

**FSBM HOLDINGS BERHAD**  
[Registration No. 198401003091 (115609-U)]  
(Incorporated in Malaysia)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE  
COMPANY HELD AT STRIVE ROOM, LEVEL M3, VE HOTEL & RESIDENCE,  
BANGSAR SOUTH CITY, NO. 8, JALAN KERINCHI, 59200 KUALA LUMPUR,  
WILAYAH PERSEKUTUAN KUALA LUMPUR ON MONDAY, 22 MAY 2023 AT  
4.00 P.M.**

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- PRESENT : Directors  
Dato' Tan Hock San @ Tan Hock Ming  
Mr. Pang Kiew Kun  
Mr. Ng Yew Soon  
Ms. Tan Wan Yen  
Mr. Mok Kar Foo  
Mr. Tey Giap Turn
- Shareholders, proxies and authorised representatives of corporate  
shareholders (collectively, the “shareholders”)  
As per Attendance List
- BY INVITATION : Representatives of the Principal Adviser  
(Malacca Securities Sdn. Bhd.)
- Representatives of the Solicitors  
(Messrs Tan, Goh & Associates)
- External Auditors  
(Moore Stephens Associates PLT)
- Poll Administrator  
(Tricor Investor & Issuing House Services Sdn. Bhd.)
- Scrutineer  
(Scrutineer Solutions Sdn. Bhd.)
- IN ATTENDANCE : Ms. Wong Youn Kim (Company Secretary)

**1. CHAIRMAN**

Dato' Tan Hock San @ Tan Hock Ming (“Dato' Tan” or “Dato' Chairman”) took the Chair and welcomed all present all present at the Extraordinary General Meeting (“EGM” or “the Meeting”) of FSBM Holdings Berhad.

**2. QUORUM**

The Chairman, having confirmed with the Company Secretary that the requisite quorum being present, called the Meeting to order at 4.00 p.m.

The Chairman introduced the members of the Board and the Company Secretary to the shareholders.

### **3. NOTICE OF MEETING**

The Chairman informed the shareholders that the notice of the EGM (“the Notice”) had been announced to Bursa Securities on 27 April 2023 and advertised in the newspaper on 28 April 2023. The Notice, having been circulated earlier, was taken as read.

Dato’ Chairman highlighted to the shareholders that the motions of the proposed resolutions are pertaining to the Proposed Regularisation Plan to be undertaken by the Company. The proposed resolutions are inter-conditional upon each other. All the resolutions were required to be passed to give effect to the Proposed Regularisation Plan.

- 1) Ordinary Resolution 1:  
Proposed Share Issuance
- 2) Ordinary Resolution 2:  
Proposed Allotment of Shares to Mr Pang Kiew Kun, the Executive Director of FSBM
- 3) Ordinary Resolution 3:  
Proposed Rights Issue with Warrants
- 4) Special Resolution 1:  
Proposed Capital Reduction

### **4. BRIEFING ON HOUSEKEEPING PROCEDURES**

Before proceeding with the Agendas of the Meeting, the Chairman invited the Company Secretary to brief the shareholders on the housekeeping procedures pertaining to the Meeting, in tabling and approving the resolutions of the Meeting. The salient points were as follows:

- 4.1 In compliance with Bursa Securities’ Listing Requirements, all the resolutions as set out in the Notice shall be put to vote by way of a poll.
- 4.2 The Chairman shall present the motion of each of the resolutions to the shareholders for their consideration. Each motion required a Proposer and Seconder to move and second it accordingly. Shareholders were encouraged to raise questions in relation to the motion of each resolution presented. The Polling

Session shall then be opened for shareholders to cast their votes for the resolutions after all the motions for the resolutions were presented.

- 4.3 The Company had appointed Tricor Investor & Issuing House Services Sdn. Bhd. as the Poll Administrator to conduct the polling and Scrutineer Solutions Sdn. Bhd. as the Independent Scrutineers to supervise the polling process and verify the poll results.

**5. ORDINARY RESOLUTION 1**

**• PROPOSED SHARE ISSUANCE**

Ordinary Resolution 1, the Board of Directors sought the shareholders' approval on the Proposed Shares Issuance of 60,000,000 new Ordinary Shares in FSBM to the Subscribers ("Proposed Shares Issuance").

The details of the Proposed Shares Issuance were disclosed in the Circular to Shareholders dated 28 April 2023 which is also available on the Company's website.

The Chairman informed that all the interested Directors and other interested parties shall abstain from deliberation and voting in this resolution. They have undertaken to ensure that persons connected with them will also abstain from voting in this resolution.

