

**TASHIN HOLDINGS BERHAD**  
Registration No. 201701028709 (1242878-H)  
(Incorporated in Malaysia)

**MINUTES OF THE THIRD ANNUAL GENERAL MEETING ("AGM" OR "MEETING") OF TASHIN HOLDINGS BERHAD ("THB" OR "THE COMPANY") HELD ON A FULLY VIRTUAL BASIS AT THE BROADCAST VENUE AT MEETING ROOM OF SECURITIES SERVICES (HOLDINGS) SDN. BHD., LEVEL 7, MENARA MILENIUM, JALAN DAMANLELA, PUSAT BANDAR DAMANSARA, DAMANSARA HEIGHTS, 50490 KUALA LUMPUR, WILAYAH PERSEKUTUAN ON MONDAY, 20 JULY 2020 AT 10:00 A.M.**

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<b>DIRECTORS PRESENT AT BROADCAST VENUE</b>	: Dato' Kalsom binti Abd. Rahman ( <i>Chairman</i> ) Mr. Lim Choon Teik Mr. Foong Kok Chuin Dato' Toh Yew Peng Mr. Toh Yew Seng Mr. Koay Kah Ee
<b>DIRECTORS WHO PARTICIPATED REMOTELY</b>	: Ms. Khaw Chooi Kee Encik Rusdy bin Ishak Mr. Sim Puei Chun Ir. Tan Tiong Ben
<b>MEMBERS</b>	: As per Attendance List
<b>PROXY HOLDERS</b>	: As per Attendance List
<b>CORPORATE REPRESENTATIVES</b>	: As per Attendance List
<b>INVITEES/OTHERS</b>	: As per Attendance List
<b>IN ATTENDANCE</b>	: Ms. Chua Siew Chuan ( <i>Company Secretary</i> ) Ms. Chin Mun Yee ( <i>Company Secretary</i> )

**CHAIRMAN**

Dato' Kalsom binti Abd. Rahman ("**Dato' Chairman**") was in the chair. Dato' Chairman welcomed all present to the live streaming of the Third AGM of the Company and called the Meeting to order at 10:00 a.m.

Dato' Chairman informed the shareholders that in view of the current Covid-19 pandemic and the Recovery Movement Control Order in Malaysia, the Board of Directors of the Company ("**Board**") had decided that this Meeting be held via live streaming webcast and online remote voting using the remote participation and voting facilities without physical attendance by shareholders, proxies and corporate representatives at the broadcast venue.

Dato' Chairman then proceeded to introduce the Directors, Company Secretary, the Sponsor and External Auditors of the Company to the shareholders.

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**QUORUM**

The requisite quorum being present pursuant to Clause 110 of the Company's Constitution, Dato' Chairman declared the Meeting duly convened.

**NOTICE OF MEETING**

The Notice convening the Meeting, having been circulated within the prescribed period was, with the permission of the Meeting be taken as read.

**PROCEEDINGS**

Dato' Chairman informed the Meeting that only members whose names appeared in the Record of Depositors on 13 July 2020 were eligible to attend today's Meeting.

Ms. Chin Mun Yee ("**Ms. Chin**"), *Company Secretary of the Company* informed that as indicated by the Securities Commission Malaysia, shareholders and proxies might rely on real time submission of typed texts to exercise the rights to speak or communicate in a virtual meeting. Therefore, shareholders or proxies who attended the Third AGM remotely might use the text box facility under the live stream player within the same e-portal page to transmit their questions or remarks in real time during the Meeting.

The Meeting was informed that the Company endeavours to respond to all questions relevant to the Agenda items during the Meeting and any unattended questions or remarks submitted by shareholders or proxies would be responded to via email after the conclusion of the Meeting.

Ms. Chin then briefed the Meeting that as there was no legal requirement for a proposed resolution to be seconded, Dato' Chairman would take the Meeting through each item on the Agenda. The voting session had commenced from the start of the Meeting and shall continue until the closure of the voting session to be announced later. Alternatively, shareholders, proxies or corporate representatives might cast their vote after all the questions and answers in relation to each Agenda and resolution have been dealt with.

Ms. Chin informed that there were shareholders who were unable to participate in the Meeting remotely and had appointed the Chairman of the Meeting to vote on their behalf. Accordingly, Dato' Chairman would be voting in her capacity as proxy in accordance with the shareholders' instructions, where indicated.

