

Minutes of the Nineteenth (19th) 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 Thursday, 30 September 2021 at 9.30 a.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:	9:30 a.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 19th 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 19th AGM dated 30 August 2021, 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 Meeting that according to Clause 69 of the Constitution of the Company, at every general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or immediately after the declaration of the result of the show of hands, a poll is demanded. In accordance thereto, the Chairman had pursuant to Section 330 of the

Companies Act 2016, and Clause 69.1 of the Constitution of the Company, exercised his right to demand voting by polls on the resolutions set out in the Notice of 19th AGM.

4.2 The Chairman said that due to time constraints, the Board may not 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 2021 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 2021 (“AFS2021”) 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 AFS2021 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. LAI TEIK KIN, 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. Lai Teik Kin, 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. DAVID CHOO BOON LEONG, THE DIRECTOR WHO RETIRES IN ACCORDANCE WITH CLAUSE 98 OF THE COMPANY’S CONSTITUTION**

7.1 Being the director standing for re-election as stated in 2nd item in the Agenda, the Chairman handed the chair to Mr. Dali Kumar @ Dali Bin Sardar to conduct the Meeting.

7.2 Mr. Dali put the following Ordinary Resolution 2 to the Meeting for consideration:

“THAT the retiring Director, Mr. David Choo Boon Leong, being eligible for re-election, be and is hereby re-elected as a Director of the Company.”

7.3 Mr. Dali 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 RE-ELECT MR. LOH GUAN HUAT SUNNY, THE DIRECTOR WHO RETIRES IN
ACCORDANCE WITH CLAUSE 103 OF THE COMPANY’S CONSTITUTION**

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

“THAT the retiring Director, Mr. Loh Guan Huat Sunny, being eligible for re-election, be and is hereby re-elected as a Director of the Company.”

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 APPROVE THE DIRECTORS’ FEES OF RM200,000.00 FOR THE FINANCIAL YEAR
ENDING 31 MARCH 2022**

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

“THAT the payment of Directors’ fees of not exceeding RM200,000.00 for the financial year ending 31 March 2022 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.”

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

**10.0 ORDINARY RESOLUTION 5
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**

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

10.2 The Chairman then put the following Ordinary Resolution 5 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.”

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

**11.0 ORDINARY RESOLUTION 6
APPROVAL FOR ALLOTMENT OF SHARES OR GRANT RIGHTS**

11.1 The Chairman put the following Ordinary Resolution 6 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.”

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

12.0 QUESTIONS & ANSWERS SESSION

12.1 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	Is the Company gearing toward the business to new technology such as web-based, artificial intelligence (“AI”) etc.?	Essentially our products are web-based already and most of them can run on the cloud such as SELENA+ and FORNAX e-Plan Check which offers pay per use and subscription basis since early 2020. In term of moving on to new area, AI and robotic is one of our trusts and the Group had actually started venture into this segment by incorporated a new subsidiary called DEX-Lab Pte. Ltd. in Singapore to focus on the developing of humanoid robotics and virtual assistance which going to be launched soon.
2	Impact of the Covid-19 pandemic toward the Group’s businesses.	Similar like other industries, for those deliverables which required physical form such as going on-site to do training or set-up computers etc. we are somehow being affected. However, the Management had allowed all the staffs to work from home and managed to deliver satisfactory output to the customers. Nevertheless, as the pandemic still yet over, the full impact of the pandemic still yet to be ascertained.

12.2 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.

13.0 TO TRANSACT ANY OTHER ORDINARY BUSINESS

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

14.0 POLLING SESSION

14.1 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.

14.2 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 15 minutes. The Shareholders will be informed when the Meeting is to be resumed for the announcement of the polling results.

15.0 ANNOUNCEMENT OF POLL RESULTS

15.1 At 10.10 a.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 6 Resolutions were carried.

16.0 TERMINATION

16.1 There being no other business, the Chairman concluded the Meeting at 10.15 a.m. and thanked all present for their attendance.

Signed as a correct record,



DAVID CHOO BOON LEONG
Chairman of the Meeting

Date: 25 November 2021