

TRI-MODE SYSTEM (M) BERHAD
[Registration No. 199101018953 (229265-X)]
(Incorporated in Malaysia)

MINUTES OF THE TWENTY-EIGHTH ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY HELD THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT BANGUNAN TRI-MODE, NO. 25 & 27, LORONG BEREMBANG, OFF JALAN KEM, TAMAN SRI BEREMBANG, 42000 PORT KLANG, SELANGOR ON 10 JULY 2020, FRIDAY AT 10.30 A.M.

Present:

Directors

Dato’ Markiman Bin Kobiran (Independent Non-Executive Chairman)

Dato’ Hew Han Seng (Group Managing Director)

Datin Sam Choi Lai (Executive Director)

Mr Chiam Tau Meng (Independent Director)

Mr Wai Wah Kwan @ Wai Ah Har (Independent Director)

Company Secretary

Mr Vimalraj A/L Shanmugam

Shareholders/ Proxies

As per Annexure I

1.0 CHAIRMAN

- 1.1. Dato’ Markiman Bin Kobiran (“the Chairman”) presided the meeting and welcomed the shareholders and proxies (“Members”) who participated in the meeting remotely from various locations through live streaming, to the Twenty-Eighth Annual General Meeting (“AGM”) of the Company.
- 1.2. There being a quorum present at the meeting, the Chairman declared the meeting duly convened at 10.30 a.m.
- 1.3. The Chairman introduced the Directors and Company Secretary on the head table, and drew attention to some housekeeping matters including manner of posting questions, and poll voting, which would be conducted after completion of deliberations of all agenda items for the six (6) ordinary resolutions in accordance with Rule 8.29A of the Listing Requirements. The Members were informed that Niche Unity Consultants Sdn Bhd was appointed as the Poll Administrator to conduct the polling process, whilst SLCC Networks Sdn Bhd was appointed as the Scrutineers to verify the poll results.
- 1.4. With the consent of the meeting, the notice convening the AGM was taken as read. The Chairman then proceeded to the official business of the AGM.

2.0 TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND OF THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS

2.1 The audited financial statements of the Company and of the Group for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon ("Audited Financial Statements") were tabled in accordance with Section 340 of the Companies Act, 2016. The Chairman informed that the Board of Directors would be pleased to deal with any questions from members on the Audited Financial Statement.

2.2 The following questions and the answers were observed: -

Question 1

A member enquired on the status of e-commerce business and the contribution of HiClicks Malaysia.

2.3 The Group Managing Director, Dato' Hew, responded that the responses from the customers were improved especially local purchases from USA. The Company is also continuously improving and upgrading the e-commerce platform for customers' convenience. As for HiClick's contribution to the Group's revenue, Dato' Hew informed that the platform is still at growing stage and yet to have material contribution to the Group.

Question 2

A member enquired on the status of contract with IKEA

2.4 Dato' Hew responded that from his understanding the IKEA project was delayed due to the implementation of Movement Control Order ("MCO") as a result of COVID-19 outbreak. In any case, the Company is in standby-mode and having regular contact with IKEA on the development of their logistic needs.

2.5 There being no further questions raised by the Members, the Chairman proceeded with the next agenda of the meeting.

3.0 TO RE-ELECT THE RETIRING DIRECTORS WHO RETIRE PURSUANT TO CLAUSE 165 OF THE COMPANY'S CONSTITUTION

3.1 The Chairman informed that the next agenda was to re-elect the following retiring Directors who retire pursuant to Clause 165 of the Company's Constitution: -

- a) Chiam Tau Meng; and
- b) Wai Wah Kwan @ Wai Ah Har.

3.2 There being no questions raised by the Members, the Chairman proceeded with the next agenda of the meeting.

4.0 TO APPROVE THE DIRECTORS' FEES TO THE NON-EXECUTIVE DIRECTORS UP TO RM96,000 FOR THE PERIOD FROM 28TH AGM UP TO THE 29TH AGM OF THE COMPANY

4.1 The Chairman informed that the next agenda was to approve the Directors' Fees to the Non-Executive Directors up to RM96,000 for the period from 28th AGM up to the 29th AGM of the Company.

4.2 There being no questions raised by the Members, the Chairman proceeded with the next agenda of the meeting.

5.0 TO APPROVE AN AMOUNT OF UP TO RM4,800 AS BENEFITS PAYABLE TO THE NON-EXECUTIVE DIRECTORS FOR THE PERIOD FROM 28TH AGM UP TO THE 29TH AGM OF THE COMPANY

5.1 The Chairman informed that the next agenda was to approve an amount of up to RM4,800 as benefits payable to the Non-Executive Directors for the period from 28th AGM up to the 29th AGM of the Company.

