

**PCCS GROUP BERHAD**

[Registration No. 199301026191 (280929-K)]  
(Incorporated in Malaysia)

**MINUTES OF THE TWENTY-SEVENTH ANNUAL GENERAL MEETING (“27<sup>th</sup> AGM” OR “THE MEETING”) OF THE COMPANY HELD ON A FULLY VIRTUAL BASIS VIA REMOTE PARTICIPATION AND VOTING THROUGH ONLINE MEETING PLATFORM HOSTED ON SECURITIES SERVICES E-PORTAL AT [HTTPS://SSHSB.NET.MY/](https://sshsb.net.my/) PROVIDED BY SS E SOLUTIONS SDN. BHD. ON WEDNESDAY, 22 SEPTEMBER 2021 AT 10:00 A.M.**

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- DIRECTORS** : Mr. Julian Lim Wee Liang (Chairman of the Meeting)  
Mr. Chan Choo Sing  
Mr. Chan Wee Kiang  
Mr. Chan Wee Boon  
Mr. Chan Chow Tek  
Dato’ Chan Chor Ngiak  
Mr. Chan Chor Ang  
Mr. Piong Yew Peng  
Ms. Joyce Wong Ai May
- MEMBERS PRESENT** : As per Attendance List
- PROXYHOLDERS PRESENT** : As per Attendance List
- BY INVITATION** : As per Attendance List
- IN ATTENDANCE** : Mr. Lim Lih Chau (*Representing the Company Secretary*)

**CHAIRMAN**

Mr. Julian Lim Wee Liang (“**the Chairman**”), the Senior Independent Non-Executive Director of the Company was elected by the Board of Directors to act as Chairman of the Meeting pursuant to Clause 97 of the Company’s Constitution. The Chairman welcomed all participating remotely in the 27<sup>th</sup> AGM of the Company from various locations through live streaming and called the Meeting to order at 10:00 a.m.

The Chairman informed that in view of the Covid-19 pandemic and consequent imposition of the Movement Control Order by the Government of Malaysia, the 27<sup>th</sup> AGM was conducted on a fully virtual basis via live streaming webcast and online remote voting using the remote participation and voting facilities (“**RPV**”) without physical attendance of shareholders and proxies.

The Chairman then proceeded to introduce the Directors, Corporate Controller, Company Secretary and External Auditors of the Company to the shareholders who joined from their respective locations.

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**QUORUM**

The requisite quorum being present pursuant to Clause 94 of the Company's Constitution, the Chairman declared the Meeting duly convened.

The Chairman informed the Meeting that only members whose names appeared in the Record of Depositors on 15 September 2021 were eligible to attend the Meeting.

**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**

The Chairman informed that in compliance with the Bursa Malaysia Securities Berhad Main Market Listing Requirements and pursuant to Clause 100 of the Company's Constitution, the Chairman exercised his right as the Chairman of the Meeting to demand for a poll be conducted for the resolutions which were put forth for voting at the Meeting.

The Chairman briefed the shareholders, proxies and corporate representatives present virtually at the Meeting of their rights to pose questions and vote at the Meeting.

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

The Meeting noted that there was no legal requirement for a proposed resolution to be seconded. The voting session was made available to all shareholders, corporate representatives and proxies from the start of the Meeting and had continued until the closure of the voting session was announced.

The Chairman advised that the Company had taken all efforts to ensure a smooth live stream, however, the quality of the broadcast could be affected by the participants' own internet bandwidth connection and stability.

Mr. Lim Lih Chau, *the representative of Company Secretary* informed that the Chairman would take the Meeting through each item on the Agenda, followed by a question and answer ("**Q&A**") session to respond to questions transmitted by shareholders, corporate representatives and proxies. Securities Commission Malaysia has stipulated that shareholders, corporate representatives and proxies may rely on real time submission of typed texts to exercise their rights to speak or communicate in a virtual meeting. Therefore, shareholders, corporate representatives and proxies who are attending the 27<sup>th</sup> AGM may use the text box facility under the live stream player

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within the same e-Portal page to transmit their questions in real time during the Meeting.

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

The Meeting was further informed that SS E Solutions Sdn. Bhd. was the appointed Poll Administrator and Commercial Quest Sdn. Bhd. was the appointed Independent Scrutineer to verify the results of the poll voting.

The Meeting noted 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.

**1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON**

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The Chairman informed that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Reports of the Directors and the Auditors thereon.

