

CLASSITA HOLDINGS BERHAD
Registration No. 199601036023 (408376-U)
(Incorporated in Malaysia)

MINUTES OF GENERAL MEETING

MINUTES OF 28TH ANNUAL GENERAL MEETING OF CLASSITA HOLDINGS BERHAD HELD AT LANGKAWI ROOM, LEVEL 2, MAIN CLUB HOUSE, BUKIT JALIL GOLF & COUNTRY RESORT, JALAN JALIL PERKASA 3, BUKIT JALIL, 57000 KUALA LUMPUR, WILAYAH PERSEKUTUAN (KL) ON MONDAY, 09 DECEMBER 2024 AT 10.00 A.M.

Present : Directors
Ng Keok Chai (In the Chair)
Datuk Kuan Poh Huat
Dato' Kang Chez Chiang
Krishnan A/L Dorairaju
Chong Seng Ming
Datuk Aureen Jean Nonis
Lester Chin Kent Lake

By Invitation

Ng Chiew Pei (External Auditors, Messrs. PKF PLT)
Eric Tan Kai Meng (Share Registrar, Symphony Corporate Services Sdn Bhd)
Danny Yap Yee Kong (Independent Scrutineer, Propoll Solutions Sdn Bhd)

Members/Proxy Holders/Corporate Representatives

Total number of members participated: 24
Total number of proxy holders participated: 9
Total number of corporate representatives participated: 1

In Attendance : Ms. P'ng Chiew Keem (Company Secretary)

Absent with apologies : Dato' Pahlawan Mior Faridalathrash Bin Wahid

1) COMMENCEMENT

On behalf of the Board of Directors of Classita Holdings Berhad ("**Classita**" or "**the Company**"), the Company's Chairman, Mr. Ng Keok Chai welcomed all members, proxies and invited guests present at the Company's 28th Annual General Meeting ("**AGM**").

Before the Chairman proceeded with the meeting's agenda, he introduced his fellow Directors, the Company Secretary and the External Auditors who were present at the meeting. He then informed members present that the AGM also acts as a forum for interactions with members hence, members and/or proxies present were encouraged to participate actively.

Without further delay, he called upon the Company Secretary to confirm the number of proxy forms received and the presence of a quorum for the Company's 28th AGM.

The Company Secretary, Ms. P'ng Chiew Keem, confirmed that 11 proxy forms were received within the prescribed period and the said forms were available for members' inspection at the registration desk.

The Company Secretary then informed the Chairman that in accordance with Clause 73 of the Company's Constitution, 2 members present in person or by proxy would constitute a quorum at a general meeting and was pleased to confirm the presence of the requisite quorum as at the commencement of the meeting.

The requisite quorum being present, the Chairman called the 28th AGM to order at 10.04 am.

2) NOTICE OF MEETING

The Chairman informed that the notice convening the 28th AGM had been sent to all members, Bursa Malaysia Securities Berhad, the Stock Exchange and Messrs. PKF PLT, the External Auditors of the Company in accordance with the Company's Constitution.

As there were no objections, the notice convening the 28th AGM was taken as read.

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements ("**Main LR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the Company's Constitution, all the Resolutions set out in the notice of the 28th AGM had to be voted upon by poll.

To this, the Chairman declared a poll to be carried out on all the Resolutions set out in the notice of the 28th AGM, electronically.

3) AGM PROCEEDINGS & POLL VOTING PROCEDURES

The Company Secretary briefed members on the proceedings of the AGM.

She also notified members that the Company had appointed Symphony Corporate Services Sdn Bhd as the polling agent and Propoll Solutions Sdn Bhd as the independent scrutineer for the polling and vote counting verification.

A member of the Company, Mr. Lim San Kim informed the Directors that the Company should save the cost of appointing independent scrutineer as the Company's independent directors are able to verify the poll results.

The Company Secretary responded that it is the requirement under Main LR to appoint independent scrutineer to verify the poll results.

There being no other matters, the Company Secretary invited the polling agent to brief members and proxies present on the live poll voting procedures.

4) AUDITED FINANCIAL STATEMENTS

The first agenda of the meeting was to receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of Directors and Auditors thereon.

The Chairman highlighted that the audited financial statements was for discussion only as it does not require members' approval under Section 340(1)(a) of the Companies Act 2016.

He then welcomed questions from the floor and there was none.

