 The Chairman informed that questions on the above agenda item will be dealt with during the Q&A session.

**10.0 ORDINARY RESOLUTION 5
APPROVAL FOR ALLOTMENT OF SHARES OR GRANT RIGHTS**

10.1 The Chairman put the following Ordinary Resolution 5 to the Meeting for consideration:

“THAT pursuant to Section 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at any time and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution shall not exceed twenty per centum (20%) of the issued capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

10.2 The Chairman informed that questions on the above agenda item will be dealt with during the Q&A session.

11.0 QUESTIONS & ANSWERS SESSION

11.1 Members (comprising shareholders, proxies and/or corporate representatives) present discussed their concerns/comments/suggestions concerning the Group matters with the Board as follows:

No.	Concerns/comments/suggestions	Board's reply
1	e-Wallet or e-Voucher to attendees as token of appreciation to attend the general meeting.	It is not the Company's practice to provide door gifts or other token of appreciation in the past general meeting but the Board has duly taken note of this request and will consider them in the next general meeting.
2	The performance of NovaMSC's share price.	The performance of the share price is beyond the Board's control but the Board will continue to build up the business operations to create long term value to the shareholders.
3	Business outlook of NovaMSC Group.	<p>The Group will continue to tap on the opportunities from the digital segment in the Southeast Asia market and start to market its expert systems initiatives such as FORNAX, which will provide automated checks on electronic building plans and development plans.</p> <p>Besides that, we will continue pushing for a wide deployment of our Artificial Intelligence (AI)-driven SELENA+. This deep learning system enables early detection of eye diseases such as diabetic retinopathy, glaucoma suspect, and age-related macular degeneration.</p> <p>Our social robot (Dexie) has also received some market traction.</p>

11.2 There were no other questions from the members except some questions relating to administrative matters of this virtual meeting which the Board will reply after the end of the Meeting.

12.0 TO TRANSACT ANY OTHER ORDINARY BUSINESS

12.1 The Meeting noted that no notice was received for transacting any other ordinary business.

13.0 POLLING SESSION

13.1 The Chairman announced that the online remote voting process shall commence and the voting session was opened for 5 minutes and automatically ended after 5 minutes.

13.2 The Chairman said that the online remote voting and verification process by the poll administrator and the Independent Scrutineers will take some time, the Meeting shall take a break for 10 minutes. The Shareholders will be informed when the Meeting is to be resumed for the announcement of the polling results.

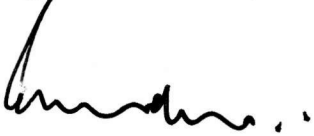
14.0 ANNOUNCEMENT OF POLL RESULTS

14.1 At 3.33 p.m., the Chairman called the Meeting to order for the declaration of results. He informed that he had received the poll results from the Independent Scrutineers and was shown on the screen, attached in "Annex A". He then declared that all the 5 Resolutions were carried.

15.0 TERMINATION

15.1 There being no other business, the Chairman concluded the Meeting at 3.35 p.m. and thanked all present for their attendance.

Signed as a correct record,



DAVID CHOO BOON LEONG
Chairman of the Meeting

Date: 7 October 2022

NOVA MSC BERHAD
(591898-H)

A-18-3, Tower A, Level 18, Northpoint, Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Malaysia

NOVA MSC BERHAD - 20th Annual General Meeting
07/09/2022 15:00:00

Result On Voting

Resolutions	Title	Voted For			Voted Against			Total			Result
		No of Units	%	No of Records	No of Units	%	No of Records	No of Units	%	No of Records	
ORDINARY	Ordinary Resolution 1	95,648,693	99.96006	27	38,220	0.03994	6	95,686,913	100	33	CARRIED
ORDINARY	Ordinary Resolution 2	95,648,693	99.96006	27	38,220	0.03994	6	95,686,913	100	33	CARRIED
ORDINARY	Ordinary Resolution 3	95,545,593	99.95343	21	44,520	0.04657	10	95,590,113	100	31	CARRIED
ORDINARY	Ordinary Resolution 4	95,683,693	99.99663	29	3,220	0.00337	4	95,686,913	100	33	CARRIED
ORDINARY	Ordinary Resolution 5	89,038,693	93.05211	22	6,648,220	6.94789	11	95,686,913	100	33	CARRIED