This Agenda was meant for discussion only as pursuant to the Section 340(1)(a) of the Companies Act 2016, the Audited Financial Statements did not require a formal approval by the shareholders. Hence, it was not put forward for voting.

The Chairman declared that the Audited Financial Statements of the Company for the financial year ended 31 March 2021 together with the Reports of the Directors and Auditors thereon, be received.

**2.0 RE-ELECTION OF THE FOLLOWING DIRECTORS, WHO RETIRED PURSUANT TO CLAUSE 115 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAD OFFERED THEMSELVES FOR RE-ELECTION: -**  
**(A) MR. CHAN WEE KIANG;**  
**(B) MR. CHAN WEE BOON; AND**  
**(C) MS. JOYCE WONG AI MAY**

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The Chairman informed that the second item on the agenda was to re-elect Mr. Chan Wee Kiang, Mr. Chan Wee Boon and Ms. Joyce Wong Ai May who retired at the Meeting pursuant to Clause 115 of the Company's Constitution and being eligible, had offered themselves for re-election.

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**3.0 RE-ELECTION OF THE FOLLOWING DIRECTORS, WHO RETIRED PURSUANT TO CLAUSE 117 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAD OFFERED THEMSELVES FOR RE-ELECTION: -**  
**(A) MR. JULIAN LIM WEE LIANG; AND**  
**(B) MR. PIONG YEW PENG**

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At this juncture, the Chairman declared his interest with regard to this agenda item and Mr. Chan Wee Kiang ("Mr. Chan") took over as the chairman of this segment of the Agenda.

Mr. Chan informed that the third item on the agenda was to re-elect Mr. Julian Lim Wee Liang and Mr. Piong Yew Peng who retired at the Meeting pursuant to Clause 117 of the Company's Constitution and being eligible, had offered themselves for re-election.

Mr. Chan hereafter handed back the chair to the Chairman. The Chairman thanked Mr. Chan for chairing this segment of the Agenda.

**4.0 APPROVAL OF THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM457,000/- FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021**

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The Chairman informed that the fourth item on the Agenda was to approve the payment of Directors' fees amounting to RM457,000/- (Ringgit Malaysia: Four Hundred and Fifty-Seven Thousand only) for the financial year ended 31 March 2021.

**5.0 APPROVAL OF THE BENEFITS PAYABLE TO THE INDEPENDENT NON-EXECUTIVE DIRECTORS UP TO RM30,000/- FOR THE PERIOD FROM 22 SEPTEMBER 2021 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 230(1)(B) OF THE COMPANIES ACT 2016**

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The Chairman informed that the fifth item on the Agenda was to approve the benefits payable to the Independent Non-Executive Directors of up to RM30,000/- (Ringgit Malaysia: Thirty Thousand only) for the period from 22 September 2021 until the next Annual General Meeting of the Company pursuant to Section 230(1)(b) of the Companies Act 2016.

**6.0 RE-APPOINTMENT OF MESSRS. BAKER TILLY MONTEIRO HENG PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

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The Chairman informed that the next item on the Agenda was to re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

The Meeting was informed that Messrs. Baker Tilly Monteiro Heng PLT had indicated their willingness to continue in office as Auditors of the Company.

## **7.0 SPECIAL BUSINESS**

### **ORDINARY RESOLUTION**

#### **- RETENTION OF MR. JULIAN LIM WEE LIANG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

At this juncture, the Chairman declared his interest with regard to this agenda item and Mr. Chan took over as the chairman of this segment of the Agenda.

Mr. Chan informed that the next item on the agenda was a special business to approve Ordinary Resolution in respect of the retention of Mr. Julian Lim Wee Liang as an Independent Non-Executive Director of the Company.

The Meeting was informed that the Board of Directors has endorsed the Nomination Committee's recommendation and was of the view that the retention of Mr. Julian Lim Wee Liang as an Independent Non-Executive Director of the Company was in the best interest of the Company.

Mr. Chan hereafter handed back the chair to the Chairman. The Chairman thanked Mr. Chan for chairing this segment of the Agenda.

## **8.0 SPECIAL BUSINESS**

### **ORDINARY RESOLUTION**

#### **- AUTHORITY TO ISSUE SHARES PURSUANT THE COMPANIES ACT 2016**

The Chairman informed that the next item on the Agenda was a special business to approve the Ordinary Resolution in respect of the authority to issue shares pursuant to the Companies Act 2016.

