



"the shipping people"

E.A. TECHNIQUE (M) BERHAD

Registration No. 199301001779 (256516-W)
(Incorporated in Malaysia)

Minutes of the Extraordinary General Meeting ("EGM") of E.A. Technique (M) Berhad ("E.A. Technique" or "EAT" or "the Company") held at Key 2, Level 7, St. Giles Southkey Johor Bahru Hotel, Mid Valley Southkey, 1, Persiaran Southkey 1, Kota Southkey, 80150 Johor Bahru, Johor on Monday, 24 June 2024 at 1.00 pm.

PRESENT

Board of Director

Dato' Mohd Redza Shah bin Abdul Wahid	- Independent Chairman
Datuk Mohd Nasir bin Ali	- Independent Non-Executive Director (Chairman of Audit Committee)
Tuan Haji Rozan bin Mohd Sa'at	- Independent Non-Executive Director (Chairman of Tender Committee)
Ir Dr Mohd Shahreen Zainooreen bin Madras	- Independent Non-Executive Director (Chairman of Risk Committee)
Puan Aziah binti Ahmad	- Non-Independent Non-Executive Director

In Attendance

Encik Sabarudin bin Harun	- Company Secretary
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By Invitation

Representatives from Adviser

Mr Kim Fatt	- Representative of Malacca Securities Sdn Bhd, the Principal Adviser
Mr Calvin	Representative of cfSolutions Sdn Bhd, the Independent Adviser

Key Management

Encik Nasrul Asni bin Muhammad Dain	- Chief Executive Officer
Puan Mariam binti Puan	- Chief Financial Officer

Poll Administrator

Tricor Investor & Issuing House Services Sdn Bhd

Scrutineers

PKF PLT

The attendance of Shareholders/Corporate Representatives/Proxies as per the Summary of Attendance List.

CHAIRMAN OF THE MEETING

Dato' Mohd Redza Shah bin Abdul Wahid ("Chairman").

QUORUM

Dato' Chairman confirmed that the quorum for the EGM was present in accordance with the Constitution of the Company.

Two Eight (28) proxies forms were received, representing 317,614,510 ordinary shares, equivalent to 59.87% of the Company's issued and paid-up capital.

The holders of 38,973,400 ordinary shares, equivalent to 7.35% of the Company issued and paid-up capital, have appointed the Chairman of the meeting to be their proxy.

As the requisite quorum was present, the meeting was called to order.

NOTICE OF MEETING

Dato' Chairman proposed that the Notice of the EGM, which was circulated together with the Circular to Shareholders on 7 June 2024, be taken as read.

PRELIMINARY

Dato' Chairman extended a warm welcome to all shareholders, proxies, and corporate representatives who attended and participated in the EGM of the Company.

Dato' Chairman then introduced Datuk Mohd Nasir Ali, Independent Non-Executive Director and Audit Committee Chairman, Tn Hj Rozan Mohd Sa'at, Independent Non-Executive Director and the Tender Committee Chairman, Ir Dr Mohd Shahreen Zainooreen Bin Madros, Independent Non-Executive Director and the Risk Committee Chairman, and Puan Hjh Aziah Ahmad, Non-Independent Non-Executive Directors.

Dato' Chairman continued his introduction of the following Management and Adviser who were in attendance:-

- i. Encik Nasrul Asni Muhammad Dain, the Chief Executive Officer;
- ii. Puan Mariam Puan, the Chief Financial Officer;
- iii. Encik Sabarudin Harun, the Company Secretary;
- iv. Senior Management of the Company; and
- v. Malacca Securities Sdn Bhd, the Principal Adviser;
- vi. CfSolutions Sdn Bhd, the Independent Adviser

Dato' Chairman briefed the shareholders, proxies, and corporate representatives at the Meeting on their right to speak and vote on the resolution set out in the Notice of the EGM dated 7 June 2024. Dato' Chairman informed that the voting at the EGM would be conducted on a poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("MMLR") by way of electronic voting ("e-voting") through mobile apps, voting kiosks and online voting.

The Company appointed Tricor Investor & Issuing House Services Sdn Bhd ("Boardroom") as Poll Administrator to conduct the EGM and PKF PLT as Scrutineers to verify the poll results.

The polling process for the resolution would be conducted upon completing the deliberation of the resolution transacted at this EGM.

