

PARLO BERHAD
Registration No. 199601013285 (385635-V)
(Incorporated in Malaysia)

Minutes of the Twenty-Sixth Annual General Meeting (26th AGM or the Meeting) of **PARLO BERHAD** (Parlo or the Company) held on a virtual basis through live streaming from a broadcast venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Thursday, 20 June 2024 at 10:00 a.m.**

DIRECTORS' PRESENT : Mr. Ti Lian Seng – Meeting Chairman
Encik MD Radzi bin Din – Independent Non-Executive Director
Mr. Leow Wey Seng – Independent Non-Executive Director
Mr. Ng Fun Kim – Independent Non-Executive Director
Ms. Lim Han Ying – Independent Non-Executive Director

SHAREHOLDERS PRESENT : As per attendance list

IN ATTENDANCE : Ms. Wong Yuet Chyn – Company Secretary

BY INVITATION : Guests as per attendance list

CHAIRMAN

The Meeting Chairman took the chair and called the Meeting to order at 10:00 a.m. The Meeting Chairman welcomed the shareholders, proxies and Corporate Representatives to the 26th AGM of the Company and then proceeded to introduce the Board of Directors (Board), the Company Secretary and External Auditors to the Meeting.

QUORUM

Based on the registration data as at 10:00 a.m., 20 June 2024, there were 33 members or proxies or corporate representatives had registered for attendance of the AGM and 5 members or proxies or corporate representative had participated in the AGM virtually.

As informed by the Company Secretary that there being a quorum present, the Meeting Chairman declared the Meeting duly convened.

NOTICE OF MEETING

The Meeting Chairman informed that the 26th AGM was conducted on a virtual basis through live streaming from a broadcast Venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan.

The Meeting Chairman notified that the Notice convening the 26th AGM (Notice) had been despatched to all the shareholders of the Company and the said Notice was advertised in The New Straits Times on 30 April 2024.

POLL VOTING

The Meeting Chairman then guided through the procedures of the Meeting. He informed that the voting on all resolutions set out in the Notice would be conducted by way of poll in accordance with Rule 8.31A (1) of the ACE Market Listing Requirements (AMLR) of Bursa Malaysia Securities Berhad (Bursa Securities). For this purpose, he has exercised his right as the Chairman of the Meeting to demand for a poll in accordance with Clause 23.6.2 of Constitution of the Company in respect of all resolutions which would be put to vote at 26th AGM.

The polling would be conducted electronically via the remote participation and voting facility and voting session had commenced from 10:00 a.m. until the announcement of the end of the voting session by the Meeting Chairman. In this respect, the Share Registrar, Workshire Share Registration Sdn. Bhd., had been appointed as the Poll Administrator to conduct the polling process and Symphony Corporate Services Sdn. Bhd. as Scrutineer to verify the poll results.

The Meeting Chairman informed that the Board would deal with the shareholders' questions after the deliberation of the agenda. Where there are overlap or similar nature in the scope of the questions asked, the Board will group the related questions and provide the response.

The Board would try their best to address all the questions, in the event the Board are unable to answer all the question, the responses to the remaining questions will be made available on the Company's website no later than 30 business days after AGM.

The Meeting Chairman then proceeded with the agenda of the Meeting.

1. AUDITED FINANCIAL STATEMENTS (AFS) FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2023 (FPE 2023) TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Meeting Chairman proceeded to item 1 of the Agenda which was to receive the Company's AFS for the FPE 2023 together with the Reports of the Directors and Auditors thereon, as set out in the Annual Report 2023.

The Meeting Chairman informed that the AFS together with the Reports of the Directors and Auditors for the FPE 2023 were duly tabled and received at the 26th AGM in accordance with Section 340(1)(a) of the Companies Act 2016 (CA 2016). He further explained that the AFS for FPE 2023 were for discussion only as they did not require shareholders' approval. Hence, the AFS would not be put forward for voting.

2. PAYMENT OF THE DIRECTORS' FEES PAYABLE TO THE DIRECTORS OF THE COMPANY AMOUNTING TO RM270,000 FOR THE PERIOD FROM 1 JANUARY 2024 UNTIL THE NEXT 27TH AGM OF THE COMPANY

The Meeting Chairman proceeded to **Ordinary Resolution 1** which was to approve the sum of RM270,000 as Directors' fees payable for the period from 1 January 2024 until the next 27th AGM of the Company.

The Meeting Chairman closed the resolution and proceeded with the next resolution.

3. PAYMENT OF THE DIRECTORS' BENEFITS PAYABLE TO THE DIRECTORS OF THE COMPANY FOR THE PERIOD FROM THE 26TH AGM UNTIL THE NEXT 27TH AGM OF THE COMPANY, WHICH COMPRISE SOLELY OF MEETING ALLOWANCE OF RM500/- PER MEETING FOR EACH DIRECTORS OF THE COMPANY

The Meeting Chairman proceeded to **Ordinary Resolution 2** which was to approve the payment of the Directors' Benefits payable to the Directors for the period from the 26th AGM until the next 27th AGM of the Company, which comprise solely of meeting allowance of RM500/- per meeting for each Directors of the Company.

The Meeting Chairman closed the resolution and proceeded with the next resolution.