The Meeting was informed that Bursa Malaysia Securities Berhad had vide their letter dated 16 April 2020 granted several additional temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being ("**20% General Mandate**").

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The Meeting was further informed that the 20% General Mandate, unless revoked or varied by the Company in a general meeting, would expire on 31 December 2021. Upon expiration, the 10% limit under Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad would be reinstated and until the conclusion of the Twenty-Eighth Annual General Meeting in year 2022.

The Meeting noted that the proposed adoption of this Ordinary Resolution was primarily to give flexibility to the Board of Directors authority to issue and allot shares at any time to such persons in their absolute discretion, for the purpose of funding future investment projects, working capital and acquisition.

## **9.0 SPECIAL BUSINESS**

### **ORDINARY RESOLUTION**

#### **- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT")**

The Chairman informed that the next item on the Agenda was the special business to approve the Ordinary Resolution in respect of proposed renewal of Shareholders' Mandate for RRPT.

The Chairman further informed that the proposed adoption of this Ordinary Resolution was to renew the Shareholders' Mandate for RRPT granted by the shareholders of the Company at the Twenty-Sixth Annual General Meeting held on 24 August 2020. The proposed renewal of shareholders' mandate for RRPT would enable the Company and its subsidiaries to enter into any of the RRPT which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related parties than those general available to the public and are not, in the Company's opinion, detrimental to the minority shareholder of the Company.

All interested Directors/major shareholders and persons connected to them had abstained and would continue to abstain from all deliberations and voting in respect of this Ordinary Resolution.

All the interested parties have undertaken to ensure that the persons connected to them would abstain from voting on this Ordinary Resolution.

## **10.0 SPECIAL BUSINESS**

### **ORDINARY RESOLUTION**

#### **- PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OPTIONS TO MS. JOYCE WONG AI MAY**

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The Chairman informed that the next item on the Agenda was the special business to approve the Ordinary Resolution in respect of the proposed allocation of ESOS options to Ms. Joyce Wong Ai May.

The Meeting was informed that the proposed adoption of this Ordinary Resolution was to allow the Board of Directors to authorise the ESOS Options Committee to offer and grant ESOS Options to Ms. Joyce Wong Ai May, the Independent Non-Executive Director of the Company to participate in the ESOS Options in accordance with the By-Laws of the ESOS Options of the Company.

The interested Director, Ms. Joyce Wong Ai May has abstained and would continue to abstain from deliberation and voting in respect of this Ordinary Resolution.

Ms. Joyce Wong Ai May has undertaken to ensure that persons connected to her would abstain from voting on this Ordinary Resolution.

## **11.0 SPECIAL BUSINESS**

### **ORDINARY RESOLUTION**

#### **- PROPOSED SHARE BUY-BACK OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY ("PROPOSED SHARE BUY-BACK")**

The Chairman informed that the next item on the Agenda was the special business to approve the Ordinary Resolution in respect of the Proposed Share Buy-Back.

The Meeting was informed that the Proposed Share Buy-Back would empower the Board of Directors of the Company to purchase the Company's ordinary shares up to 10% of the total number of issued shares of the Company at any time within the period stipulated in Bursa Malaysia Securities Berhad Main Market Listing Requirements.

## **12.0 ANY OTHER BUSINESS**

The Meeting noted that no notice had been received to transact any other ordinary business.

## **Q&A SESSION**

At this juncture, the Chairman proceeded to respond to the following questions and/or remarks received during the Meeting: -

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- (1) Encik Mohd Tahir bin Maulut ("**Encik Mohd Tahir**") request the Company to consider distributing the door gift/food vouchers to shareholders.

The Chairman informed that the Company has provided door gift to the shareholders in the past Annual General Meetings. However, the 27<sup>th</sup> AGM was conducted virtually due to the Covid-19 pandemic, hence, the Chairman regret to inform that no door gift/vouchers would be distributed to the shareholders and proxies for the 27<sup>th</sup> AGM. The Company would consider distributing door gift in the next Annual General Meeting.

The Chairman shared with the Meeting that the Company strives to ensure the return of investors during the challenging times by declaring a single-tier interim dividend of RM0.01 per ordinary share for the financial year ending 31 March 2022.

- (2) Mr. Tan Kim Khuat ("**Mr. Tan**") requested a printed copy of Annual Report for the financial year ended 31 March 2021 ("**Annual Report 2021**") and requested the Company to consider the distribution of e-voucher as a token to the shareholders who participating the Meeting.