The Meeting was informed that SS E Solutions Sdn. Bhd. was appointed as the poll administrator and Commercial Quest Sdn. Bhd. was appointed as an independent scrutineer to verify the results of the poll voting. The poll voting process for all resolutions set out in the Notice of the Meeting would be carried out after the discussions of all Agenda items of the Meeting.

Dato' Chairman informed that in compliance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and pursuant to Section 330 of the Companies Act

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2016, Dato' Chairman exercised her right as the Chairman of the Meeting and demanded that a poll be conducted for all the resolutions which were put forth for voting at today's Meeting.

The Meeting noted on the voting procedure as explained by the step-by-step guide together with a short audio clip on the online voting module within the e-Portal.

Dato' Chairman thereafter invited Mr. Foong Kok Chuin ("**Mr. Foong**"), Chief Financial Officer/Executive Director of the Company, to present on the Group financial highlights to the shareholders and the Meeting noted on the same as per Appendix "A" attached to this Minutes.

**1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 ("FYE 2019") TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON**

Dato' Chairman informed that the first item on the Agenda was to receive the Audited Financial Statements for FYE 2019 together with the Reports of the Directors and the Auditors thereon.

Dato' Chairman then invited questions from the shareholders, proxies and corporate representatives in respect of the Audited Financial Statements for FYE 2019 and the Meeting noted on the following:

- Ms. Chan Lai Yin, Mr. Poravi A/L S P Sithambaram Pillay and Mr. Lim Pin Yeong ("**Mr. Lim**") enquired whether e-vouchers would be distributed to the shareholders, proxies or corporate representatives who are attending this Meeting.

Dato' Chairman, on behalf of the Board, expressed their appreciation for the support given by the shareholders to the Company. Dato' Chairman informed that the Board took note of the aforesaid request and would consider the same for future general meeting. Dato' Chairman then sought shareholders' understanding on the challenges faced by the Group during this uncertain market condition as a result of COVID-19 pandemic and Movement Control Order implemented by the Government and the Group has imposed relevant measures and initiatives to improve the performance of Group.

- Mr. Lim further enquired on the following:
  - (1) The reason for the significant decline of profit before tax and profit attributable to owner upon listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad?
  - (2) Will the Company consider declaring dividend for the financial year ending 31 December 2020?

Dato' Chairman informed that question no. 1 has been dealt with during the presentation of the Group financial highlights by the Chief Financial

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Officer/Executive Director earlier part of the Meeting. As for the declaration of dividend for the financial year ending 31 December 2020, it would depend on the financial and cash flows positions of the Company for the financial year ending 31 December 2020.

After dealing with the questions, Dato' Chairman **DECLARED:**

***That the Audited Financial Statements of the Company for FYE 2019 together with the Reports of the Directors and the Auditors thereon, be received.***

**2.0 APPROVAL OF PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM313,000.00 FOR FYE 2019**

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Dato' Chairman informed that the next item on the Agenda was to approve the payment of Directors' fees amounting to RM313,000.00 for FYE 2019.

Since there was no question raised on the Resolution 1, the Meeting proceeded to the next item on the Agenda.

**3.0 APPROVAL OF PAYMENT OF BENEFITS TO THE NON-EXECUTIVE DIRECTORS AMOUNTING TO RM6,600.00 FOR FYE 2019**

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Dato' Chairman informed that the next item on the Agenda was to approve the payment of benefits to the Non-Executive Directors amounting to RM6,600.00 for FYE 2019.

Since there was no question raised on the Resolution 2, the Meeting proceeded to the next item on the Agenda.

**4.0 APPROVAL OF AN AMOUNT OF UP TO RM32,000.00 AS BENEFITS PAYABLE TO THE NON-EXECUTIVE DIRECTORS FROM 1 JANUARY 2020 UNTIL THE NEXT AGM OF THE COMPANY TO BE HELD IN YEAR 2021**

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Dato' Chairman informed that the next item on the Agenda was to approve an amount of up to RM32,000.00 as benefits payable to the Non-Executive Directors from 1 January 2020 until the next AGM of the Company to be held in year 2021.

Since there was no question raised on the Resolution 3, the Meeting proceeded to the next item on the Agenda.