TABLING OF AGENDA ITEMS AND PROPOSED RESOLUTION

1) PROPOSED SHARES ISSUANCE OF UP TO 795,750,000 NEW ORDINARY SHARES IN EATECH ("EATECH SHARES" OR "SHARES") ("SUBSCRIPTION SHARES"), REPRESENTING APPROXIMATELY 60.0% OF THE ENLARGED SHARE CAPITAL OF EATECH ("PROPOSED SHARES ISSUANCE") MILLION OR APPROXIMATELY RM27.38 MILLION ("PROPOSED DISPOSAL")

"THAT subject to the passing of Ordinary Resolution 2 and Ordinary Resolution 3 and the approvals of all the relevant authorities and/or parties being obtained (where applicable), approval be and is hereby given to the Board of Directors of the Company ("Board") to:

- (i) allot and issue up to 795,750,000 Subscription Shares at a subscription price of RM0.10 per Subscription Share to the subscribers ("Subscribers") as set out in Section 2.1.2 of Part A of the circular to shareholders of the Company dated 7 June 2024 in relation to the Proposed Shares Issuance ("Circular") based on the terms and conditions of the subscription agreements dated 7 November 2023 entered into between the Company and the Subscribers and any supplementals thereto (if any); and
- (ii) utilise the proceeds to be derived from the Proposed Shares Issuance for the purposes as set out in Section 3 of Part A of the Circular and to vary the manner and/or purposes of such proceeds as the Board may deem fit, necessary and/or expedient in the best interest of the Company, subject to the approval of the relevant authorities (where required);

THAT such Subscription Shares shall, upon allotment and issuance, carry the same rights and rank equally in all respects with the existing EATECH Shares, save and except that the Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date precedes the date of issuance and allotment of the Subscription Shares;

THAT pursuant to subsection 85(1) of the Companies Act 2016 ("Act") read together with Article 8.6 of the Company's Constitution, approval be and is hereby given to waive the pre-emptive rights of the existing shareholders of the Company to be offered new EATECH Shares ranking equally to the existing issued EATECH Shares arising from the allotment and issuance of the Subscription Shares pursuant to the Proposed Shares Issuance;

AND THAT the Board, be and is hereby empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem necessary and/or expedient and/or appropriate to implement and give full effect to complete the Proposed Shares Issuance including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit or expedient or appropriate by the Board in order to carry out, finalise and give full effect to the Proposed Shares Issuance.”

The motion for Ordinary Resolution 1 was put to the vote by poll after the conclusion of the Q&A session.

- 2) **PROPOSED EXEMPTION UNDER SUBPARAGRAPH 4.08(1)(b) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS (“RULES”) FOR DATUK WIRA MUBARAK BIN AKHTAR HUSIN (“DATUK WIRA MUBARAK”), VOULTIER SDN BHD (“VSB”) AND PERSON ACTING IN CONCERT WITH THEM FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER TO ACQUIRE THE REMAINING EATECH SHARES NOT ALREADY OWNED BY DATUK WIRA MUBARAK, VSB AND PERSON ACTING IN CONCERT WITH THEM PURSUANT TO THE PROPOSED SHARES ISSUANCE (“PROPOSED EXEMPTION”)**

“THAT, subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 3, and subject to the approval from the Securities Commission Malaysia (“SC”) being obtained and/or any other relevant authorities or parties (where required) including the satisfaction of any conditions as may be imposed by the SC, approval be and is hereby given for Datuk Wira Mubarak, VSB and person acting in concert with them to be exempted from the obligation to undertake a mandatory take-over offer to acquire all the remaining EATECH Shares not already owned by Datuk Wira Mubarak, VSB and person acting in concert with them upon the completion of the Proposed Shares Issuance in accordance with subparagraph 4.08(1)(b) of the Rules;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Exemption with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds, things and matters for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Exemption.”

The motion for Ordinary Resolution 2 was put to the vote by poll after the conclusion of the Q&A session.

- 3) **PROPOSED PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARES SCHEME OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED EATECH SHARES (EXCLUDING ANY TREASURY SHARES) AT ANY POINT IN TIME DURING THE TENURE OF THE SCHEME FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF EATECH AND ITS SUBSIDIARIES (“EATECH GROUP”) (EXCLUDING DORMANT SUBSIDIARIES, IF ANY) (“PROPOSED ESS”)**

“THAT subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2 and the approvals of all the relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to the Board to:

- (i) establish, implement and administer the Proposed ESS for the benefit of the eligible directors (including non-executive directors) and employees of the EATECH Group (excluding subsidiaries which are dormant) who meet the criteria of eligibility for participation in the Proposed ESS and to implement and administer the same in accordance with the by-laws governing the terms, rules and conditions of the Proposed ESS ("By-Laws") a draft of which is set out in Appendix VI of the Circular;
- (ii) allot and issue and/or procure the transfer of such number of new and/or existing EATECH Shares (as adjusted or modified from time to time pursuant to the By-Laws) from time to time as may be required for the purpose of or in connection with the Proposed ESS, provided that the total number of EATECH Shares be allotted and issued and/or transferred pursuant to the granting of EATECH Shares ("Shares Grant") and/or options to subscribe for EATECH Shares ("ESS Options") (collectively "Awards") to eligible Director(s) (including non-executive Directors) and eligible employees of the EATECH Group in relation to the Proposed ESS shall not exceed 10% in aggregate of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESS and such new EATECH Shares shall upon allotment and issuance, carry the same rights as the existing EATECH Shares, save and except that the new EATECH Shares would not be entitled to dividends, rights, allotments and/or other forms of distributions which may be declared, made or paid to shareholders of EATECH, the entitlement date of which is prior to the date of allotment or transfer of the EATECH Shares pursuant to the Awards;
- (iii) appoint and authorise a committee ("ESS Committee") by which the Proposed ESS will be implemented and administered by the ESS Committee in accordance with the By-Laws. The members of the ESS Committee shall comprise such number of directors and/or senior management personnel of the EATECH Group to be identified from time to time;
- (iv) make the necessary application to Bursa Malaysia Securities Berhad ("Bursa Securities") for permission to deal in and for the listing and quotation of the new EATECH Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS; and
- (v) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, or to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and the terms of the By-Laws;