The Chairman informed that the Company would arrange a printed copy of Annual Report 2021 to be sent to Mr. Tan.

The Chairman further informed that as informed earlier, the Company would consider distributing door gift in the next Annual General Meeting.

### **POLLING PROCESS**

At this juncture, the step-by-step guide together with a short audio clip on the online voting module within the e-Portal was played again.

The Chairman announced that poll voting would be closed in ten (10) minutes and the Meeting would then be adjourned at 10:20 a.m. for the Scrutineers to verify the poll results. The Scrutineers proceeded to verify the poll results.

### **ANNOUNCEMENT OF POLL RESULTS**

The Meeting resumed at 10:37 a.m. and the results of the poll voting were as follows:-

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Resolutions	Voted For		Voted Against		Results
	No. of shares	%	No. of shares	%	
<b><u>Resolution 1</u></b> To re-elect Mr. Chan Wee Kiang as Director (Clause 115)	122,812,756	99.9687	38,500	0.0313	Accepted
<b><u>Resolution 2</u></b> To re-elect Mr. Chan Wee Boon as Director (Clause 115)	122,812,756	99.9687	38,500	0.0313	Accepted
<b><u>Resolution 3</u></b> To re-elect Ms. Joyce Wong Ai May as Director (Clause 115)	122,812,756	99.9687	38,500	0.0313	Accepted
<b><u>Resolution 4</u></b> To re-elect Mr. Julian Lim Wee Liang as Director (Clause 117)	122,812,756	99.9687	38,500	0.0313	Accepted
<b><u>Resolution 5</u></b> To re-elect Mr. Piong Yew Peng as Director (Clause 117)	122,812,756	99.9687	38,500	0.0313	Accepted
<b><u>Resolution 6</u></b> To approve the payment of Directors' fees for the financial year ended 31 March 2021	122,792,754	99.9524	58,502	0.0476	Accepted
<b><u>Resolution 7</u></b> To approve the benefits payable to the Independent Non-Executive Directors pursuant to Section 230(1)(b) of the Companies Act 2016	122,789,554	99.9498	61,702	0.0502	Accepted

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Resolutions	Voted For		Voted Against		Results
	No. of shares	%	No. of shares	%	
<b><u>Resolution 8</u></b> To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of next Annual General Meeting and to authorise the Directors to fix their remuneration	122,816,256	99.9715	35,000	0.0285	Accepted
<b><u>Resolution 9</u></b> Retention of Mr. Julian Lim Wee Liang as an Independent Non-Executive Director	122,812,756	99.9687	38,500	0.0313	Accepted
<b><u>Resolution 10</u></b> Authority to Issue Shares pursuant to the Companies Act 2016	122,812,754	99.9687	38,502	0.0313	Accepted
<b><u>Resolution 11</u></b> Proposed renewal of Shareholders' Mandate for RRPT	122,812,754	99.9687	38,502	0.0313	Accepted
<b><u>Resolution 12</u></b> Proposed Allocation of ESOS Options to Ms. Joyce Wong Ai May	122,812,754	99.9687	38,502	0.0313	Accepted
<b><u>Resolution 13</u></b> Proposed Share Buy-back	122,812,754	99.9687	38,502	0.0313	Accepted

Based on the results of the poll voting, the Chairman declared the following resolutions as **CARRIED**:-

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**RESOLUTION 1**

*"That Mr. Chan Wee Kiang, being eligible for re-election, be re-elected as a Director of the Company."*

**RESOLUTION 2**

*"That Mr. Chan Wee Boon, being eligible for re-election, be re-elected as a Director of the Company."*

**RESOLUTION 3**

*"That Ms. Joyce Wong Ai May, being eligible for re-election, be re-elected as a Director of the Company."*

**RESOLUTION 4**

*"That Mr. Julian Lim Wee Liang, being eligible for re-election, be re-elected as a Director of the Company."*

**RESOLUTION 5**

*"That Mr. Piong Yew Peng, being eligible for re-election, be re-elected as a Director of the Company."*

**RESOLUTION 6**

*"That the Directors' Fees amounting to RM457,000/- (Ringgit Malaysia: Four Hundred and Fifty-Seven Thousand only) for the financial year ended 31 March 2021, be and is hereby approved."*

**RESOLUTION 7**

*"That the benefits payable to the Independent Non-Executive Directors of up to RM30,000/- (Ringgit Malaysia: Thirty Thousand only) for the period from 22 September 2021 until the next Annual General Meeting of the Company pursuant to Section 230(1)(b) of the Companies Act 2016, be and is hereby approved."*