The Chairman put forward the motion for Ordinary Resolution 1 to the meeting for consideration:

**"ORDINARY RESOLUTION 1**

***PROPOSED SHARES ISSUANCE OF 60,000,000 NEW ORDINARY SHARES IN FSBM ("FSBM SHARES" OR "SHARES") ("SUBSCRIPTION SHARES") TO THE SUBSCRIBERS ("PROPOSED SHARES ISSUANCE")***

***THAT, subject to the passing of Ordinary Resolution 2, Ordinary Resolution 3 and Special Resolution 1 and the approvals being obtained from the relevant authorities and/or parties (where applicable), approval be and is hereby given to the Board of Directors of the Company ("**Board**") to:-***

- (i) *allot and issue 60,000,000 Subscription Shares, at a subscription price of RM0.08 per Subscription Share to the subscribers set out in Section 2.2.3 of the circular to shareholders of the Company dated 28 April 2023 ("**Circular**") ("**Subscribers**") based on the terms and conditions of the subscription agreements entered into between the Company and the Subscribers and any supplementals thereto; and*
- (ii) *utilise the proceeds to be derived from the Proposed Shares Issuance for the purposes as set out in Section 3 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 (where required) to the approval of the relevant authorities;*

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

***THAT** pursuant to Section 85 of the Companies Act, 2016 (“Act”) read together with Clause 8.2 and Clause 54 of the Constitution of the Company, the statutory pre-emptive rights of the shareholders of the Company to be offered new FSBM Shares ranking equally to the existing issued FSBM Shares arising from any issuance of new FSBM Shares to the Subscribers pursuant to the Proposed Shares Issuance be and is hereby noted and waived;*

***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 as required by the relevant authorities in order to carry out, finalise and give full effect to the Proposed Shares Issuance.”*

The Chairman invited questions from the floor. There were no questions.

The Chairman requested for a proposer and a seconder for the motion. The motion was duly proposed and seconded.

**6. ORDINARY RESOLUTION 2**

**• PROPOSED ALLOTMENT OF SHARES TO MR PANG KIEW KUN, AN EXECUTIVE DIRECTOR OF FSBM**

Ordinary Resolution 2, the Board of Directors sought the shareholders' approval on the Proposed Allotment of 16,000,000 Subscription Shares to Mr Pang Kiew Kun, an Executive Director of FSBM (“Proposed Allotment of Shares to Mr Pang”).

The details of the above Proposal were disclosed in the Circular to Shareholders dated 28 April 2023 which is also available on the Company's website.

The Chairman informed that all the interested Directors and other interested parties shall

abstain from deliberation and voting in this resolution. They have undertaken to ensure that persons connected with them will also abstain from voting in this resolution.

The Chairman put forward the motion for Ordinary Resolution 2 to the meeting for consideration:

**“ORDINARY RESOLUTION 2**

***PROPOSED ALLOTMENT OF 16,000,000 SUBSCRIPTION SHARES TO PANG KIEW KUN, AN EXECUTIVE DIRECTOR OF FSBM (“MR PANG”) (“PROPOSED ALLOTMENT OF SHARES TO MR PANG”)***

*THAT, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 3 and Special Resolution 1 and the approvals being obtained from the relevant authorities and/or parties (where applicable), approval be and is hereby given to the Board to allot and issue 16,000,000 Subscription Shares, at a subscription price of RM0.08 per Subscription Share to Mr Pang, which the proceeds will be utilised for the purposes set out in Section 3 of the Circular, based on the terms and conditions of the subscription agreement entered into between the Company and Mr Pang and any supplementals thereto;*

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

*THAT pursuant to Section 85 of the Act read together with Clause 8.2 and Clause 54 of the Constitution of the Company, the statutory pre-emptive rights of the shareholders of the Company to be offered new FSBM Shares ranking equally to the existing issued FSBM Shares arising from any issuance of new FSBM Shares to the Subscribers pursuant to the Proposed Allotment of Shares to Mr Pang be and is hereby noted and waived;*

*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 Allotment of Shares to Mr Pang 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 as required by the relevant authorities in order to carry out, finalise and give full effect to the Proposed Allotment of Shares to Mr Pang.”*

The Chairman invited questions from the floor. There were no questions.

The Chairman requested for a proposer and a seconder for the motion. The motion was duly proposed and seconded.

**7. ORDINARY RESOLUTION 3**

**• PROPOSED RIGHTS ISSUE WITH WARRANTS**

Ordinary Resolution 3, the Board of Directors sought the shareholders' approval on the Proposed Renounceable Rights Issue of up to 236,659,300 new FSBM Shares ("Rights Shares") on the basis of 1 Rights Share for every 1 existing FSBM Share held, together with up to 118,329,650 free detachable warrants ("Warrants") on the basis of 1 Warrant for every 2 Rights Shares subscribed for, on an entitlement date to be determined and announced later ("Proposed Rights Issue With Warrants").