5.2 There being no questions raised by the Members, the Chairman proceeded with the next agenda of the meeting.

6.0 RE-APPOINTMENT OF MESSRS UHY AS AUDITORS OF THE COMPANY

6.1 The Chairman informed that the agenda was to re-appoint Messrs UHY as Auditors of the Company and to authorised the Directors to determine their remuneration. The retiring auditors, Messrs UHY had expressed their willingness to accept re-appointment as auditors of the Company for the ensuing year.

6.2 There being no questions raised by the Members, the Chairman proceeded with the next agenda of the meeting.

7.0 AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

7.1 The Chairman informed that the next agenda was to provide mandate to Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies, 2016. The rationale of the resolution was to provide flexibility for the Directors to allot and issue shares for such purposes as the Directors considers to be in the best interest of the Company, without having to convene separate general meetings, subject to the limitation that the aggregate number of shares to be allotted and issued does not exceed 20% of the issued share capital of the Company, which is in accordance with the additional temporary relief measures granted by Bursa Malaysia Securities Berhad vide its letter dated 16 April 2020, and the Company's Constitution.

7.2 There being no questions raised by the Members, the Chairman proceeded with the next agenda of the meeting.

8.0 ANY OTHER BUSINESS

- 8.1 Upon consulting the Company Secretary, the Chairman informed that no notice was received from any members for tabling any business to be transacted at the AGM. The Chairman then invited the Poll Administrator and the Scrutineer to do the necessary to ensure full compliance of the voting procedures.

9.0 DECLARATION OF RESULTS

- 9.1 Upon completion of the polling process at 11.00 a.m., the Chairman announced the results of the poll voting and declared that the following six (6) ordinary resolutions set out in the Notice of AGM dated 11 June 2020 were carried, as attached hereto as Annexure II:-

Resolution 1

THAT Chiam Tau Meng, the Director retiring in accordance with Clause 165 of the Constitution of the Company, be hereby re-elected as Director of the Company.

Resolution 2

THAT Wai Wah Kwan @ Wai Ah Har, the Director retiring in accordance with Clause 165 of the Constitution of the Company, be hereby re-elected as Director of the Company.

Resolution 3

THAT the payment of Directors' fees to the Non-Executive Directors up to RM96,000 for the period from 28th AGM to 29th AGM be hereby approved.

Resolution 4

THAT the payment of Directors' benefits to the Non-Executive Directors of the Company up to an amount of RM4,800 for the period from 28th AGM to 29th AGM be hereby approved.

Resolution 5

THAT the re-appointment of Messrs UHY as Auditors of the Company for the ensuing year and that the Directors be authorised to fix their remuneration be hereby approved.

Resolution 6

THAT pursuant to Section 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental / regulatory authorities, the Directors be and are hereby empowered to issue number of shares of the Company from time to 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 20% of the issued number of shares of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

10.0 CLOSURE

- 10.1 There being no other business to be discussed, the AGM was closed at 11.05 a.m. with a vote of thanks to the Chairman.

**Confirmed as a correct record of
the proceedings held thereat**

Dato' Markiman Bin Kobiran
Chairman

**TRI-MODE SYSTEM (M) BERHAD Registration No. 199101018953 (229265-X)
 28TH ANNUAL GENERAL MEETING held on 10 JULY 2020 at 10:30 AM**

The following poll result is based on those who are present and have voted :-

RESOLUTIONS	FOR		AGAINST		TOTAL	
	No of Votes	%	No of Votes	%	No of Votes	%
ORDINARY RESOLUTION 1 RE-ELECTION OF MR. CHIAM TAU MENG	118,942,000.00	100.00%	-	0.00%	118,942,000.00	100.00%
ORDINARY RESOLUTION 2 RE-ELECTION OF MR. WAI WAH KWAN@WAI AH HAR	118,942,000.00	100.00%	-	0.00%	118,942,000.00	100.00%
ORDINARY RESOLUTION 3 TO APPROVE PAYMENT OF DIRECTORS' FEES	118,459,000.00	99.99%	10,000.00	0.01%	118,469,000.00	100.00%
ORDINARY RESOLUTION 4 TO APPROVE PAYMENT OF DIRECTORS' BENEFIT	118,687,000.00	99.99%	10,000.00	0.01%	118,697,000.00	100.00%
ORDINARY RESOLUTION 5 RE-APPOINTMENT OF MESSRS UHY AS AUDITORS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2020	119,027,000.00	100.00%	-	0.00%	119,027,000.00	100.00%
ORDINARY RESOLUTION 6 AUTHORITY TO ISSUE SHARE UNDER SECTIONS 75 AND 76 OF C.A. 2016	119,019,000.00	99.99%	8,000.00	0.01%	119,027,000.00	100.00%

VERIFIED BY :-


 (SCRUTINEERS)