

# PAPPAJACK BERHAD

[Registration No. 202001042414 (1398735-V)]  
(Incorporated in Malaysia)

Minutes of the Extraordinary General Meeting of the members of the Company at Four Points by Sheraton Puchong, Putera 1 & 2 (Function Room), Level 1, Puchong Financial Centre (PFCC), Jalan Puteri 1/2, Bandar Puteri, 47100 Puchong, Selangor Darul Ehsan on Wednesday, 14 June 2023 at 3.00 p.m.

**Present** : **Board of Directors**

Mr. Chong Chee Fire	Chairman/Independent Non-Executive Director
Mr. Lim Boon Hua	Managing Director
Mr. Law Book Ching	Executive Director
Dato' Magaret Ting	Independent Non-Executive Director
Ms. Koo Woon Kan	Independent Non-Executive Director
Mr. Cheong Woon Yaw	Independent Non-Executive Director

**Invitees**

- As per attendance list

**Shareholders**

- As per attendance list

**Proxies**

- As per attendance list

**In Attendance** : Ms. Wong Youn Kim                      Company Secretary

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## MINUTES

### 1. CHAIRMAN

Mr. Chong Chee Fire, the Chairman of the Company took the chair and welcomed all present at the Extraordinary General Meeting ("EGM") of the Company.

### 2. QUORUM

The Chairman called the meeting to order at 3.00 p.m. upon the confirmation of the presence of a quorum by the Company Secretary.

### 3. NOTICE

The Notice, having been properly circulated to all the members on 19 May 2023, was taken as read without any objection from the members and proxies.

The Chairman then invited the Secretary to brief the meeting on the proceedings of the meeting and the voting procedures.

The Secretary, Ms. Wong Youn Kim then proceeded to explain the meeting's proceedings and the requirement for resolutions set out in the notice of the annual general meeting or notice of resolution to be voted by poll pursuant to the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), before inviting the Chairman to continue with the meeting's proceedings.

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**4. ORDINARY RESOLUTION 1  
PROPOSED PRIVATE PLACEMENT OF UP TO 100,200,000 NEW ORDINARY SHARES IN PAPPAJACK REPRESENTING 15% OF THE TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES, IF ANY) OF THE COMPANY ("PROPOSED PRIVATE PLACEMENT")**

The first item on the Agenda was the proposed private placement of up to 100,200,000 new ordinary shares in Pappajack representing 15% of the total number of issued shares (excluding treasury shares, if any) of the Company.

With no question from the floor, the Chairman then requested for a proposer and a seconder for the motion. The motion was duly proposed by Mr. Kow Lih Shi and seconded by Mr. Lim Jit Thin.

**5. ORDINARY RESOLUTION 2  
PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES, IF ANY) OF PAPPAJACK AT ANY POINT IN TIME DURING THE DURATION OF THE ESOS ("PROPOSED ESOS")**

The Meeting move on to the proposed establishment of an employees' share option scheme ("ESOS") of up to 10% of the total number of issued shares (excluding treasury shares, if any) of Pappajack at any point in time during the duration of the ESOS.

In reply to the query raised by Mr Dinesh on the term of the proposed ESOS and the effective date of the proposed ESOS, Mr. Stanley Lee, the representative from RHB Investment Bank Berhad replied that the ESOS initial period will be 5 years from the issuance date and if the Board deems fit, the Board may extend an additional 5 years upon the recommendation by the ESOS Committee. The effective date of the proposed ESOS will be decided by the Board of Directors after obtaining the shareholder's mandate.

With no further questions from the floor, the Chairman then requested for a proposer and a seconder for the motion. The motion was duly proposed by Mr. Kow Lih Shi and seconded by Mr. Lim Tong Lee.

**6. ORDINARY RESOLUTION 3  
PROPOSED ALLOCATION OF ESOS OPTIONS TO MR. CHONG CHEE FIRE**

As the Chairman involved in the interest of the proposed resolution, therefore Ms. Wong Youn Kim the Company Secretary was invited to take over the Chair to put forth the motion on the proposed allocation of ESOS options to Mr. Chong Chee Fire the Independent Non-Executive Chairman of the Company.

The Company Secretary then proceeded to table resolution 3 on the proposed allocation of ESOS Options to Mr. Chong Chee Fire.

With no questions from the floor, the Chairman then requested for a proposer and a seconder for the motion. The motion was duly proposed by Mr. Dinesh and seconded by Mr. Kow Lih Shi.

**7. ORDINARY RESOLUTION 4  
PROPOSED ALLOCATION OF ESOS OPTIONS TO MR. LIM BOON HUA**

The Chairman informed the meeting that the next resolution on the agenda were in relation to the proposed allocation of ESOS options to Mr. Lim Boon Hua the Managing Director/Chief Executive Officer of the Company.