The details of the above Proposal were disclosed in the Circular to Shareholders dated 28 April 2023 which is also available on the Company's website.

The Chairman informed that all the interested Directors and other interested parties shall abstain from deliberation and voting in this resolution. They have undertaken to ensure that persons connected with them will also abstain from voting in this resolution.

The Chairman put forward the motion for Ordinary Resolution 3 to the meeting for consideration:

**"ORDINARY RESOLUTION 3**

***PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 236,659,300 NEW FSBM SHARES ("RIGHTS SHARES") ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 1 EXISTING FSBM SHARE HELD, TOGETHER WITH UP TO 118,329,650 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF 1 WARRANT FOR EVERY 2 RIGHTS SHARES SUBSCRIBED FOR, ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")***

***THAT, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Special Resolution 1 and the approvals being obtained from the relevant authorities and/or parties (where applicable), approval be and is hereby given to the Board to:-***

- (i) provisionally allot and issue by way of a renounceable rights issue of Rights Shares to the shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later by the Board ("Entitled Shareholders") and/or their renounee(s) and/or transferee(s), as the case may be;*

- (ii) *enter into and execute the deed poll constituting the Warrants (“Deed Poll”) with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll (including, without limitation, the affixing of the Company’s company seal, where necessary);*
- (iii) *allot and issue the Warrants in registered form to the Entitled Shareholders and/or their renounee(s) and/or transferee(s), as the case may be, and Excess Applicants (as defined below), if any, who subscribe for and are allotted Rights Shares, each Warrant conferring the right to subscribe for 1 new FSBM Share at an exercise price of RM0.05, subject to the provisions for adjustment to the subscription rights attached to the Warrants in accordance with the provisions of the Deed Poll;*
- (iv) *allot and issue such number of additional Warrants pursuant to adjustments as provided for under the Deed Poll (“Additional Warrants”) and to adjust from time to time the exercise price of the Warrants as a consequence of the adjustments under the provisions of the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authorities or parties (where required);*
- (v) *allot and issue such number of new FSBM Shares to the holders of Warrants upon their exercise of the relevant Warrants to subscribe for new FSBM Shares during the tenure of the Warrants, and such further new FSBM Shares as may be required or permitted to be allotted and issued pursuant to the exercise of the Additional Warrants and such adjustments in accordance with the provisions of the Deed Poll; and*
- (vi) *utilise the proceeds to be derived from the Proposed Rights Issue with Warrants for the purposes as set out in Section 3 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 (where required) to the approval of the relevant authorities;*

***THAT*** *in determining the shareholders’ entitlement to the Rights Shares, the fractional entitlements, if any, will be disregarded and dealt with in such manner and on such terms and conditions as the Board in its sole and absolute discretion deem fit or expedient and in the best interests of the Company;*

***THAT*** *any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) and/or transferee(s), as the case may be, shall be made available for excess applications in such*

*manner and to such persons (“Excess Applicants”) as the Board shall determine at its absolute discretion;*

***THAT*** *the Rights Shares shall, upon allotment and issuance, rank equally in all respects with the existing FSBM Shares, save and except that the Rights Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Rights Shares;*

***THAT*** *the new FSBM Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank equally in all respects with the existing FSBM Shares, save and except that the new FSBM Shares to be issued arising from the exercise of the Warrants shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of such new FSBM Shares;*

***THAT*** *the Rights Shares, Warrants and the new FSBM Shares to be allotted and issued arising from the exercise of the Warrants and Additional Warrants (if any) shall be listed on the Main Market of Bursa Securities;*

***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 Rights Issue with Warrants 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 as required by the relevant authorities in order to carry out, finalise and give full effect to the Proposed Rights Issue with Warrants;*

***AND THAT*** *this Ordinary Resolution 3 constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants, and new FSBM Shares to be allotted and issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants.”*

The Chairman invited questions from the floor.

William, a shareholder raised his concern whether the PN 17 status of the Company would be lifted by Bursa Securities upon the implementation the proposed Regularisation Plan is completed which is targeted to be in September 2023, and with the announcement of positive financial performance for two consecutive quarters thereafter. Concern was raised as he observed there is a PLC with PN 17 status is not able to be uplifted from PN 17 classification even after the completion of the Regularisation Plan and with profits making in two consecutive quarters.



Dato' Chairman invited Mr. Jason Chan, the representative of the Principal Adviser of the Regularisation Plan, to reply to the question.