The Chairman declared that the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of Directors and Auditors thereon, were thus duly tabled and received by members of the Company.

5) ORDINARY RESOLUTION 1 - RE-ELECTION OF MR. NG KEOK CHAI

The Ordinary Resolution 1 was to re-elect Mr. Ng Keok Chai, a Director who retires by rotation pursuant to Clause 99 of the Company's Constitution and who, being eligible, had offered himself for re-election.

Since the proposed resolution is concerning his re-election, the Chairman called upon the Company Secretary to take over the Chair for the said resolution.

The Company Secretary took over the Chair and informed members and proxies present that the Company's Executive Chairman, Mr. Ng Keok Chai is retiring by rotation as a Director of the Company pursuant with Clause 99 of the Company's Constitution and being eligible, had offered himself for re-election.

She then welcomed questions from the floor and there was none.

Ms. Lee Wen Li proposed and Mr. Lim San Kim seconded the proposal that the Ordinary Resolution 1 be passed.

The Ordinary Resolution 1 was then put to the vote of the meeting by poll.

The results of the poll were as follows:

Voted For	- 637,938,400 (99.922435%)
Against	- 495,200 (0.077565%)
Abstain	- 0

Based on the results, the Chairman declared the Ordinary Resolution 1 as unanimously carried.

6) ORDINARY RESOLUTION 2 – RE-ELECTION OF DATO' KANG CHEZ CHIANG

The Ordinary Resolution 2 was to re-elect Dato' Kang Chez Chiang, a Director who retires by rotation pursuant to Clause 99 of the Company's Constitution and who, being eligible, had offered himself for re-election.

The Chairman welcomed questions from the floor and there was none.

Mr. Lim San Kim proposed and Ms. Ngai Pei Yee seconded the proposal that the Ordinary Resolution 2 be passed.

The Ordinary Resolution 2 was then put to the vote of the meeting by poll.

The results of the poll were as follows:

Voted For	-	638,349,400 (100%)
Against	-	0
Abstain	-	200

Based on the results, the Chairman declared the Ordinary Resolution 2 as unanimously carried.

7) ORDINARY RESOLUTION 3 – RE-ELECTION OF DATO’ PAHLAWAN MIOR FARIDALATHRASH BIN WAHID

The Ordinary Resolution 3 was to re-elect Dato’ Pahlawan Mior Faridalathrash Bin Wahid, a Director who retires by rotation pursuant to Clause 99 of the Company’s Constitution and who, being eligible, had offered himself for re-election.

The Chairman welcomed questions from the floor and there was none.

Ms. Lee Wen Li proposed and Ms. Sonia A/P Haridas, the proxy for Mr. Muniandy A/L Vestanathan seconded the proposal that the Ordinary Resolution 3 be passed.

The Ordinary Resolution 3 was then put to the vote of the meeting by poll.

The results of the poll were as follows:

Voted For	-	638,411,420 (99.999812%)
Against	-	1,200 (0.000188%)
Abstain	-	3,000

Based on the results, the Chairman declared the Ordinary Resolution 3 as unanimously carried.

8) ORDINARY RESOLUTION 4 – DIRECTORS’ FEES

The Ordinary Resolution 4 was to approve the payment of Directors’ fees up to an amount not exceeding RM435,000 from the forthcoming AGM of the Company to the next AGM of the Company.

The Chairman welcomed questions from the floor.

Mr. Lim San Kim suggested reducing the Directors’ fees since the Company is not making profits.

The Chairman explained that the Company’s Directors’ fees is considered low as compared to other public listed companies. The fees payable to independent director is RM3,000 per month and to independent director who is also the chairman of the Audit Committee at RM4,500 per month.

As there were no other questions, Ms. Lee Wen Li proposed and Ms. Ngai Pei Yee seconded the proposal that the Ordinary Resolution 4 be passed.

The Ordinary Resolution 4 was then put to the vote of the meeting by poll.

The results of the poll were as follows:

Voted For	-	637,917,276 (99.922404%)
Against	-	495,380 (0.077596%)
Abstain	-	3,000

Based on the results, the Chairman declared the Ordinary Resolution 4 as unanimously carried.

9) ORDINARY RESOLUTION 5 - DIRECTORS' BENEFITS

The Ordinary Resolution 5 was to approve the payment of Directors' benefits up to an amount not exceeding RM100,000 from the forthcoming AGM of the Company to the next AGM of the Company.

