

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

MINUTES OF THE FULLY VIRTUAL THIRTY (30TH) ANNUAL GENERAL MEETING (“AGM”) OF TRI-MODE SYSTEM (M) BERHAD (“TRI-MODE” OR “THE COMPANY”) HELD ENTIRELY THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT CONFERENCE ROOM, WISMA TRI-MODE, NO. 1 (LOT 48), JALAN SUNGAI CHANDONG 24/KS11, TAMAN PERINDUSTRIAN PULAU INDAH (FASA 3), 42920 PULAU INDAH, SELANGOR ON THURSDAY, 23 JUNE 2022 AT 11.00 A.M.

Directors

1. Dato’ Markiman Bin Kobiran (Independent Non-Executive Chairman)
2. Dato’ Hew Han Seng (Group Managing Director)
3. Datin Sam Choi Lai (Executive Director)
4. Mr Chiam Tau Meng (Independent Non-Executive Director)
5. Mr Wai Wah Kwan @ Wai Ah Har (Independent Non-Executive Director)

Company Secretary

1. Mr Tan Tong Lang

Invitee

1. Mr Sua Hee Yuan (Chief Financial Officer)

Shareholders/ Proxies

As per the Attendance List

1.0 CONVENING OF MEETING

- 1.1 Dato’ Markiman Bin Kobiran (“the Chairman”) chaired the meeting and welcomed the shareholders and proxies (“Members”) who participated in the meeting remotely from various locations through live streaming, at the 30th AGM of the Company.
- 1.2 There being a quorum present at the meeting, the Chairman declared the meeting duly convened at 11.00 a.m.
- 1.3 The Chairman introduced the Directors and Company Secretary present, and drew attention to some housekeeping matters including manner of posing questions, and poll voting, which would be conducted during the deliberations of all agenda items for the six (6) resolutions in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”). The Members were informed that Messrs Niche Unity Consultants Sdn. Bhd. was appointed as the Poll Administrator to conduct the polling process, whilst Messrs SLCC Networks Sdn. Bhd. was appointed as the Scrutineers to verify the poll results.
- 1.4 The Chairman informed the Members that their questions will be attended in the Question & Answer session later.
- 1.5 With the consent of the Members, 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 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

2.1 The Chairman informed that the audited financial statements of the Company and of the Group for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon (“Audited Financial Statements”) was meant for discussion only, and therefore, it would not be put forward for voting, in accordance with Section 340(1)(a) of the Companies Act, 2016 (“Act”). Hereafter, the Chairman declared that the Audited Financial Statements were received.

**3.0 ORDINARY RESOLUTION 1
TO RE-ELECT DATO’ HEW HAN SENG, WHO RETIRES IN ACCORDANCE WITH CLAUSE 165 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**

3.1 The Chairman informed that the next agenda of the AGM was to re-elect Dato’ Hew Han Seng, who retires in accordance with Clause 165 of the Constitution of the Company, and being eligible, has offered himself for re-election.

3.2 The Chairman proceeded with the next agenda of the AGM.

**4.0 ORDINARY RESOLUTION 2
TO RE-ELECT MR. CHIAM TAU MENG, WHO RETIRES IN ACCORDANCE WITH CLAUSE 165 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**

4.1 The Chairman informed that the next agenda of the AGM was to re-elect Mr. Chiam Tau Meng, who retires in accordance with Clause 165 of the Constitution of the Company, and being eligible, has offered himself for re-election.

4.2 The Chairman proceeded with the next agenda of the AGM.

**5.0 ORDINARY RESOLUTION 3
TO APPROVE THE PAYMENT OF DIRECTORS’ FEES TO THE NON-EXECUTIVE DIRECTORS UP TO RM96,000.00 FOR THE PERIOD FROM 30TH AGM UP TO THE 31ST AGM OF THE COMPANY**

5.1 The Chairman informed that the next agenda of the AGM was to approve the payment of Directors’ fees to the Non-Executive Directors up to RM96,000 for the period from 30th AGM up to the 31st AGM of the Company. The Chairman further informed that the Independent Non-Executive Directors would abstain from voting on this resolution.

5.2 The Chairman proceeded with the next agenda of the AGM.

**6.0 ORDINARY RESOLUTION 4
TO APPROVE THE PAYMENT OF DIRECTORS’ BENEFITS TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY UP TO AN AMOUNT OF RM9,000 FOR THE PERIOD FROM 30TH AGM UP TO THE 31ST AGM OF THE COMPANY**

6.1 The Chairman informed that the next agenda of the AGM was to approve the payment of directors’ benefits to the Non-Executive Directors of the Company up to an amount of RM9,000 for the period

from 30th AGM up to the 31st AGM of the Company. The Chairman further informed that the Independent Non-Executive Directors would abstain from voting on this resolution.

