

## **WILLOWGLEN MSC BERHAD**

[Registration No. 199801006521(462648-V)]  
(Incorporated in Malaysia)

MINUTES OF THE TWENTY-THIRD ANNUAL GENERAL MEETING OF THE COMPANY HELD ON A FULLY VIRTUAL BASIS AT THE BROADCAST VENUE, WHICH IS THE MAIN MEETING VENUE, THE BOARD ROOM, NO. 1, JALAN 2/149B, TAMAN SRI ENDAH, BANDAR BARU SRI PETALING, 57000 KUALA LUMPUR, MALAYSIA ON WEDNESDAY, 19 MAY 2021 AT 10:00 A.M.

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<b>DIRECTORS PRESENT AT BROADCAST VENUE</b>	: Encik Alfian Bin Tan Sri Mohamed Basir ( <i>Chairman and Independent Non-Executive Director</i> ) Mr. Wong Ah Chiew ( <i>Group Managing Director</i> ) Mr. Simon Wong Chu Keong ( <i>Executive Director</i> )
<b>DIRECTORS WHO PARTICIPATED REMOTELY</b>	: Mr. Wang Shi Tsang ( <i>Senior Independent Non-Executive Director</i> ) Mr. Au Chun Choong ( <i>Independent Non-Executive Director</i> ) Ms. Tan Jun ( <i>Executive Director</i> ) Mr. Syed Feisal Alhady ( <i>Independent Non-Executive Director</i> )
<b>DIRECTOR ABSENT WITH APOLOGIES</b>	: Mr. Teh Chee Hoe ( <i>Independent Non-Executive Director</i> )
<b>SHAREHOLDERS</b>	: As per Attendance List
<b>PROXY HOLDERS</b>	: As per Attendance List
<b>INVITEES</b>	: As per Attendance List
<b>IN ATTENDANCE</b>	: Ms. Tan Ley Theng ( <i>Company Secretary</i> ) Ms. Katrina Lim Mae Lin ( <i>Assisting the Company Secretary</i> )

### **CHAIRMAN**

Encik Alfian Bin Tan Sri Mohamed Basir ("**the Chairman**") was in the Chair. He welcomed and thanked all the shareholders and proxy holders for participating in the Twenty-Third Annual General Meeting ("**AGM**") ("**23rd AGM**" or "**the Meeting**") of the Company remotely from their respective locations.

The Chairman informed that in view of the current Covid-19 pandemic, the Board of Directors ("**Board**") had decided that the 23rd AGM be held via live-streamed webcast and online remote voting using the remote participation and voting facilities without physical attendance by shareholders and proxy holders.

The Chairman then introduced all the Directors, the Company Secretary, and the representative of the Company's Auditors.

The Meeting also noted that the Director, Mr. Teh Chee Hoe, extended his apologies for not being able to be participated in the Meeting due to his health condition.

### **QUORUM**

The requisite quorum being present pursuant to Clause 92 of the Company's Constitution, the Chairman declared the Meeting duly convened.

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(Minutes of the Twenty-Third Annual General Meeting held on 19 May 2021 - cont'd)

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**NOTICES**

The Notice convening the Meeting dated 20 April 2021, having been circulated within the prescribed period, was with the permission of the Meeting, taken as read.

**VOTING PROCEDURES**

The Chairman informed that the voting of the Meeting would be conducted by way of poll in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**").

The Chairman then exercised his rights as the Chairman to demand for a poll in respect of all resolutions put forth at this Meeting in accordance with Section 330 of the Companies Act 2016 ("**CA 2016**") and the Main Market Listing Requirements of Bursa Securities, where all resolutions which are put forth for voting at the Meeting shall be conducted by way of poll to demonstrate shareholder democracy of one-share one-vote.

The Meeting was informed that there were shareholders who had appointed the Chairman of the Meeting to vote on their behalf, and hence, the Chairman would be voting as their proxy in accordance with their voting instructions, where indicated.

The Meeting was further informed that the voting module had been made accessible to all shareholders and proxy holders to cast and submit their votes from the start of the Meeting and shall continue to be accessible even after all the agenda items have been discussed and thereafter, an additional ten (10) minutes will be granted for all to submit their votes after the question-and-answer session ("**Q&A session**").