4. RE-ELECTION OF DIRECTORS WHO RETIRE PURSUANT TO CLAUSE 25.3 OF THE COMPANY'S CONSTITUTION

Meeting Chairman informed that one (1) Director, who retired by rotation pursuant to Clause 25.3 of the Company's Constitution, was eligible for re-election. The retiring Director had offered himself for re-election under Ordinary Resolutions 3 was as follow:

RE-ELECTION OF MR. LEOW WEY SENG (MR. LEOW)

The Meeting Chairman proceeded to **Ordinary Resolution 3** which was to re-elect Mr. Leow, who was retired pursuant to Clause 25.3 of the Company's Constitution. He added that Mr. Leow, who was eligible for re-election, had offered himself for re-election.

The Meeting Chairman further informed that Mr. Leow is the Independent Non-Executive Director of the Company and his profile was set out on page 11 of the Annual Report 2023.

The Meeting Chairman closed the resolution and proceeded with the next resolution.

RETIREMENT OF ENCIK MD RADZI BIN DIN

Encik Md Radzi bin Din, who retired pursuant Clause 25.3 of the Company's Constitution had indicated his intention of not seeking for re-election as a Director of the Company at the 26th AGM, be retired at the conclusion of the 26th AGM.

5. RE-ELECTION OF MS. LIM HAN YING (MS. LIM)

The Meeting Chairman proceeded to **Ordinary Resolution 4** which was to re-elect Ms. Lim, who was retired pursuant to Clause 25.2 of the Company's Constitution. He added that Ms. Lim, who was eligible for re-election, had offered herself for the re-election.

The Meeting Chairman further informed that Ms. Lim is the Independent Non-Executive Director of the Company and her profile was set out on page 12 of the Annual Report 2023.

The Meeting Chairman closed the resolution and proceeded with the next resolution.

6. RE-APPOINTMENT OF MESSRS UHY AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The Meeting Chairman proceeded to **Ordinary Resolution 5** which was to re-appoint Messrs UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

The Meeting Chairman added that Messrs UHY, the retiring Auditors had indicated their willingness to accept the re-appointment. The representative from Messrs UHY, Mr. Lim Yang Yue introduced himself to the Meeting.

The Meeting Chairman closed the resolution and proceeded with the next resolution.

7. AUTHORITY TO ALLOT AND ISSUE SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE CA 2016 (PROPOSED GENERAL MANDATE)

The Meeting Chairman proceeded to **Ordinary Resolution 6** which was to provide the authority for the Directors to allot and issue shares pursuant to Sections 75 and 76 of the CA 2016.

“**THAT** pursuant to Sections 75 and 76 of the CA 2016, ACE Market Listing Requirements of Bursa Securities (Listing Requirements) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (New Shares) from time to time, 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 New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, 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 such approval on the Proposed 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.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the ACE Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, 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.

THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered New Shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the CA 2016 read together with Clause 7.6 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the CA 2016.

AND THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and 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.”

The Meeting Chairman closed the resolution and proceeded with the next resolution.

8. ANY OTHER BUSINESS

The Meeting Chairman, with confirmation from the Company Secretary, informed that the Company did not receive any notice for transaction of any other business at the Meeting.

As there were no questions raised by shareholders and proxies, the Meeting Chairman announced the allocation of a further 5 minutes for the shareholders to complete casting their votes.

The Meeting Chairman then announced the closing of the online voting session and then adjourned the Meeting for approximately 25 to 30 minutes for the poll votes to be counted by the Poll Administrator in the presence of the appointed Scrutineer.

The Meeting resumed and the representative of the Scrutineer submitted the report of the results to the Meeting Chairman.

9. RESULT OF THE POLL VOTES ON RESOLUTIONS TABLED AT THE 26TH AGM ON 20 JUNE 2024

The results of the poll which were as follows:

Resolution	Voted For			Voted Against		
	No. of Shareholders	No. of shares	%	No. of Shareholders	No. of shares	%
Ordinary Resolution 1 To approve the payment of the Directors’ Fees payable to the Directors of the Company amounting to RM270,000 for the period from 1 January 2024 until the next 27th AGM of the Company.	14	289,530,108	99.9930	6	20,260	0.0070
Ordinary Resolution 2 To approve the payment of the Directors’ Benefits payable to the Directors of the Company for the period from the 26th AGM until the next 27th AGM of the Company, which comprise solely of meeting allowance of RM500/- per meeting for each Directors of the Company.	13	289,530,008	99.9930	7	20,360	0.0070

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Ordinary Resolution 3 To re-elect Mr. Leow as Director who retires pursuant to Clause 25.3 of the Company's Constitution.	16	289,530,348	99.9931	4	20,020	0.0069
Ordinary Resolution 4 To re-elect Ms. Lim who retires pursuant to Clause 25.2 of the Company's Constitution as a Director of the Company.	16	289,530,348	99.9931	4	20,020	0.0069
Ordinary Resolution 5 To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration.	16	21,355,250	7.3753	5	268,195,118	92.6247
Ordinary Resolution 6 Authority to Allot and Issue Shares of the Company Pursuant to Sections 75 and 76 of the CA 2016.	15	289,530,308	99.9931	5	20,060	0.0069

Meeting Chairman then declared the Ordinary Resolutions no. 1, 2, 3, 4 and 6 were carried and the Ordinary Resolution no. 5 was not carried.

10. CLOSE OF MEETING

There being no other business, the Meeting terminated at 10:37 a.m. with a vote of thanks to the Chair.

C O N F I R M E D

-Signed-

TI LIAN SENG
Meeting Chairman

Date: 20 June 2024