6.2 The Chairman proceeded with the next agenda of the AGM.

**7.0 ORDINARY RESOLUTION 5
TO RE-APPOINT MESSRS. UHY AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE
NEXT AGM AND TO AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION**

7.1 The Chairman informed that the next agenda of the AGM was to re-appoint Messrs UHY as Auditors of the Company until the conclusion of the next AGM and to authorize the Directors to fix their remuneration. Messrs UHY had expressed their willingness to accept the re-appointment as the Company's auditors for the ensuing year.

7.2 The Chairman proceeded with the next agenda of the AGM.

**8.0 SPECIAL BUSINESS - ORDINARY RESOLUTION 6
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

8.1 The Chairman informed that the next agenda of the AGM under special business was to seek shareholders' approval to authorise the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Act.

8.2 The Chairman explained that upon passing this resolution, the authority would provide the Directors the flexibility and empower the Directors to speedily allot and issue new shares from time to time for such purposes as the Directors in their absolute discretion deemed fit to be in the best interest of the Company. This exercise is subjected to the limitation that the shares to be allotted and issued does not exceed 20% of the issued number of shares of the Company until 31 December 2022. Thereafter, with effect from 1 January 2023, the general mandate limit shall revert to 10%. This authority, unless revoked or varied by the Company in general meeting, shall be in force until the conclusion of the next AGM of the Company.

8.3 The Chairman proceeded with the next agenda of the AGM.

9.0 ANY OTHER BUSINESS

9.1 The Chairman informed that the next agenda of the AGM was to transact any other business for which due notice should have been given in accordance with the Act. Upon consulting the Company Secretary, the Chairman informed that no notice was received from any members for tabling as any other business at the AGM.

10.0 QUESTION & ANSWER SESSION

10.1 The Chairman proceeded with the Question & Answer session of the AGM and the following were the key matters discussed at the AGM:-

Question 1

What is the latest situation regarding the increase in global shipping rate and the global container shortage crisis?

Dato' Hew Han Seng, the Group Managing Director of the Company ("Dato' Hew") responded that the global shipping rate was mainly affected by the supply and demand, fuel price, port congestion in a few areas and supply chain disruption. The shipping rate for this year will not have much fluctuation. In addition, the re-opening of the global ports would increase the demand for freights. However, the equipment shortage would be present in the next few months. As for the shareholders' concern, the shipping rate would still maintain and fluctuate at +/- few percentages from the current level.

Question 2

What are the benefits of having the ILS custom license and how much expected tax savings arising from the ILS PS tax incentives?

Dato' Hew responded that by having the ILS custom license, it provides more flexibility and able to operate without interruption of services. As for the tax savings, the effective rate would be estimate 30% of tax relief at group level.

Question 3

The major shareholder has more than 70% shareholding in the Company. Is there any intention to privatise the Company?

Dato' Hew responded that the major shareholders has hold more than 70% of shareholdings of the Company since the Company listed in the ACE Market of Bursa Malaysia Securities Berhad and the Company has no intention to privatise the Company.

11.0 DECLARATION OF RESULTS

- 11.1 Upon completion and verification of the polling process at 11.39 a.m., the Chairman announced the results of the poll voting and declared that all the following resolutions set out in the Notice of AGM dated 29 April 2022 were carried, as attached hereto as Annexure I:-

“Ordinary Resolution 1

To re-elect Dato' Hew Han Seng, who retires in accordance with Clause 165 of the Constitution of the Company and being eligible, has offered himself for re-election.

Ordinary Resolution 2

To re-elect Mr. Chiam Tau Meng, who retires in accordance with Clause 165 of the Constitution of the Company and being eligible, has offered himself for re-election.

Ordinary Resolution 3

To approve the payment of Directors' fees to the Non-Executive Directors up to RM96,000.00 for the period from 30th AGM up to the 31st AGM of the Company.

Ordinary Resolution 4

To approve an amount of up to RM9,000 as benefits payable to the Non-Executive Directors for the period from 30th AGM up to the 31st AGM of the Company.

Ordinary Resolution 5

To re-appoint Messrs. UHY as auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

Ordinary Resolution 6

THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 (“the Act”) 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 (“Proposed 20% General Mandate”).

THAT such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2022. Thereafter, with effect from 1 January 2023, the general mandate limit shall revert to 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being, pursuant to Rule 6.04 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Proposed 10% General Mandate”).

THAT such approval on the Proposed 10% General Mandate shall continue to be in force until:

- a. the conclusion of the next AGM of the Company held after the approval was given;*
- b. the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or*
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,*

whichever is the earlier.

(The Proposed 20% General Mandate and Proposed 10% General Mandate shall hereinafter be referred to as the “Proposed General Mandate”).

THAT the Directors be and are hereby also empowered to obtain approval from Bursa Securities for the listing and quotation of the additional shares on the ACE Market of Bursa Securities.

THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete, take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

12.0 CLOSURE

- 12.1 There being no other business, the AGM was closed at 11.40 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