With no questions from the floor, the Chairman then requested for a proposer and a seconder for the motion. The motion was duly proposed by Mr. Dinesh and seconded by Mr. Kow Lih Shi.

**8. ORDINARY RESOLUTION 5  
PROPOSED ALLOCATION OF ESOS OPTIONS TO MR. LAW BOOK CHING**

The Chairman informed the meeting that the next resolution on the agenda were in relation to the proposed allocation of ESOS options to Mr. Law Book Ching the Executive Director of the Company.

With no questions from the floor, the Chairman then requested for a proposer and a seconder for the motion. The motion was duly proposed by Mr. Dinesh and seconded by Mr. Kow Lih Shi.

**9. ORDINARY RESOLUTION 6  
PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' MAGARET TING THIEN HUNG**

The Chairman informed the meeting that the next resolution on the agenda were in relation to the proposed allocation of ESOS options to Dato' Magaret Ting Thien Hung the Independent Non-Executive Director of the Company.

With no questions from the floor, the Chairman then requested for a proposer and a seconder for the motion. The motion was duly proposed by Mr. Kow Lih Shi and seconded by Mr. Chong Swee Hup.

**10. ORDINARY RESOLUTION 7  
PROPOSED ALLOCATION OF ESOS OPTIONS TO MS. KOO WOON KAN**

The Chairman informed the meeting that the next resolution on the agenda were in relation to the proposed allocation of ESOS options to Ms. Koo Woon Kan the Independent Non-Executive Director of the Company.

With no questions from the floor, the Chairman then requested for a proposer and a seconder for the motion. The motion was duly proposed by Mr. Kow Lih Shi and seconded by Mr. Lim Tong Lee.

**11. ORDINARY RESOLUTION 8  
PROPOSED ALLOCATION OF ESOS OPTIONS TO MR. CHEONG WOON YAW**

The Chairman informed the meeting that the next resolution on the agenda were in relation to the proposed allocation of ESOS options to Mr. Cheong Woon Yaw the Independent Non-Executive Director of the Company.

With no questions from the floor, the Chairman then requested for a proposer and a seconder for the motion. The motion was duly proposed by Mr. Kow Lih Shi and seconded by Mr. Chong Swee Hup.

**12. ORDINARY RESOLUTION 9  
PROPOSED ALLOCATION OF ESOS OPTIONS TO MR. LIM BOON KEONG**

The Chairman informed the meeting that the next resolution on the agenda were in relation to the proposed allocation of ESOS options to Mr. Lim Boon Keong the Area Manager and brother of Mr. Lim Boon Hua.

With no questions from the floor, the Chairman then requested for a proposer and a seconder for the motion. The motion was duly proposed by Mr. Kow Lih Shi and seconded by Mr. Lim Jit Thin.

**13. ORDINARY RESOLUTION 10  
PROPOSED ALLOCATION OF ESOS OPTIONS TO MS. LEE KOOI LAN**

The Chairman informed the meeting that the next resolution on the agenda were in relation to the proposed allocation of ESOS options to Ms. Lee Kooi Lan the Area Manager and spouse of Mr. Lim Boon Hua.

With no questions from the floor, the Chairman then requested for a proposer and a seconder for the motion. The motion was duly proposed by Mr. Kow Lih Shi and seconded by Mr. Lim Tong Lee.

**14. POLLING SESSION**

The Chairman invited the Share Registrar to brief the shareholders on the polling procedures.

**15. ADJOURNMENT OF MEETING FOR POLL VOTING**

The meeting was adjourned at 3.20 p.m. for the poll voting to commence immediately.

**16. RE-CONVENING OF MEETING AND ANNOUNCEMENT OF POLL RESULTS**

The meeting was re-convened at 3.35 p.m. for the announcement of the results of the poll voting by the Chairman.

The Chairman informed the Meeting that he had received the poll results which have been verified by the Independent Scrutineers, Scrutineer Solutions Sdn Bhd.