**RESOLUTION 8**

*"That Messrs. Baker Tilly Monteiro Heng PLT be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that authority be and is hereby given to the Directors to fix their remuneration."*

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**RESOLUTION 9  
ORDINARY RESOLUTION**

**- RETENTION OF MR. JULIAN LIM WEE LIANG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

*"THAT subject to the passing of Resolution 4, Mr. Julian Lim Wee Liang, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company."*

**RESOLUTION 10  
ORDINARY RESOLUTION**

**- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

*"THAT pursuant to the Companies Act 2016 and the Constitution of the Company and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered 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 may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021 as empowered by Bursa Malaysia Securities Berhad pursuant to Bursa Malaysia Securities Berhad's letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers thereafter ten per centum (10%) of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;*

*AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;*

*AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."*

**RESOLUTION 11  
ORDINARY RESOLUTION**

**- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPT**

*"THAT subject to the Companies Act 2016, the Constitution of the Company and Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into the Recurrent Related Party Transactions of a Revenue or Trading Nature ("**Recurrent Related Party Transactions**") as set out in the Company's Circular to Shareholders dated 24 August 2021 with the related parties mentioned therein subject further to the following:-*

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- (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*
- (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 next Annual General Meeting of the Company following the forthcoming Annual 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 Annual General Meeting of the Company after the date is required to be held pursuant to Section 340(2) of the Companies Act 2016 [but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016]; or*
- (c) *revoked or varied by resolution passed by the shareholders of the Company in general meeting,*

*whichever is the earlier,*

*AND 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."*

**RESOLUTION 12**  
**ORDINARY RESOLUTION**

**- PROPOSED ALLOCATION OF ESOS OPTIONS TO MS. JOYCE WONG AI MAY**

*"THAT subject to the approvals of all the relevant regulatory authorities being obtained, the approval be and is hereby given to the Board of Directors ("**Board**") to authorise the ESOS Committee to offer, from time to time throughout the duration of the ESOS, ESOS Options to subscribe for such number of new ordinary shares in the Company under the ESOS to Ms. Joyce Wong Ai May, the Independent Non-Executive Director of the Company, provided that not more than 10% of the new ordinary shares in the Company made available under the ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to her if she, either singly or collectively through persons connected with her, holds 20% or more of the total number of issued ordinary shares in the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Malaysia Securities*

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*Berhad, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time."*

**RESOLUTION 13**  
**ORDINARY RESOLUTION**  
**- PROPOSED SHARE BUY-BACK**

*"THAT subject to the provisions of the Companies Act 2016, the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other relevant authority, approval be and is hereby given for the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad, upon such terms and conditions as the Directors of the Company may in their absolute discretion deem fit and expedient in the interest of the Company ("**Share Buy-Back Mandate**"), provided that:-*

- (i) the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company at any point of time pursuant to the Share Buy-Back Mandate shall not exceed ten per centum (10%) of the total number of issued ordinary shares of the Company for the time being;*
- (ii) the maximum amount of funds to be allocated by the Company for the purpose of purchasing its own ordinary shares shall not exceed the Company's retained profits at the time of purchase(s);*
- (iii) the authority conferred by this resolution will be effective immediately upon the passing of this ordinary resolution and will continue to be in force until: -*
  - (a) the conclusion of the next Annual General Meeting of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at the general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;*
  - (b) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or*
  - (c) revoked or varied by an ordinary resolution passed by the shareholders in general meeting, whichever is the earlier;*
- (iv) the shares so purchased by the Company pursuant to the Share Buy-Back Mandate be retained as treasury shares which may be distributed as dividends and/or resold on Bursa Malaysia Securities Berhad and/or cancelled and/or transfer for the purposes of or under an employees' share scheme and/or be dealt with by the Directors of the Company in the manners allowed by the Companies Act 2016;*

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*AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to implement, finalise and give full effect to the aforesaid with full powers to assent to any condition, modification, variation and/or amendment, if any, as may be imposed by the relevant authorities and to do all such acts and things as the Directors of the Company may deem fit and expedient in the interests of the Company."*

**CONCLUSION**

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

The Meeting concluded at 10:44 a.m. with a vote of thanks to the chair.

SIGNED AS A CORRECT RECORD

- duly signed -

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CHAIRMAN  
JULIAN LIM WEE LIANG

Dated: 22 September 2021