Shareholders and proxy holders were also informed that while the Company had taken all efforts to ensure a smooth live stream, the quality of the broadcast might be affected by each person's internet bandwidth connection and stability at their respective remote locations.

**PROCEEDINGS**

The Company Secretary, Ms. Tan Ley Theng, briefed that the Meeting would first be taken through all the Agenda items, followed by the Q&A session to respond to the questions transmitted by shareholders and proxy holders. As stipulated by the Securities Commission Malaysia, shareholders and proxy holders could rely on the real-time submission of typed texts to exercise their rights to speak or communicate in the Meeting by submitting questions or remarks in relation to the items of the Agenda through the text box below the live stream player within the Securities Services e-Portal ("**SSeP**") page. The Chairman would via broadcast announce the relevant question(s), and the Directors, the Company Secretary, and/or the representative of the Auditors would then answer the question(s) accordingly.

The Meeting was informed that SS E Solutions Sdn. Bhd. was the Poll Administrator, while Commercial Quest Sdn. Bhd. was the Independent Scrutineer to verify the results of the poll voting.

A step-by-step guide together with a short audio clip on the online voting module within the e-Portal was then played on the broadcast.

The Chairman further informed the Meeting that the Company was using the Record of Depositors as of 10 May 2021 for the 23rd AGM.

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**1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON ("AFS 2020")**

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The Chairman informed the Meeting that the first item on the Agenda was to receive the AFS 2020.

The Meeting noted that the AFS 2020 was only meant for discussion and did not require formal approval from the shareholders, and therefore, it shall not be put forward for voting.

The Chairman then declared that the AFS 2020 be received.

The Chairman reminded the Meeting that questions transmitted by shareholders and proxy holders via text box would be responded to after going through all the items on the Agenda.

**2.0 RESOLUTIONS 1 TO 3**

- **RE-ELECTION OF THE FOLLOWING DIRECTORS, WHO ARE DUE TO RETIRE IN ACCORDANCE WITH CLAUSE 124 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAVE OFFERED THEMSELVES FOR RE-ELECTION:-**
    - (A) ALFIAN BIN TAN SRI MOHAMED BASIR**
    - (B) WONG AH CHIEW**
    - (C) SYED FEISAL ALHADY**
- 

The Chairman informed the Meeting that the second item on the Agenda was to re-elect Mr. Wong Ah Chiew, Mr. Syed Feisal Alhady, and himself, who were due to retire by rotation pursuant to Clause 124 of the Company's Constitution and being eligible for re-election, have offered themselves for re-election.

The Chairman further informed that the Profile of the Directors who are standing for re-election was set out on pages 16 to 23 of the Company's Annual Report and that the re-election of each of the aforementioned Directors will be voted on individually.

The Meeting then proceeded with the next item on the Agenda.

**3.0 RESOLUTION 4**

- **PAYMENT OF DIRECTORS' FEES OF RM245,000.00 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 ("FY 2020")**
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The Chairman informed that the Meeting that the third item on the agenda was to approve the payment of Directors' fees of RM245,000.00 (Ringgit Malaysia: Two Hundred and Forty-Five Thousand) only for the FY 2020.

The Meeting then proceeded with the next item on the Agenda.

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**4.0 RESOLUTION 5**

- **PAYMENT OF DIRECTORS' BENEFITS TO THE INDEPENDENT NON-EXECUTIVE DIRECTORS ("INED") UP TO RM40,000.00 FROM A DAY AFTER THE 23RD AGM UNTIL THE NEXT AGM OF THE COMPANY IN YEAR 2022**
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The Chairman informed that the next item on the Agenda was to approve the Directors' benefits to the INED up to RM40,000.00 (Ringgit Malaysia: Forty Thousand) only from a day after the 23rd AGM until the next AGM of the Company in the year 2022.

The Chairman added that the Directors' benefits comprised the meeting attendance allowance payable to the INED.

The Meeting then proceeded with the next item on the Agenda.

**5.0 RESOLUTION 6**

- **RE-APPOINTMENT OF MESSRS. BAKER TILLY MONTEIRO HENG PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT AGM AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**
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The Chairman informed that the next item on the Agenda was to re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

The retiring auditors had indicated their willingness to continue in office as Auditors of the Company.

The Meeting then proceeded with the next item on the Agenda.

