

**JADI IMAGING HOLDINGS BERHAD (“JADI” OR “THE COMPANY”)**  
**Registration No. 200001023711 (526319-P)**  
(Incorporated in Malaysia)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF JADI IMAGING HOLDINGS BERHAD HELD 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 MONDAY, 30 DECEMBER 2024 AT 10:30 A.M.**

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**Present at Broadcast** : **Board of Directors**

**Venue**

Mr. Ong Gim Hai – *Executive Director (in the Chair)*  
Mr. Leow Wey Seng – *Independent Non-Executive Director*  
Ms. Tan Su Ning – *Independent Non-Executive Director*

**In Attendance** : Ms. Adeline Tang Koon Ling – *Company Secretary*

**By Invitation** : Ms. Elaine Chan – *Finance Manager*

**Attended via Video Conferencing** : Mr. Ling Chi Hoong – *Independent Non-Executive Director*

**Messrs. Loh Poh Seng & Co. – Due Diligence Solicitor**

Ms. Amy Tan Li Peng  
Ms. Rachel Chong Jia Wei  
Mr. Ng U-Sern

**Representatives from Workshire Corporate Services Sdn. Bhd. – Company Secretary**

Ms. Tan Soo Pooi  
Ms. Nor Syazwana Binti Khairul Baki

**Messrs. TA Securities Holdings Berhad – Principal Adviser (By Invitation)**

Ms. Vivien Hooi Wye Ping  
Mr. Chin Wai Kit  
Ms. Leong Ee Von  
Ms. Tan Mei Yan

**Attendance of Shareholders**

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 InsHub Sdn. Bhd. (“InsHub”) in Malaysia via <https://rebrand.ly/JADI-EGM>.

**CHAIRMAN**

On behalf of the Board of Directors (“the Board”) of Company, Mr. Ong Gim Hai, the Executive Director of the Company and the appointed Chairman of the meeting, welcomed the members and attendees to the Company’s Extraordinary General Meeting (“EGM”).

Chairman then introduced the Board members and company secretary to the members.

**NOTICE**

The notice convening the meeting dated 6 December 2024, 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 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 as confirmed by the company secretary, the Chairman called the meeting to order at 10:30 a.m.

## **POLLING AND ADMINISTRATIVE MATTERS**

Chairman informed that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of a general meeting must be voted by poll. The poll would be conducted after all items 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 (1) special resolution of the Company as set out in the Notice of the EGM.
- (2) Questions and Answers (“Q&A”) session whereby the Board addressed the questions submitted by the members using Q&A panel via the RPV facilities operated by InsHub.
- (3) After having dealt with the Q&A, the one (1) special resolution be put to vote electronically via RPV application operated by InsHub.

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 (“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 special 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.

## **SPECIAL RESOLUTION - PROPOSED REDUCTION OF RM63,000,000 OF THE ISSUED SHARE CAPITAL OF JADI IMAGING HOLDINGS BERHAD PURSUANT TO SECTION 177 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SHARE CAPITAL REDUCTION”)**

Chairman informed that the special resolution was in relation to the Proposed Share Capital Reduction. The details of the Proposed Share Capital Reduction were set out in the Circular to Shareholders dated 6 December 2024.

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

“THAT, subject to the approvals of all relevant regulatory authorities and/ or parties being obtained where required, approval be and is hereby given to the Company to reduce the issued share capital of the Company by way of cancellation of the issued share capital of RM63,000,000 which is unrepresented by available assets pursuant to Section 117 of the Act. The corresponding credit of RM63,000,000 arising from such cancellation will be utilised to set-off against the accumulated losses of the Company and the remaining balance (if any) will be credited to the retained earnings of the Company, which shall be utilised to, among others, set off against any future losses and/ or for such other purposes (which may include dividend distributions) as permitted by the relevant and applicable laws as well as the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised and empowered to do or procure to be done all acts and things and to execute all necessary documents, to give full effect and to complete the Proposed Share Capital Reduction, with full powers to assent to any conditions or make any modifications, variations and/or amendments as may be required, or imposed by the relevant authorities or as may be required by the relevant authorities and as the Board may deem necessary and expedient to finalise, implement and give full effect to complete the Proposed Share Capital Reduction.”

## **Q&A SESSION**

After tabling the special resolution, the Chairman then addressed the questions and comments posed by the members during the meeting.

- 1. Would the Board consider any door gift for shareholders attending this EGM?**  
No door gift to be given to the shareholders attending this EGM.
- 2. After the Proposed Share Capital Reduction, would the Company be profitable in 2025?**  
The management would endeavour to improve the financial status of the Company in 2025.
- 3. May I have a hard copy of the circular?**  
The said shareholder was advised to reach out to the share registrar of the Company, Workshire Share Registration Sdn. Bhd. for the request of hard copy of the circular.
- 4. What is the rationale of the proposal?**  
The rationale for the Proposed Share Capital Reduction can be read in item 3 of the circular to the shareholders.

## **CONDUCT OF VOTING BY POLL**

After having dealt with all the items on the agenda and the Q&A session, the meeting continued for another 3 minutes to allow shareholders, corporate representatives and proxies to complete their voting on the special resolution poll via RPV.

After 3 minutes, the Chairman announced the closing of the voting session, the meeting was adjourned for approximately 15 - 20 minutes, to facilitate the counting of votes by the poll administrator and verification of poll results by the Scrutineer.

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**MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD ON  
30 DECEMBER 2024**

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**ANNOUNCEMENT OF POLL RESULTS**

Upon the availability of the poll results, Chairman called the meeting to resume.

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 special resolution was carried as follows:-

**SPECIAL RESOLUTION**

THAT, subject to the approvals of all relevant regulatory authorities and/ or parties being obtained where required, approval be and is hereby given to the Company to reduce the issued share capital of the Company by way of cancellation of the issued share capital of RM63,000,000 which is unrepresented by available assets pursuant to Section 117 of the Act. The corresponding credit of RM63,000,000 arising from such cancellation will be utilised to set-off against the accumulated losses of the Company and the remaining balance (if any) will be credited to the retained earnings of the Company, which shall be utilised to, among others, set off against any future losses and/ or for such other purposes (which may include dividend distributions) as permitted by the relevant and applicable laws as well as the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised and empowered to do or procure to be done all acts and things and to execute all necessary documents, to give full effect and to complete the Proposed Share Capital Reduction, with full powers to assent to any conditions or make any modifications, variations and/or amendments as may be required, or imposed by the relevant authorities or as may be required by the relevant authorities and as the Board may deem necessary and expedient to finalise, implement and give full effect to complete the Proposed Share Capital Reduction.

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	
31	696,404,542	99.9867	22	92,292	0.0133	Accepted

**CLOSURE OF MEETING**

There being no further business, the meeting was closed at 11:01 a.m. with a vote of thanks to the Chair, the Directors, invitees, shareholders and proxies for their online participation.

**SIGNED AS A CORRECT RECORD**

SIGNED

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**CHAIRMAN OF THE MEETING**

Dated: 30 December 2024