

Minutes of the Twenty-First Annual General Meeting (“21st 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, 06 September 2023 at 3.00 p.m.

Board Members present: David Choo Boon Leong (“CBL”)* (Chairman)
Loh Guan Huat Sunny *
Peter Wayne Thompson
Lai Teik Kin*
Nazerollnizam Bin Kasim
Lim Hak Min
Dato’ Law Song Ting
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 21st AGM of the Company.

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 21st AGM dated 28 July 2023, 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 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 2023 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 2023 (“AFS2023”) 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 AFS2023 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. NAZEROLLNIZAM BIN KASIM, THE DIRECTOR WHO
RETIRES IN ACCORDANCE WITH CLAUSE 103 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. Nazerollnizam Bin Kasim, being eligible for re-election, be and is hereby re-elected as a Director of the Company.”

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

**8.0 ORDINARY RESOLUTION 3
TO RE-ELECT DATO’ LAW SONG TING, 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, Dato’ Law Song Ting, 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 2024**

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 2024 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. CHENGCO PLT 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. Chengco PLT 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. Chengco PLT 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 Sections 75 and 76 of the Companies Act 2016 (“CA2016”), ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, and the approval(s) of the relevant regulatory authorities, where such approval(s) is required, the Directors of the Company be and are hereby empowered to allot and issue shares in the Company, grant rights to subscribe for shares in the Company, convert any security into shares in the Company, or allot and issue shares in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force, and to make or grant offers, agreements or options which would or might require shares to be allotted and issued, after the expiration of the approval hereof, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such additional shares to be allotted and issued pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being.

THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted and issued on the Bursa Malaysia Securities Berhad.

THAT pursuant to Section 85 of the CA2016 read together with Clause 47 of the Constitution of the Company, the shareholders of the Company do hereby waive their statutory pre-emptive rights to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the CA2016.

AND THAT the Directors be and are hereby authorised to do all such acts and things (including executing such documents as may be required) in the said connection and to delegate all or any of the powers herein vested in them to any Director(s) or any officer(s) of the Company to give effect to the transactions contemplated and/or authorised by this resolution.”

- 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	<p>Could you provide more insights into the recent collaboration with Theta Edge Berhad? What does this joint venture entail for the future of e-Government and advanced IT solutions in Malaysia?</p>	<p>Our joint venture with Theta Edge Berhad (“Theta”) aims to revolutionise e-Government and IT solutions in Malaysia. By merging our technological strengths with Theta’s vast ICT experience, we are targeting to:</p> <ul style="list-style-type: none"> a. delivering advanced e-government solutions and comprehensive IT services; b. leveraging transformative technologies like AI, Digital Transformation, and Big Data in areas such as construction and e-Government services; and c. introducing innovations like automated Building Information Modeling (BIM) and Integrated Digital Delivery (IDD) to improve efficiency. <p>Supported by an investment of RM15.0 million, Theta will hold a 60% stake in the JV Co, while Nova MSC Berhad contributes by transferring our Intellectual Property Rights for Malaysia, holding the remaining 40%. Our goal is a digital-first Malaysia, setting global e-Government and IT solutions standards.</p> <p>At its core, our collaboration is a commitment to technological innovation. Together, we envision a digital-first Malaysia, ensuring streamlined digital governance, enhanced user experience, and setting global benchmarks in e-Government and IT solutions. This is not just a business endeavour for us but it is a strategic step toward a brighter, technologically-driven future for Malaysia.</p>
2	<p>How is the development progress of Dex-lab?</p>	<p>Dex-lab has made significant strides, particularly with DEXIE, designed for the eldercare sector in Singapore. DEXIE offers therapeutic interactions, especially beneficial for dementia patients, and has been successfully adopted in several nursing homes. Beyond enhancing care, DEXIE optimises operational efficiency, showcasing our commitment to eldercare innovation.</p>

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

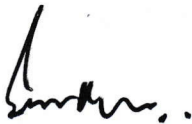
15.0 ANNOUNCEMENT OF POLL RESULTS

15.1 At 3.28 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 6 Resolutions were carried.

16.0 TERMINATION

16.1 There being no other business, the Chairman concluded the Meeting at 3.30 p.m. and thanked all present for their attendance.

Signed as a correct record,



DAVID CHOO BOON LEONG
Chairman of the Meeting

Date: 10 October 2023

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 - 21st Annual General Meeting
06/09/2023 15:00:00

Result On Voting

Resolutions	Title	Voted For				Voted Against				Total				Result
		No of Units	%	No of Records	No of Shareholders	No of Units	%	No of Records	No of Shareholders	No of Units	%	No of Records	No of Shareholders	
ORDINARY	Ordinary Resolution 1	244,744,473	99.98807	30	28	29200	0.01193	6	6	244773673	100	36	34	CARRIED
ORDINARY	Ordinary Resolution 2	244,744,373	99.98803	29	27	29300	0.01197	7	7	244773673	100	36	34	CARRIED
ORDINARY	Ordinary Resolution 3	244,744,473	99.98807	30	28	29200	0.01193	6	6	244773673	100	36	34	CARRIED
ORDINARY	Ordinary Resolution 4	243,019,173	99.97758	24	22	54500	0.02242	11	11	243073673	100	35	33	CARRIED
ORDINARY	Ordinary Resolution 5	243,069,473	99.99827	30	28	4200	0.00173	5	5	243073673	100	35	33	CARRIED
ORDINARY	Ordinary Resolution 6	243,019,173	99.97758	24	22	54500	0.02242	11	11	243073673	100	35	33	CARRIED

