

# PARLO BERHAD

[Registration No. 199601013285 (385635-V)]  
(Incorporated in Malaysia)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF PARLO BERHAD (“PARLO” OR “THE COMPANY”) CONDUCTED ON A FULLY VIRTUAL AND ENTIRELY VIA REMOTE PARTICIPATION AND ELECTRONIC VOTING VIA AN ONLINE MEETING PLATFORM AT [HTTPS://REBRAND.LY/PARLOEGM](https://rebrand.ly/parloegm) OPERATED BY MLABS RESEARCH SDN. BHD. FROM THE BROADCAST VENUE AT LOT 10.3, 10TH FLOOR, MENARA LIEN HOE, NO. 8, PERSIARAN TROPICANA, TROPICANA GOLF & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON FRIDAY, 27 MAY 2022 AT 4.30 P.M.**

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**PRESENT** : **Board of Directors**  
Mr. Ti Lian Seng – Executive Director/CEO (“Mr. Ti” or “Chairman of the Meeting”)  
Mr. Lim Ming Chang – Executive Director  
En. MD Radzi Bin Din – Independent Non-Executive Director  
Mr. Leow Wey Seng – Independent Non-Executive Director

**ABSENT WITH APOLOGIES** : Datuk Chong Loong Men – Executive Director

**IN ATTENDANCE** : Ms. Heidi Thien Lee Mee (Company Secretary)

**INVITEES** : Ms. Vivien Hooi, the Principal Adviser from TA Securities Holdings Berhad  
Mr. Jackson Ngiam Keat, the Legal adviser from Messrs Gary Teh & Ngiam  
Ms. Jamie Lim, the Legal adviser from Messrs Gary Teh & Ngiam

*The shareholders and proxyholders (collectively referred to as “Members”) who attended and participated at the EGM remotely were set out in the Attendance Listing attached and shall form an integral part of these Minutes.*

## **1. CHAIRMAN**

Mr. Ti Lian Seng (“Mr. Ti” or “Chairman of the Meeting”) extended a warm welcome to all Members and attendees present at the Company’s EGM and called the Meeting to order at 4.30 p.m.

Mr. Ti informed that the EGM was conducted via remote participation and electronic voting facilities (“RPV”) in compliance with Section 327 of the Companies Act 2016.

The Chairman then proceeded to introduce the Directors, Company Secretary and invitees to the Members.

## **2. QUORUM**

The Chairman called upon the Company Secretary to confirm the presence of the quorum. The Company Secretary reported that a quorum was present pursuant to the Constitution of the Company.

### **3. NOTICE**

The Notice convening the Meeting having been circulated within the prescribed period, was with the permission of the Meeting, taken as read.

### **4. POLLING AND ADMINISTRATIVE MATTERS**

The Chairman explained the procedures of the meeting and informed the Meeting that all resolutions as set out in the Notice of EGM would be put to vote by way of poll pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

He informed that the Company had appointed Aldpro Corporate Services Sdn. Bhd. ("Aldpro") as the Poll Administrator to conduct the online voting process and CSC Securities Services Sdn. Bhd. as the Independent Scrutineer to validate the votes cast and verify the poll results.

Mr. Ti then informed the Meeting that the online voting would be conducted via the RPV after all the agenda items as set out in the Notice of EGM had been dealt with, followed by a question and answer ("Q&A") session. Members and proxies would be given the opportunity to ask questions on each agenda item during the Q&A session.

The members and proxies were informed that the online voting session had commenced at the start of the meeting and would close after the Q & A Session.

After the video presentation, the Chairman proceeded with the business on the agenda.

### **5. ORDINARY RESOLUTION 1** **PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES OF PARLO AND ITS SUBSIDIARIES TO INCLUDE MEDICAL DEVICE CONSUMABLES AND HOUSEHOLD CARE PRODUCTS BUSINESS ("PROPOSED DIVERSIFICATION")**

The Ordinary Resolution 1 was to approve the Proposed Diversification. The relevant information on the Proposed Diversification was set out in the Circular to Shareholders dated 11 May 2022.

Members and proxies were invited to submit their questions on this agenda item via the query box.

### **6. ORDINARY RESOLUTION 2** **PROPOSED PRIVATE PLACEMENT OF UP TO 131,049,900 NEW ORDINARY SHARES IN PARLO, REPRESENTING APPROXIMATELY 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF PARLO ("PROPOSED PRIVATE PLACEMENT")**

The Chairman informed that Ordinary Resolution 2 was to approve the Proposed Private Placement. The relevant information on the Proposed Private Placement was set out in the Circular to Shareholders dated 11 May 2022.

The Chairman invited Members to submit their questions on this agenda item via the query box.