The poll results were presented to the shareholders as follows:-

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Resolution	Votes in Favour		Votes Against	
	No. of Shares	%	No. of Shares	%
<b>Ordinary Resolution 1</b> Proposed private placement of up to 100,200,000 new ordinary shares in Pappajack representing 15% of the total number of issued shares (excluding treasury shares, if any) of the company.	419,683,439	99.9924	32,000	0.0076
<b>Ordinary Resolution 2</b> Proposed establishment of an Employees' Share Option Scheme ("ESOS") of up to 10% of the total number of issued shares (excluding treasury shares, if any) of Pappajack at any point in time during the duration of the ESOS.	418,536,439	99.7191	1,179,000	0.2809
<b>Ordinary Resolution 3</b> Proposed allocation of ESOS options to Mr. Chong Chee Fire.	418,536,439	99.7191	1,179,000	0.2809
<b>Ordinary Resolution 4</b> Proposed allocation of ESOS options to Mr. Lim Boon Hua.	98,887,992	98.8218	1,179,000	1.1782
<b>Ordinary Resolution 5</b> Proposed allocation of ESOS options to Mr. Law Book Ching.	96,668,092	98.7951	1,179,000	1.2049
<b>Ordinary Resolution 6</b> Proposed allocation of ESOS options to Dato' Magaret Ting Thien Hung.	418,536,439	99.7191	1,179,000	0.2809
<b>Ordinary Resolution 7</b> Proposed allocation of ESOS options to Ms. Koo Woon Kan.	418,536,439	99.7191	1,179,000	0.2809
<b>Ordinary Resolution 8</b> Proposed allocation of ESOS options to Mr. Cheong Woon Yaw.	418,536,439	99.7191	1,179,000	0.2809
<b>Ordinary Resolution 9</b> Proposed allocation of ESOS options to Mr. Lim Boon Keong.	98,887,992	98.8218	1,179,000	1.1782
<b>Ordinary Resolution 10</b> Proposed allocation of ESOS options to Ms. Lee Kooi Lan.	98,887,992	98.8218	1,179,000	1.1782

Based on the poll results, Mr. Chairman declared that all ten (10) Ordinary Resolutions as set out in the Notice were duly carried.

**ORDINARY RESOLUTION 1**

**Proposed private placement of up to 100,200,000 new ordinary shares in Pappajack representing 15% of the total number of issued shares (excluding treasury shares, if any)**

**RESOLVED:**

**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to issue and allot up to 100,200,000 Placement Shares, representing 15% of the total number of issued shares (excluding treasury shares, if any) of the Company, by way of private placement to independent third party investor(s) to be identified later ("**Placees**") to be implemented in one or more tranches within 6 months from the date of approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the Proposed Private Placement or any extended period as may be approved by Bursa Securities;

**THAT** approval be and is hereby given to the Board to determine the issue price of the Placement Shares at a later date after receipt of all relevant approvals for the Proposed Private Placement and the issue price of the Placement Shares shall be priced at a discount of not more than 10% to the 5-day volume weighted average share price of the Pappajack Shares immediately preceding the price-fixing date;

**THAT** such Placement Shares shall, upon issuance and allotment, rank equally in all respects with the then existing Pappajack Shares, save and except that they will not be entitled to any dividend, right, allotment and/or any other distribution that may be declared, made or paid prior to the date of issuance and allotment of the Placement Shares and the Placement Shares will be subject to all provisions of the Company's Constitution relating to transfer, transmission and otherwise;

**THAT** pursuant to Section 85(1) of the Companies Act, 2016 ("**Act**") read together with Clause 54 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 Pappajack Shares ranking equally to the existing issued shares of the Company arising from the issuance and allotment of the Placement Shares pursuant to the Proposed Private Placement **AND THAT** the Board is exempted from the obligation to offer such Placement Shares first to the existing shareholders of the Company in respect of the issuance and allotment of the Placement Shares to the Placees pursuant to the Proposed Private Placement;

**THAT** authority be and is hereby given to the Board to utilise the proceeds from the Proposed Private Placement for such purposes as set out in Section 2.1.4 of the circular to shareholders of the Company dated 19 May 2023 ("**Circular**") and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient subject to the approval of the relevant authorities, where required and in the best interest of the Company;

**AND THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Private Placement with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company."

**ORDINARY RESOLUTION 2**

**Proposed establishment of an employees' share option scheme ("ESOS") of up to 10% of the total number of issued shares (excluding treasury shares, if any) of Pappajack at any point in time during the duration of the ESOS**

**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to establish the ESOS involving up to 10% of the total number of issued shares (excluding treasury shares, if any) of the Company from time to time for the benefit of eligible Directors (including non-executive Directors) and employees of Pappajack and its subsidiaries ("**Pappajack Group**" or "**Group**") (excluding dormant subsidiaries, if any) who meet the criteria of eligibility for participation in the Proposed ESOS ("**Eligible Persons**"), and the Board be and is hereby authorised for the following:

- (i) to establish, appoint and authorise an ESOS committee ("**ESOS Committee**") to implement and administer the ESOS for the benefit of the Eligible Persons, in accordance with the draft by-laws governing the Proposed ESOS ("**By-Laws**") as set out in Appendix I of the Circular;
- (ii) to issue and allot from time to time such number of new Shares as may be required to be issued pursuant to the exercise of options granted under the Proposed ESOS ("**ESOS Options**"), **PROVIDED THAT** the total number of new Shares to be issued under the Proposed ESOS shall not in aggregate exceed 10% of the total number of issued Shares (excluding treasury shares, if any) of Pappajack at any point in time during the duration of the Proposed ESOS **AND THAT** the new Shares to be issued and allotted upon the exercise of any ESOS Options will, upon issuance and allotment, rank equally in all respects with the existing Pappajack Shares, save and except that the new Pappajack Shares will not be entitled to any dividends, rights, allotments, and/or other forms of distribution where the entitlement date precedes the relevant date of issuance and allotment of the new Pappajack Shares and such Shares will be subject to all provisions of the Company's Constitution relating to transfer, transmission and otherwise;
- (iii) to do all necessary and make such applications as may be necessary at the appropriate time or times to Bursa Securities for the listing and quotation of the new Shares which may from time to time be issued and allotted arising from the exercise of the ESOS Options;
- (iv) to modify, vary and/or amend the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board **PROVIDED THAT** such modifications, variations and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications, variations and/or amendments, deeds or undertakings, to deliver and/or impose such terms and conditions and/or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed ESOS; and
- (v) to extend the duration of the ESOS, if the Board deems fit, for up to a maximum period of an additional 5 years ("**Extension**") upon the recommendation by the ESOS Committee, **PROVIDED ALWAYS THAT** the initial ESOS period of 5 years and such Extension made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years or such other period as may be prescribed by Bursa Securities, and that the Board be and is hereby authorised to implement the Extension and do all such acts and things and to execute all necessary documents to give full effect to and complete the Extension with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as may be

required by the relevant authorities and as the Board may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Extension;

**THAT** pursuant to Section 85(1) of the Act read together with Clause 54 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 Pappajack Shares ranking equally to the existing issued shares of the Company arising from the issuance and allotment of the new Shares to be issued pursuant to the exercise of the ESOS Options granted under the Proposed ESOS;

**AND THAT** the draft By-Laws, as set out in Appendix I of the Circular, be and is hereby approved and adopted."

**ORDINARY RESOLUTION 3**

**Proposed allocation of ESOS Options to Mr. Chong Chee Fire**

**ORDINARY RESOLUTION 4**

**Proposed allocation of ESOS Options to Mr. Lim Boon Hua**

**ORDINARY RESOLUTION 5**

**Proposed allocation of ESOS Options to Mr. Law Book Ching**

**ORDINARY RESOLUTION 6**

**Proposed allocation of ESOS Options to Dato' Magaret Ting Thien Hung**

**ORDINARY RESOLUTION 7**

**Proposed allocation of ESOS Options to Ms. Koo Woon Kan**

**ORDINARY RESOLUTION 8**

**Proposed allocation of ESOS Options to Mr. Cheong Woon Yaw**

**ORDINARY RESOLUTION 9**

**Proposed allocation of ESOS Options to Mr. Lim Boon Keong**

**ORDINARY RESOLUTION 10**

**Proposed allocation of ESOS Options to Ms. Lee Kooi Lan**

**RESOLVED:**

**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the following persons, ESOS Options to subscribe for new Shares under the Proposed ESOS.

Provided always that:

- (i) the abovementioned persons must not participate in the deliberation and/or discussion of their own respective allocation;
- (ii) not more than 10% of the total number of new Shares to be issued under the Proposed ESOS would be allocated to any one of the abovementioned persons who, either singly or collectively through persons connected to them, holds 20% or more of the total number of issued shares of the Company; and

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- (iii) the allocation of ESOS Options to the abovementioned persons shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the ACE Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities, as amended from time to time.

**THAT** at any one time during the duration of the Proposed ESOS, not more than 60% of the total number of ESOS Options available under the Proposed ESOS could be allocated, in aggregate to the directors and senior management of Pappajack Group (excluding dormant subsidiaries, if any) pursuant to the Proposed ESOS.

**AND THAT** the Board is also authorised to issue and allot the corresponding number of new Shares arising from the exercise of the ESOS Options that may be granted to them under the Proposed ESOS."

**17. CLOSURE OF MEETING**

As there was no other matter to be discussed, for which due notice had been given in accordance with the Act, the meeting concluded at 3.40 p.m. with a vote of thanks to the Chairman and the Board of Directors.

**Confirmed as a correct record,**

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**CHONG CHEE FIRE  
CHAIRMAN**