

JADI IMAGING HOLDINGS BERHAD
[Registration No. 200001023711 (526319-P)]
(Incorporated in Malaysia)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF JADI IMAGING HOLDINGS BERHAD CONDUCTED ON A VIRTUAL BASIS THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT LOT 4.1, 4TH FLOOR, MENARA LIEN HOE, NO. 8, PERSIARAN TROPICANA, TROPICANA GOLF & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON WEDNESDAY, 21 JUNE 2023 AT 2:30 P.M.

Present at Broadcast Venue : **Board of Directors**
Mr Ong Gim Hai – *Executive Director (in the Chair)*
Mr Leow Wey Seng – *Independent Non-Executive Director*
Mr Ling Chi Hoong – *Independent Non-Executive Director*
Ms Tan Su Ning - *Independent Non-Executive Director*

In Attendance : **Company Secretary**
Ms Adeline Tang Koon Ling
Ms Wong Yuet Chyn

Attended via Video Conferencing : **TA Securities Holdings Berhad – Principal Adviser**
Ms Vivien Hooi Wye Ping
Mr Chin Wai Kit
Mr Law Teck Keong

Messrs Chong + Kheng Hoe – Due Diligence Solicitor
Ms Amy Tan Li Peng
Ms Rachel Chong Jia Wei

By Invitation : **Representative from Workshire Corporate Services Sdn Bhd – Company Secretary**
Ms Tan Soo Pooi

Management team
Ms Elaine Chan – Finance Manager

Attendance of Shareholders/Proxies

The attendance of members/corporate representatives/proxies is as per the Summary of Attendance List via the Remote Participation and Voting (“RPV”) facilities operated by Mlabs Research Sdn Bhd (“Mlabs”) in Malaysia via <https://rebrand.ly/JADI-EGM>.

CHAIRMAN

On behalf of the Board of Directors of Jadi Imaging Holdings Berhad (“the Company” or “JADI”), Mr Ong Gim Hai, the Executive Director of the Company and the appointed Chairman of the meeting (hereinafter referred to as “Chairman”), welcomed the members and attendees to the Company’s Extraordinary General Meeting (“EGM”). Chairman informed that the EGM was convened on a virtual basis through live streaming from the Broadcast Venue.

Chairman then introduced the Board members and Company Secretary to the members.

NOTICE

There being no objection, the notice convening the meeting, having been circulated earlier to all the members of the Company within the statutory period, was taken as read.

QUORUM

Chairman informed the meeting that the Constitution of the Company required the presence of at least two members or proxies or corporate representatives to form a quorum. For a fully virtual general meeting, the quorum shall be determined by the number of members who logged-in at the commencement of the meeting.

Upon confirming the presence of the requisite quorum pursuant to the Company's Constitution, the Chairman called the meeting to order at 2:30 p.m.

POLLING AND ADMINISTRATIVE MATTERS

Chairman informed that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of EGM must be voted by poll.

Pursuant to the Company's Constitution, Chairman declared that the resolution set out in the Notice of EGM shall be voted by poll. The poll would be conducted after the item on the agenda were dealt with.

Chairman then briefed the members on the flow of the meeting as follows:-

- (1) The meeting to go through the one Ordinary Resolution of the Company as set out in the Notice of EGM.
- (2) Questions and Answers ("Q&A") session whereby the Board addressed the questions submitted by the members using Q&A panel via the Mlabs RPV facilities.
- (3) After dealt with the Q&A, the one Ordinary Resolution be put to vote electronically via RPV application operated by Mlabs.

The members were informed that the Company had appointed Workshire Share Registration Sdn Bhd as the poll administrator to conduct the polling process and SharePolls Sdn Bhd as the independent scrutineer to verify the poll results.

The guide on the remote voting procedures and the manner to navigate through the RPV application were then shared to the members.

Chairman informed that the online voting on the Ordinary Resolution would remain open until the closure of voting session to be declared by himself.

Chairman then proceeded with the business of the agenda of the EGM.

1. ORDINARY RESOLUTION 1 – PROPOSED WAIVER OF STATUTORY PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS TO NEW ORDINARY SHARES IN THE COMPANY (“NEW SHARES”) TO BE ISSUED AND ALLOTTED UNDER THE PRIVATE PLACEMENT (“PROPOSED WAIVER – PRIVATE PLACEMENT”)

Chairman informed that the Ordinary Resolution 1 was in relation to the Proposed Waiver – Private Placement. The details of the Proposed Private Placement were set out in the Circular to Shareholders dated 5 April 2022.

The following motion was put to the meeting for consideration:-

“THAT further to the approval granted by the shareholders at the Extraordinary General Meeting of the Company held on 20 April 2022 for the issuance and allotment of New Shares under the Private Placement, the existing shareholders of the Company hereby waive their statutory pre-emptive rights to be offered New Shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the Companies Act 2016 read together with Clause 12(2) of the Constitution of the Company arising from the Private Placement. THAT the Directors be hereby authorised to take all steps that are necessary and expedient in order to implement, finalise and give full effect to the said Proposed Waiver – Private Placement, for and on behalf of the Company.”

2. ANY OTHER BUSINESS

Chairman informed that the Company had not received notice for any other business pursuant to the Companies Act 2016.

Q&A SESSION

Chairman addressed a question posed by a member during the meeting.

Q1. Any door gift to the shareholders that attended the EGM?

A1. The Chairman replied that the door gift to be posted to the shareholders attending the EGM after the EGM.

CONDUCT OF VOTING BY POLL

After dealt with the item on the agenda and the Q&A session, the meeting proceeded to the voting on Ordinary Resolution 1 by poll via RPV.

Upon the closing of the voting session, the meeting was adjourned for approximately 20 minutes, to facilitate the counting of votes by the poll administrator and verification of poll results by the scrutineer.

ANNOUNCEMENT OF POLL RESULTS

The results of the poll which had been verified by the scrutineer was projected on the screen for the members' information.

Based on the results of the poll attached, Chairman declared that the Ordinary Resolution 1 was carried as follows:-

ORDINARY RESOLUTION 1

PROPOSED WAIVER OF STATUTORY PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS TO NEW ORDINARY SHARES IN THE COMPANY (“NEW SHARES”) TO BE ISSUED AND ALLOTTED UNDER THE PRIVATE PLACEMENT (“PROPOSED WAIVER – PRIVATE PLACEMENT”)

THAT further to the approval granted by the shareholders at the Extraordinary General Meeting of the Company held on 20 April 2022 for the issuance and allotment of New Shares under the Private Placement, the existing shareholders of the Company hereby waive their statutory pre-emptive rights to be offered New Shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the Companies Act 2016 read together with Clause 12(2) of the Constitution of the Company arising from the Private Placement. THAT the Directors be hereby authorised to take all steps that are necessary and expedient in order to implement, finalise and give full effect to the said Proposed Waiver – Private Placement, for and on behalf of the Company

Poll Results of Ordinary Resolution 1

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	Accepted
23	350,996,906	99.85	14	526,426	0.15	

CLOSURE OF MEETING

There being no further business, the meeting was closed at 3.01 p.m. with a vote of thanks to the Chair, the Directors, invitees, shareholders and proxies for their online participation.