

POWER ROOT BERHAD
(Registration No. 200601013517 (733268-U))
(Incorporated in Malaysia)

MINUTES OF EXTRAORDINARY GENERAL MEETING (“EGM”)
HELD AT THE MEETING ROOM, NO. 1 JALAN SRI PLENTONG,
TAMAN PERINDUSTRIAN SRI PLENTONG, 81750 MASAI, JOHOR
ON TUESDAY, 27 AUGUST 2024 AT 5.10 P.M.

Present	: Dato’ Afifuddin bin Abdul Kadir Y.A.D. Tengku Dato’ Setia Putra Alhaj Bin Tengku Azman Shah Alhaj Dato’ How Say Swee Mr. See Thuan Po Dato’ Wong Fuei Boon Mr. Ong Kheng Swee Encik Azahar bin Baharudin Ms. Tan Lay Beng Dato’ Tea Choo Keng Mr Low Jun Lee	<i>(Co-Chairman, Independent Non-Executive Director)</i> <i>(Co-Chairman, Independent Non-Executive Director)</i> <i>(Executive Director)</i> <i>(Executive Director)</i> <i>(Executive Director)</i> <i>(Non-Independent Non-Executive Director)</i> <i>(Non-Independent Non-Executive Director)</i> <i>(Independent Non-Executive Director)</i> <i>(Independent Non-Executive Director)</i> <i>(Non-Independent Non-Executive Director)</i>
Absent with apology	: Mr. Wong Tak Keong	<i>(Executive Director, Chief Executive Officer)</i>
In Attendance	: Ms. Esther Chen	<i>Manager, Boardroom Corporate Services Sdn. Bhd. (Representative of the Company Secretary)</i>
Shareholders Present	: <i>As per the attendance list</i>	

1.0 WELCOME ADDRESS BY THE CHAIRMAN

The Company’s Co-Chairman, Dato’ Afifuddin bin Abdul Kadir welcomed all present at the Company’s Extraordinary General Meeting (“EGM”) and began by introducing the Members of the Board and the Representative of the Company Secretary (“Company Secretary”). He then conveyed the apologies from Mr. Wong Tak Keong, the Executive Director & Chief Executive Officer for not being able to attend the Company’s EGM.

The Chairman informed that the attendance at this EGM is restricted to shareholders, proxy holders and authorised representatives of corporate shareholders, therefore the discussion that transpires in this EGM is deemed confidential and only for the knowledge of such relevant parties. Any visual or audio recording whilst this EGM is conducted, is strictly prohibited unless our prior written consent is obtained.

2.0 QUORUM

The Chairman informed that the Company Secretary had confirmed that the requisite quorum was present. Having noted the presence of a quorum in accordance with Clause 80 of the Company's Constitution, the Chairman then called the meeting to order.

3.0 NOTICE OF EGM

The Chairman informed that the notice of the EGM had been published on 25 July 2024 within the stipulated time. The Chairman informed that the Notice of EGM was advertised in the New Straits Times newspaper on 26 July 2024. Hence, the notice was taken as read and the Chairman proceeded to the meeting agenda.

4.0 PROXIES

The Company Secretary reported that the Company had received 66 proxy forms totaling 353,187,508 ordinary shares representing 77.64% of the Company's issued ordinary shares within the prescribed period. Out of those, 27 shareholders totaling 47,688,900 ordinary shares representing 10.48% of the Company's issued ordinary shares have appointed the Chairman of the Meeting as their proxy.

5.0 POLL VOTING

The Chairman informed that there were 5 Ordinary Resolutions to be tabled for the shareholders' approval at this Meeting and that the voting of all resolutions at this Meeting would be conducted by way of poll voting in accordance with paragraph 8.29A Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Chairman informed that Boardroom Share Registrars Sdn. Bhd. has been appointed as the Poll Administrator to conduct the polling process whilst NeedsBridge Advisory Sdn. Bhd. has been appointed as Scrutineers to verify the poll results. The Poll Administrator will brief the shareholders on the polling procedures before the casting of votes. The polling process will be conducted upon the conclusion of the deliberations of all items on the meeting agenda. The results of the voting will be announced after verification by the Scrutineers.

He also reminded the interested Directors, interested substantial shareholders and persons connected with them to abstain from deliberation and voting on the resolutions relating to themselves in the Meeting.

6.0 AGENDA 1

RESOLUTION 1: PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF POWER ROOT (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME FOR THE ELIGIBLE EXECUTIVE DIRECTORS AND KEY EMPLOYEES OF POWER ROOT AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) ("PROPOSED NEW ESOS").

THAT subject to the approvals of the relevant authorities and/or parties (where applicable) being obtained, approval be and is hereby given to the Board of Directors of Power Root (“Board”) to:

- (i) establish, implement and administer the Proposed New ESOS, for the benefit of the eligible Executive Directors and key employees of Power Root and its subsidiaries (excluding dormant subsidiaries) who fulfil the eligibility criteria for participation in the Proposed New ESOS (collectively, the “Eligible Persons”), under which offer comprising such number of options to subscribe for ordinary shares in Power Root (“Shares”) (“ESOS Options”) shall be made, which shall be administered by a committee to be appointed by the Board (“Option Committee”) in accordance with the by-laws governing the Proposed New ESOS (“By-Laws”), a draft of which is set out in Appendix I of the Circular to the shareholders of Power Root dated 26 July 2024;
- (ii) allot and issue such number of new Shares from time to time to the Eligible Persons upon the exercise of the ESOS Options, provided that the aggregate number of Shares which may be issued under the Proposed New ESOS and any other employees’ share schemes which may be implemented from time to time by the Company, shall not exceed 15% of the total number of issued shares of the Company (excluding treasury shares) at any point in time throughout the duration of the Proposed New ESOS, and that such new Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Shares in issue, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of such new Shares;
- (iii) modify and/or amend the Proposed New ESOS and/or the By-Laws from time to time, provided that such modifications and/or amendments are permitted and are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments;
- (iv) make necessary applications to Bursa Malaysia Securities Berhad and do all things necessary at the appropriate time or times for the listing of and quotation for the new Shares that may hereafter or from time to time be allotted and issued pursuant to the Proposed New ESOS; and

- (v) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreement, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed New ESOS and the terms of the By-Laws;

AND pursuant to Section 85 of the Companies Act 2016 read together with Clause 63 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered new Shares pursuant to the Proposed New ESOS which rank equally to the then existing Shares and that the Board is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Shares to the Eligible Persons pursuant to the Proposed New ESOS;

AND THAT the Board be and is hereby authorised and empowered to take all such steps and enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as it deems fit, necessary, expedient and/or appropriate and in the best interest of the Company in order to implement, finalise, complete and give full effect to the Proposed New ESOS with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities as the Board deems fit, appropriate and in the best interest of the Company."

The Chairman put the first motion to the floor for deliberation.

Questions raised by members present at the Meeting and the replies from the Board are set out in **Appendix A** attached herewith.

There being no further question raised by the members present, the Chairman invited and received a proposer and seconder from amongst the shareholders for Resolution 1.

The Chairman deferred the poll voting on Ordinary Resolution 1 to after the conclusion of the deliberations of all items on the meeting agenda.

The Chairman then proceeded to present the following Ordinary Resolutions 2 to 5 to the members for deliberation and consideration:

7.0 AGENDA 2

RESOLUTIONS

2 TO 5:

PROPOSED ALLOCATION OF ESOS OPTIONS TO THE EXECUTIVE DIRECTORS OF POWER ROOT

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities and/or parties (where applicable) being obtained,

approval be and is hereby given to the Board to authorise the Option Committee to offer, from time to time, throughout the duration of the Proposed New ESOS, ESOS Options to subscribe for new Shares under the Proposed New ESOS to the following Executive Directors of Power Root, provided that not more than 10% of the Shares made available under the Proposed New ESOS is allocated to them if they, either singly or collectively through persons connected to them, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares), 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 Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time:

Ordinary Resolution	Directors	No. of ESOS Options
2	Wong Tak Keong	Up to 15,000,000
3	Dato' How Say Swee	Up to 2,000,000
4	Dato' Wong Fuei Boon	Up to 2,000,000
5	See Thuan Po	Up to 5,000,000

There were no questions raised on the Ordinary Resolutions 2 to 5.

The Chairman invited and received a proposer and seconder from amongst the shareholders for Ordinary Resolution 2, 3, 4 and 5.

8.0 POLLING PROCESS

As Ordinary Resolutions 1 to 5 have been proposed and seconded by the shareholders, the Chairman invited the Poll Administrator to brief the shareholders on the polling procedures before the casting of votes on all resolutions tabled at the Meeting.

After the briefing by the Poll Administrator, the Chairman declared the commencement of voting session for the next 10 minutes. The Chairman further informed that after the closing of the voting session, the Independent Scrutineers would take approximately 30 minutes for the validation of poll results.

9.0 ANNOUNCEMENT OF POLL RESULTS

The EGM re-convened at 5.40 pm and the Chairman called the meeting to order for the declaration of the voting results which have been verified by the Scrutineers.

Based on the poll results verified by the Scrutineers, the Chairman declared that all Ordinary Resolutions tabled at the EGM have been duly carried. The poll results were tabled as below:-

ORDINARY RESOLUTION	FOR		AGAINST	
	SHARE(S)	%	SHARE(S)	%
1	338,121,008	92.6314	26,896,800	7.3686
2	287,614,708	91.4481	26,896,800	8.5519
3	261,605,726	90.6771	26,896,800	9.3229
4	252,759,826	90.3822	26,896,800	9.6178
5	324,898,008	92.3544	26,896,800	7.6456

10.0 CONCLUSION OF MEETING

- i) The Company Secretary confirmed that there was no notice received for any other business to be conducted at the EGM; and
- ii) The Chairman concluded the Meeting and thanked the shareholders for their attendance. The Meeting ended at 5.45 p.m.

‘APPENDIX A’

Question raised by members present at the Meeting and the replies from the Board.

Question 1:

What is the termination cost of existing Employee Share Option Scheme (“ESOS”)?

Our Response

The cost of the termination of ESOS 2022 is approximately RM100,000, which includes advisory fees being paid to RHB Investment Bank Berhad as the principal adviser and Tea, Kelvin Kang & Company for solicitor’s fees. The decision to terminate the existing ESOS allows the Company to manage its costs more efficiently, as this expense is relatively minimal compared to other financial undertakings. To replace the terminated ESOS 2022, the company is proposing a new ESOS and the new scheme is designed for the ‘Eligible Persons’ and aims to provide continued benefits to employees and align their interests with the company's performance. The Independent Non-Executive Directors will not be eligible for the ESOS.