The Chairman welcomed questions from the floor.

Mr. Wong Wai Chong commented that the quantum of the proposed Directors' benefits is high.

The Chairman explained that the proposed Directors' benefits is an estimation only based on the number of scheduled meetings of the Board for meeting allowance, payment of Directors' trainings, travelling and other emoluments and benefits-in-kinds.

As there were no other questions, Mr. Wong Wai Chong proposed and Ms. Ngai Pei Yee seconded the proposal that the Ordinary Resolution 5 be passed.

The Ordinary Resolution 5 was then put to the vote of the meeting by poll.

The results of the poll were as follows:

Voted For	-	637,938,776 (99.922297%)
Against	-	496,080 (0.077703%)
Abstain	-	3,000

Based on the results, the Chairman declared the Ordinary Resolution 5 as carried.

10) ORDINARY RESOLUTION 6 – RE-APPOINTMENT OF AUDITORS

The Ordinary Resolution 6 was to re-appoint Messrs. PKF PLT as auditors of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.

The Chairman informed that current Auditors, Messrs. PKF PLT, is retiring at this AGM and they had indicated their willingness to accept re-appointment to hold office until the conclusion of the next AGM of the Company.

The Chairman then welcomed questions from the floor.

Ms. Sonia A/P Haridas, the proxy for Mr. Muniandy A/L Vestanathan asked about the audit fees for FY2024.

Ms. Ng Chiew Pei representing the Company's External Auditors ("EA"), Messrs. PKF PLT informed Ms. Sonia that their fees were disclosed on page 72 and 113 of the Company's Annual Report for the financial year 2024.

Mr. Lim San Kim raised his observation that the audit fees are very high and asked the EA whether they could reduce their fees.

Ms. Ng Chiew Pei responded that their fees are competitive amongst the mid-tier firms.

As there were no other questions, Mr. Lim San Kim proposed and Ms. Sonia A/P Harid seconded the proposal that the Ordinary Resolution 6 be passed.

The Ordinary Resolution 6 was then put to the vote of the meeting by poll.

The results of the poll were as follows:

Voted For	-	638,412,856 (99.999969%)
Against	-	200 (0.000031%)
Abstain	-	0

Based on the results, the Chairman declared the Ordinary Resolution 6 as carried.

11) ORDINARY RESOLUTION 7 – AUTHORITY FOR DIRECTORS TO ALLOT SHARES (SPECIAL BUSINESS)

The final resolution under special business was to consider and if thought fit, to pass with or without modifications, the Ordinary Resolution 7 on the Authority for Directors to allot and issue new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

The Chairman informed members that the Resolution 8, was to seek a renewal of general mandate for the Directors of the Company to allot and issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being without having to offer the new shares in the Company to be issued equally to all existing shareholders of the Company prior to its issuances and, for such purposes as the Directors consider will be in the best interest of the Company.

This authority, unless revoked or varied by the shareholders of the Company in general meeting would expire at the conclusion of the next AGM of the Company.

He also informed that the proposed renewal of general mandate for issuance of shares would provide flexibility to the Company for any possible fund raising activities, including but not limited to placing the shares for the purpose of funding future investment, working capital and/or acquisition.

As at to-date, the Directors have not issued any shares pursuant to the general mandated granted at the last AGM of the Company.

The Chairman then welcomed questions from the floor and there was none.

Ms. Lee Wen Li proposed and Mr. Lim San Kim seconded the proposal that the Ordinary Resolution 7 be passed.

The Ordinary Resolution 7 was then put to the vote of the meeting by poll.

The results of the poll were as follows:

Voted For	-	638,092,876 (99.996508%)
Against	-	22,280 (0.003492%)
Abstain	-	203,000

Based on the results, the Chairman declared the Ordinary Resolution 7 as carried.

12) QUESTIONS AND ANSWERS (Q&A)

The Chairman informed that the Company had received numerous questions prior to the AGM, which had been summarised for reasons of brevity.

A summary of questions together with the responses by the Company was annexed hereto as Appendix I.

13) ANY OTHER BUSINESS

The Chairman confirmed that the Company did not receive any notice to transact any other business at the AGM.

14) TERMINATION

The meeting was declared closed at 10.55 am with a vote of thanks to the Chair.

CONFIRMED CORRECT,

NG KEOK CHAI
Chairman