THAT pursuant to subsection 85(1) of the Act read together with Article 8.6 of the Company's Constitution, approval be and is hereby given to waive the pre-emptive rights of the existing shareholders of the Company to be offered new EATECH Shares ranking equally to the existing EATECH Shares arising from the allotment and issuance of new EATECH Shares pursuant to the Proposed ESS;

AND THAT the By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities, be and is hereby approved and adopted and the Board be and are hereby authorised to give effect to the Proposed ESS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take

all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESS.”

The motion for Ordinary Resolution 3 was put to the vote by poll after the conclusion of the Q&A session.

4) PROPOSED ISSUANCE OF 33,152,250 SUBSCRIPTION SHARES TO ENCIK NASRUL ASNI MUHAMMAD DAIN (‘ENCIK NASRUL’) PURSUANT TO THE PROPOSED SHARES ISSUANCE (“PROPOSED SUBSCRIPTION BY ENCIK NASRUL”)

“THAT subject to the passing of Ordinary Resolution 1, the approvals of all the relevant authorities and the conditions precedent in the subscription agreement dated 7 November 2023 and supplemental agreement dated 1 December 2023 entered into between Encik Nasrul and our Company, being fulfilled or waived (as the case may be), approval be and is hereby given to the Board to allot and issue 33,152,250 Subscription Shares at a subscription price of RM0.10 per Subscription Share to Encik Nasrul, being the Chief Executive Officer of the Company, pursuant to the Proposed Shares Issuance.”

The motion for Ordinary Resolution 4 was put to the vote by poll after the conclusion of the Q&A session.

5) PROPOSED ALLOCATION OF UP TO 13,262,500 ESS OPTIONS TO ENCIK NASRUL PURSUANT TO THE PROPOSED ESS (“PROPOSED ALLOCATION TO ENCIK NASRUL”)

“THAT subject to the passing of Ordinary Resolution 3 above and the approvals of all the relevant authorities for the Proposed ESS, approval be and is hereby given to the ESS Committee appointed by the Board to administer the Proposed ESS, at any time and from time to time to offer and grant up to 13,262,500 ESS Options to Encik Nasrul, being the Chief Executive Officer of the Company, pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.”

The motion for Ordinary Resolution 5 was put to the vote by poll after the conclusion of the Q&A session.

QUESTION & ANSWER SESSION

The proposed Ordinary Resolution, as set out in the Notice of EGM, has been presented, and Dato’ Chairman proceeded with the Q&A session.

As the shareholders/proxies/corporate representatives raised no questions, Dato’ Chairman proceeded to the next agenda.

Dato’ Chairman then informed that the polling process would be conducted through e-voting and was estimated to take about 10 minutes.

The meeting was adjourned at 1.10 pm for tabulation and verifications of votes by the Poll Administrators and Independent Scrutineers.

ANNOUNCEMENT OF POLL RESULTS

The meeting resumed at 1.20 pm for the announcement of the poll results.

The Company's shareholders duly passed the resolution tabled at the EGM and voted upon by poll.

Ordinary Resolution	Vote For			Vote Against			Result
	No. of Shareholders	No. of Shares	% of Voted Shares	No. of Shareholders	No. of Shares	% of Voted Shares	
Resolution 1	43	40,573,500	99.4483	2	225,100	0.5517	Accepted
Resolution 2	44	40,798,500	99.9998	1	100	0.0002	Accepted
Resolution 3	44	40,798,500	99.9998	1	100	0.0002	Accepted
Resolution 4	44	40,798,500	99.9998	1	100	0.0002	Accepted
Resolution 5	44	40,798,500	99.9998	1	100	0.0002	Accepted

OTHER BUSINESS

Dato' Chairman sought confirmation from the Company Secretary whether the Company had received any notice for the transaction of other business in accordance with the Companies Act 2016 and the Company's Constitution. The Company Secretary confirmed that the Company had not received any notice for any other business transaction at the Meeting.

CLOSURE OF MEETING

Dato' Chairman indicated that with the passing of the last resolution, the meeting was concluded and thanked the shareholders for their attendance and continued support of the Company. The meeting was concluded at 1.30 pm.

CONFIRMED AS CORRECT

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(DATO' MOHD REDZA SHAH BIN ABDUL WAHID)
Chairman

Date: 24 June 2024