**6.0 ORDINARY RESOLUTION  
RESOLUTION 7**

- **RETENTION OF WANG SHI TSANG AS AN INED**

**AND**

**ORDINARY RESOLUTION  
RESOLUTION 8**

- **RETENTION OF ALFIAN BIN TAN SRI MOHAMED BASIR AS AN INED**
- 

The Chairman informed the Meeting that the next two (2) items on the Agenda were the Special Businesses for the approval of Ordinary Resolutions in relation to the retention of Mr. Wang Shi Tsang and himself as the INEDs of the Company, pursuant to the Malaysian Code on Corporate Governance.

The Chairman further added that each retention of the aforementioned INEDs would be voted on individually.

The Meeting then proceeded with the next item on the Agenda.

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**7.0 ORDINARY RESOLUTION**

**RESOLUTION 9**

**- AUTHORITY TO ISSUE SHARES PURSUANT TO THE CA 2016**

The Chairman informed that the next item on the Agenda was a Special Business for the approval of Ordinary Resolution in relation to the authority to issue shares pursuant to the CA 2016.

The Chairman briefed that this general mandate would provide flexibility to the Board, when the need arises, to issue and allot additional shares of not more than ten percent (10%) of the total number of issued shares of the Company. The authority shall, unless be revoked or varied by the Company in a general meeting, expire at the next AGM of the Company.

The Meeting then proceeded with the next item on the Agenda.

**8.0 ORDINARY RESOLUTION**

**RESOLUTION 10**

**- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT") ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")**

**AND**

**ORDINARY RESOLUTION**

**RESOLUTION 11**

**- PROPOSED NEW SHAREHOLDERS' MANDATE FOR RRPT ("PROPOSED NEW SHAREHOLDERS' MANDATE")**

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The Chairman informed that the next two (2) items on the Agenda were the Special Businesses for the approval of the Ordinary Resolutions in relation to the Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate, respectively.

The Chairman added that the details and rationale of the Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate were provided in Part A of the Circular to Shareholders dated 20 April 2021.

The Meeting noted that the Interested Directors and Interested Major Shareholders had abstained from voting the abovementioned Ordinary Resolutions pertaining to the Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate, respectively. Furthermore, they had also undertaken to ensure that the persons connected with them would also abstain from voting in respect of their direct or indirect shareholdings on the said Ordinary Resolutions at this Meeting.

The Meeting noted that the Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate would be voted on individually.

The Meeting then proceeded with the next item on the Agenda.

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**9.0 ORDINARY RESOLUTION**  
**RESOLUTION 12**  
**- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The Chairman informed that the next item on the Agenda was a Special Business for the approval of Ordinary Resolution in relation to the proposed renewal of share buy-back authority.

The Chairman went on to explain to the Meeting that the proposed Resolution 12 if passed, will renew the authority given to the Company to purchase its own shares up to ten percent (10%) of the total number of issued shares of the Company from the open market of Bursa Securities. This authority would, unless revoked or varied in a General Meeting, expire at the conclusion of the next AGM of the Company.

The Meeting was then referred to the Statement to Shareholders dated 20 April 2021 for details of the Proposed Renewal of Share Buy-Back Authority.

The Meeting then proceeded with the last item on the Agenda.

**10.0 ANY OTHER BUSINESS**

The Meeting was advised that there was no notice of any other business received.

**11.0 Q&A SESSION**

The Chairman informed the Meeting that the following questions were received from the shareholders or proxy holders during the Meeting. The Chairman then invited Mr. Simon Wong Chu Keong, the Executive Director, and Mr. Wong Ah Chiew, the Group Managing Director to answer the questions raised by the shareholders or proxy holders:-

<b>Questions</b>	<b>Answers</b>
1. For the past six (6) years, revenue and profit have remained stagnant between RM120.0 and RM155.0 million and RM11.0 and RM18.0 million, respectively. Is there any indication of an upside breakout in 2021/2022?	For the past six (6) years, the Company has been consciously optimistic about achieving a revenue and profit breakthrough. However, several projects have been delayed as a result of the ongoing Covid-19 pandemic. In that regard, Management has made concerted effort to secure those projects necessary for the breakthrough.
2. What is the percentage of recurring income contribution from both the company's top line and bottom line?	The top line contributes approximately 18% to 20% of recurring income, while the bottom line contributes about 25%.