**7. ORDINARY RESOLUTION 3**  
**PROPOSED SPECIAL ISSUE OF UP TO 34,186,600 NEW PARLO SHARES TO BUMIPUTERA INVESTORS TO BE IDENTIFIED AND/ OR RECOGNISED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY (“PROPOSED SPECIAL ISSUE”)**

The Ordinary Resolution 3 was to approve the Proposed Special Issue. The relevant information on the Proposed Special Issue was set out in the Circular to Shareholders dated 11 May 2022.

Members and proxies were invited to submit their questions on this agenda item via the query box.

**8. ORDINARY RESOLUTION 4**  
**PROPOSED FREE WARRANTS ISSUE OF UP TO 301,034,835 FREE WARRANTS (“WARRANT(S)”) ON THE BASIS OF 1 WARRANT FOR EVERY 2 EXISTING SHARES (“PROPOSED FREE WARRANTS ISSUE”)**

The Chairman informed that Ordinary Resolution 4 was to approve the Proposed Free Warrants Issue. The relevant information on the Proposed Free Warrants Issue was set out in the Circular to Shareholders dated 11 May 2022.

The Chairman invited Members and proxies to submit their questions on this agenda item via the query box.

**9. ORDINARY RESOLUTION 5**  
**PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTIONS SCHEME INVOLVING UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES, AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME, FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF THE GROUP (EXCLUDING ITS DORMANT SUBSIDIARIES) (“PROPOSED ESOS”)**

The Chairman proceeded to Ordinary Resolution 5 was to approve the Proposed ESOS. The relevant information on the Proposed ESOS was set out in the Circular to Shareholders dated 11 May 2022.

Members and proxies were invited to submit their questions on this agenda item via the query box.

**10. ORDINARY RESOLUTIONS 6 TO 10**  
**PROPOSED GRANTING OF ESOS OPTIONS TO THE DIRECTORS OF PARLO**

**ORDINARY RESOLUTION 6 – TI LIAN SENG**  
**ORDINARY RESOLUTION 7 – DATUK CHONG LOONG MEN**  
**ORDINARY RESOLUTION 8 – LIM MING CHANG**  
**ORDINARY RESOLUTION 9 – LEOW WEY SENG**  
**ORDINARY RESOLUTION 10 – MD RADZI BIN DIN.**

The Chairman informed that Ordinary Resolutions 6 to 10 were to approve the Proposed granting of ESOS options to the Directors of Parlo. The relevant information on the Proposed granting of ESOS options to the Directors of Parlo were set out in the Circular to Shareholders dated 11 May 2022.

The Chairman invited Members and proxies to submit their questions on this agenda item via the query box.

### **11. Q & A SESSION**

There being no question was received in the query box. The Chairman informed that the voting on all resolutions by poll would be conducted.

### **12. VOTING SESSION**

The Chairman informed the Members to proceed to submit their votes via the RPV as the polling process would conclude after another 5 minutes, followed by a 20-minute recess for the verification process. It was noted that the Chairman had been appointed to be the proxy for a number of shareholders, and he would vote according to their instructions given.

The Meeting was then adjourned at 5.05 p.m. for approximately 20 minutes for the votes to be counted and to enable the Scrutineers to verify and tabulate the poll results.

### **13. ANNOUNCEMENT OF POLL RESULTS**

At 5.05 p.m., the Chairman called the Meeting back to order for the declaration of results. The Chairman informed that the Scrutineers had verified the poll results and that the said results projected on the screen were as follows:

<b>Resolutions</b>	<b>Voted For</b>		<b>Voted Against</b>	
	<b>No of Units</b>	<b>%</b>	<b>No of Units</b>	<b>%</b>
Ordinary Resolution 1	112,718,199	99.9823	20,004	0.0177
Ordinary Resolution 2	110,568,189	98.0752	2,170,014	1.9248
Ordinary Resolution 3	111,818,189	99.1839	920,014	0.8161
Ordinary Resolution 4	112,718,199	99.9823	20,004	0.0177
Ordinary Resolution 5	111,818,189	99.1839	920,014	0.8161
Ordinary Resolution 6	111,818,189	99.1839	920,014	0.8161
Ordinary Resolution 7	111,818,189	99.1839	920,014	0.8161
Ordinary Resolution 8	111,818,189	99.1839	920,014	0.8161
Ordinary Resolution 9	111,818,189	99.1839	920,014	0.8161
Ordinary Resolution 10	111,818,189	99.1839	920,014	0.8161

Based on the poll results shown on the screen, the Chairman declared that all the Ordinary Resolutions tabled at the EGM were carried.

### **14. CLOSURE OF MEETING**

There being no other matters, the Chairman closed the Meeting closed at 5.14 p.m. upon thanking the shareholders for their attendance and support.