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**5.0 RE-ELECTION OF THE FOLLOWING DIRECTORS WHO RETIRED PURSUANT TO CLAUSE 165 OF THE COMPANY'S CONSTITUTION:**  
**(A) DATO' KALSOM BINTI ABD. RAHMAN;**  
**(B) MR. LIM CHOON TEIK; AND**  
**(C) IR. TAN TIONG BEN**

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Dato' Chairman informed that the next item on the Agenda was to re-elect Mr. Lim Choon Teik, Ir. Tan Tiong Ben and herself who retired pursuant to Clause 165 of the Company's Constitution. Dato' Chairman then handed over the chairmanship to Dato' Toh Yew Peng ("**Dato' Toh**") to chair the Meeting for Resolutions 4, 5 and 6.

Dato' Toh took over the chairmanship and informed the Meeting that Dato' Kalsom binti Abd. Rahman, Mr. Lim Choon Teik and Ir. Tan Tiong Ben, being eligible for re-election, had offered themselves for re-election.

Since there was no question raised on the Resolutions 4, 5 and 6, Dato' Toh then handed over the chairmanship back to Dato' Chairman. Dato' Chairman thanked Dato' Toh for chairing this segment of the Agenda.

The Meeting proceeded to the next item on the Agenda.

**6.0 RE-APPOINTMENT OF MESSRS. BDO PLT AS THE COMPANY'S EXTERNAL AUDITORS UNTIL THE CONCLUSION OF THE NEXT AGM AND AUTHORISATION TO THE DIRECTORS TO FIX THEIR REMUNERATION**

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Dato' Chairman informed that the next item on the Agenda was to re-appoint Messrs. BDO PLT as the Company's External Auditors until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

Since there was no question raised on the Resolution 7, the Meeting proceeded to the next item on the Agenda.

**7.0 SPECIAL BUSINESS**

**(a) ORDINARY RESOLUTION 1**  
**- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

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Dato' Chairman informed that the next item on the Agenda was a special business for the approval of the Ordinary Resolution 1: Authority to issue shares pursuant to the Companies Act 2016.

Dato' Chairman explained that the proposed adoption of the Ordinary Resolution 1 would empower the Directors of the Company to issue and allot shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the general mandate does not exceed

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ten per centum (10%) of the total number of issued shares of the Company for the time being.

Since there was no question raised on the Resolution 8, the Meeting proceeded to the next item on the Agenda.

**(b) ORDINARY RESOLUTION 2**  
**- PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

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Dato' Chairman informed that the next item on the Agenda was a special business to approve the Ordinary Resolution 2: Proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("RRPT") ("**Proposed New Shareholders' Mandate**").

Dato' Chairman explained that the proposed adoption of the Ordinary Resolution 2 was to obtain new shareholders' mandate for RRPTs. The Proposed New Shareholders' Mandate would enable THB and its subsidiaries ("**the Group**") to enter into the RRPTs which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

The Meeting noted that the interested Directors, Mr. Lim Choon Teik, Dato' Toh, Mr. Toh Yew Seng and Mr. Koay Kah Ee have abstained and would continue to abstain from all deliberations and voting in respect of their direct and/or indirect interests in the Company on the Proposed New Shareholders' Mandate.

The Meeting further noted that all the interested parties have undertaken to ensure that persons connected to them would abstain from voting on the Proposed New Shareholders' Mandate at today's Meeting.

Since there was no question raised on the Resolution 9, the Meeting proceeded to the last item of the Agenda.

**8.0 ANY OTHER ORDINARY BUSINESS**

The Meeting was advised that there was no other ordinary business to be transacted at this Meeting of which due notice had been given.

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**POLLING PROCESS**

At this juncture, Dato' Chairman requested shareholders, proxies and corporate representatives to submit their vote as the voting session would continue for another ten (10) minutes and would end at 10:50 a.m.

The Meeting then proceeded with the casting of votes and verification of votes results by the independent scrutineers, Commercial Quest Sdn. Bhd.

**ANNOUNCEMENT OF POLL RESULTS**

The Meeting resumed at 11:00 a.m. and Dato' Chairman invited the Company Secretary, Ms. Chin to announce the results of the poll voting.