Mr. Jason Chan replied that he could not comment on the PLC cited by William as he has no details of that PLC's circumstances. With regards to FSBM, he highlighted that the Directors and Management of FSBM have been working hard to regularise the condition of the Group for the implementation of the proposed Regularisation Plan and they have ensured that the operation and positive financial performance of the Group are sustainable. Barring unforeseen circumstances, FSBM would be able to be uplifted from PN 17 classification accordingly.

There were no further questions raised.

The Chairman requested for a proposer and a seconder for the motion. The motion was duly proposed and seconded.

## **8. SPECIAL RESOLUTION 1**

### **• PROPOSED CAPITAL REDUCTION**

Special Resolution 1, the Board of Directors sought the shareholders' approval on the Proposed Capital Reduction Exercise to be carried out by the Company pursuant to Section 116 of the Companies Act 2016 to reduce the share capital of the Company ("Proposed Capital Reduction").

The details of the above Proposal were disclosed in the Circular to Shareholders dated 28 April 2023 which is also available on the Company's website.

The Chairman informed that all the interested Directors and other interested parties shall abstain from deliberation and voting in this resolution. They have undertaken to ensure that persons connected with them will also abstain from voting in this resolution.

The Chairman put forward the motion for Special Resolution 1 to the meeting for consideration:

#### **"SPECIAL RESOLUTION 1**

***PROPOSED CAPITAL REDUCTION EXERCISE TO BE CARRIED OUT BY THE COMPANY, PURSUANT TO SECTION 116 OF THE COMPANIES ACT, 2016 ("ACT") TO REDUCE THE SHARE CAPITAL OF THE COMPANY ("PROPOSED CAPITAL REDUCTION")***

***THAT, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3 and the approvals being obtained from the relevant authorities and confirmation by the High Court of Malaya pursuant to Section 116 of the Act, approval be and is hereby given to the Board to implement the Proposed Capital***

*Reduction and reduce the share capital of the Company via the cancellation of RM14,292,450 of the issued share capital of the Company and that the credit arising from such capital reduction shall be used to eliminate the accumulated losses of the Company;*

***THAT**, the surplus credit after the elimination of the Company's accumulated losses pursuant to the Proposed Capital Reduction, if any, shall be credited to the capital reduction reserve account of the Company, which shall not be distributable without leave of the High Court of Malaya;*

***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 Capital Reduction 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 as required by the relevant authorities in order to carry out, finalise and give full effect to the Proposed Capital Reduction."*

The Chairman invited questions from the floor. There were no questions.

The Chairman requested for a proposer and a seconder for the motion. The motion was duly proposed and seconded.

## **9. POLLING SESSION**

The Company Secretary was invited to brief the floor on the polling procedures.

The Polling Session commenced immediately after the briefing.

The meeting adjourned for approximately 25 minutes until the Poll Administrator had completed the counting of the votes. The polling process was supervised by the scrutineer, Scrutineer Solutions Sdn. Bhd.

The Meeting resumed for the declaration of the results of the poll. The Chairman declared the poll voting results as follows: -

**FSBM HOLDINGS BERHAD**

[Registration No. 198401003091 (115609-U)]

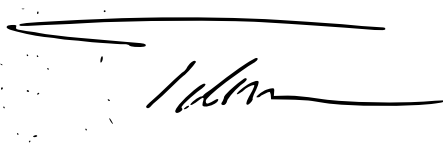
Minutes of the Extraordinary General Meeting held on 22 May 2023 (Cont'd)

Resolutions	For		Against		Results
	No. of shares	%	No. of shares	%	
<b>Ordinary Resolution 1</b> Proposed Shares Issuance 2021	71,247,640	99.9997	188	0.0003	Carried
<b>Ordinary Resolution 2</b> Proposed Allotment of Shares to Mr Pang Kiew Kun, An Executive Director OF FSBM	71,247,640	99.9999	100	0.0001	Carried
<b>Ordinary Resolution 3</b> Proposed Rights Issue with Warrants	71,247,540	99.9996	288	0.0004	Carried
<b>Special Resolution 1</b> Proposed Capital Reduction	71,247,540	99.9996	288	0.0004	Carried

**10. TERMINATION**

The Chairman declared the Meeting closed at 4.50 p.m. and thanked everybody who present at the Meeting. A vote of thanks was given to the Chair.

CONFIRMED AS THE CORRECT RECORD  
OF THE PROCEEDINGS THEREAT,



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**DATO' TAN HOCK SAN**  
**@ TAN HOCK MING**  
CHAIRMAN

Date: 22 May 2023