The results of the poll voting were as follows:

Resolution	Voted for		Voted against		Result
	No. of shares	%	No. of shares	%	
<b><u>Resolution 1</u></b> To approve the payment of Directors' fees amounting to RM313,000.00 for the financial year ended 31 December 2019.	255,967,898	99.9968	8,300	0.0032	Carried
<b><u>Resolution 2</u></b> To approve the payment of benefits to the Non-Executive Directors amounting to RM6,600.00 for the financial year ended 31 December 2019.	257,066,798	99.9968	8,300	0.0032	Carried
<b><u>Resolution 3</u></b> To approve an amount of up to RM32,000.00 as benefits payable to the Non-Executive Directors from 1 January 2020 until	257,066,698	99.9967	8,400	0.0033	Carried

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Resolution	Voted for		Voted against		Result
	No. of shares	%	No. of shares	%	
the next Annual General Meeting of the Company to be held in 2021.					
<b><u>Resolution 4</u></b> To re-elect Dato' Kalsom binti Abd. Rahman who retires pursuant to Clause 165 of the Company's Constitution.	258,535,798	99.9988	3,200	0.0012	Carried
<b><u>Resolution 5</u></b> To re-elect Mr. Lim Choon Teik who retires pursuant to Clause 165 of the Company's Constitution.	258,535,798	99.9988	3,200	0.0012	Carried
<b><u>Resolution 6</u></b> To re-elect Ir. Tan Tiong Ben who retires pursuant to Clause 165 of the Company's Constitution.	258,535,798	99.9988	3,200	0.0012	Carried
<b><u>Resolution 7</u></b> To re-appoint Messrs. BDO PLT as the Company's External Auditors until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration.	258,537,898	99.9996	1,100	0.0004	Carried



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Resolution	Voted for		Voted against		Result
	No. of shares	%	No. of shares	%	
<b>Resolution 8</b> Authority to issue shares pursuant to the Companies Act 2016.	258,537,698	99.9995	1,300	0.0005	Carried
<b>Resolution 9</b> Proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature.	16,392,700	99.9921	1,300	0.0079	Carried

Based on the results of the poll voting, Dato' Chairman declared that the following resolutions **CARRIED**:

**RESOLUTION 1**

**THAT** the payment of Directors' fees amounting to RM313,000.00 for FYE 2019 be and is hereby approved.

**RESOLUTION 2**

**THAT** the payment of benefits to the Non-Executive Directors amounting to RM6,600.00 for FYE 2019 be and is hereby approved.

**RESOLUTION 3**

**THAT** an amount of up to RM32,000.00 as benefits payable to the Non-Executive Directors from 1 January 2020 until the next AGM of the Company to be held in year 2021 be and is hereby approved.

**RESOLUTION 4**

**THAT** Dato' Kalsom binti Abd. Rahman, being eligible for re-election, be re-elected to serve on the Board.

**RESOLUTION 5**

**THAT** Mr. Lim Choon Teik, being eligible for re-election, be re-elected to serve on the Board.

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**RESOLUTION 6**

**THAT** Ir. Tan Tiong Ben, being eligible for re-election, be re-elected to serve on the Board.

**RESOLUTION 7**

**THAT** the retiring Auditors, Messrs. BDO PLT be re-appointed as the Company's External Auditors until the conclusion of the next AGM and that authority be and is hereby given to the Directors to fix their remuneration.

**SPECIAL BUSINESS**

**RESOLUTION 8**

- **ORDINARY RESOLUTION 1: AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

**THAT** subject to the Companies Act 2016, the Constitution of the Company, approvals of Bursa Malaysia Securities Berhad and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to the Companies Act 2016, to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

**AND THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company.

**SPECIAL BUSINESS**

**RESOLUTION 9**

- **ORDINARY RESOLUTION 2: PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

**THAT** subject to the Companies Act 2016 ("**the Act**"), the Constitution of the Company and Bursa Malaysia Securities Berhad ACE Market Listing Requirements, a shareholders' mandate be and is hereby granted to the Company's subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature ("**Recurrent Related Party Transactions**") as described in the circular to shareholders dated 11 June 2020 with the related parties mentioned therein subject further to the following:

- (i) the Recurrent Related Party Transactions are in the ordinary course of business which are necessary for day-to-day operations and are on terms not more favourable than those generally available to the public; and

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- (ii) disclosure is made in the annual report breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year;

**AND THAT** the authority conferred by such mandate shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:

- (a) the conclusion of the first Annual General Meeting ("**AGM**") of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier,

**AND FURTHER THAT** the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution.

**TERMINATION**

Dato' Chairman concluded the Meeting and thanked all present for their attendance.

The Meeting terminated at 11:05 a.m. with a vote of thanks to Dato' Chairman.

SIGNED AS A CORRECT RECORD



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CHAIRMAN  
DATO' KALSOM BINTI ABD. RAHMAN

Dated: 20 July 2020