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Questions	Answers
<p>3. OSK, the Company's major shareholder, has been selling the Company's shares from April 2019 until March 2021 and ceased to be a substantial shareholder of the Company.</p> <p>(a) Is there any reason for OSK to sell the Company's shares and cease to be a substantial shareholder of the Company?</p> <p>(b) Who are the major buyers?</p> <p>(c) What synergies or new business ventures will the new shareholder bring in?</p>	<p>a) OSK has been the Company's long-term investor. However, the Management was uncertain of the reason for selling the Company's shares, but it could be part of their strategies to diversify their investment portfolio.</p> <p>b) There is no major buyer as OSK has sold the Company's shares in the open market.</p> <p>c) In light of the absence of a new shareholder, there will be no synergies or new business ventures. Nevertheless, the Company is constantly on the lookout for synergistic business opportunities.</p>
<p>4. What is the current order book?</p>	<p>The Company's current order book is approximately RM300 million.</p>
<p>5. Kindly explain why Malaysia and Singapore operations have such disparate gross profit margins.</p>	<p>The gross profit margins of the Malaysia and Singapore operations varied due to the nature of the projects in their respective geographic areas.</p> <p>Additionally, one (1) factor contributing to the increase was the Singapore operation's higher recurring income from maintenance contracts, which resulted in a higher contribution margin.</p>
<p>6. Singapore operations account for approximately two-thirds of the Group's revenue. Will the revenue contributed by the Singapore operation be sustainable for the next 2 – 3 years?</p>	<p>Presently, the Singapore operation accounts for roughly two-thirds of the Group's total revenue.</p> <p>Despite this, the Management anticipates that the trend will reverse slightly, with the Malaysia operation (hopefully the regional business) contributing a higher percentage of revenue to the Group's overall revenue.</p>

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<b>Questions</b>	<b>Answers</b>
7. Is there any possibility of regional business expansion outside of Singapore?	<p>The Company has been looking to expand its operations into new regions. In fact, the Company has established a number of subsidiaries in countries such as Indonesia and Vietnam.</p> <p>However, the Company is unable to pursue any potential business opportunities due to current travel restrictions in Malaysia. Management has identified a number of potential business partners with whom they have been in contact in order to pursue the opportunities following the lifting of the travel restriction.</p>
8. There is a one-off sale of software licenses to a customer in the fourth quarter of financial year ended 31 December 2020. How likely is it that will happen again? Is this a new software developed by Company?	<p>The one-off sale of software licenses to a customer was conducted by an associate in Canada in which they sold the rights, including the methodology and system solution, to a specific country, and the rights were restricted to only that country.</p> <p>As a result, it is unlikely that it will happen anytime in the future.</p>
9. Is there any update on the drone project for the oil palm industry, which was disclosed in the Management Discussion and Analysis in the 2019 Annual Report?	<p>The drone project for the oil palm industry has been completed, and training is currently pending.</p> <p>Although users were provided with some online training, the recent Covid-19 outbreak has delayed physical training.</p> <p>Once the training is completed, the Company will then hand over the project to the user.</p>
<p>10. In the 2019 Annual Report, it was stated that a project had been secured for the application of drones to Indonesian plantations.</p> <p>What is the status of the project and the business plan?</p>	<p>The drone project for the oil palm industry was secured for plantations in Malaysia, not Indonesia.</p> <p>The Meeting was directed to refer to the answers responded to in the above question 9.</p>



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<b>Questions</b>	<b>Answers</b>
11. What percentage of the Company's total revenue is derived from recurring income, such as maintenance contracts for the systems that have been installed?	The Meeting was directed to refer to the answers responded to in the above question 2.
12. The amount of contract assets disclosed in the balance sheet has increased from RM38 million to RM56 million, representing an increase of nearly RM18.0 million. Was there any particular project that caused this?	The increase in the contract assets was mainly due to the timing of project execution. It was not specifically related to any single project but rather a snapshot of the Company's activity as of the end of the financial year.
13. Referring to Annual Report page 69 in relation to the RM33.29 million trade debtor, does the Company anticipate any bad debt or bad collection given the current market outlook, particularly in light of the fact that the impairment has been increased ninefold from RM231,000 to RM1.99 million as disclosed in the Note 10 to the Financial Statements on page 126 of the Annual Report?	As far as the Company is concerned, the Management has been prudent in managing the Company's accounts, and as a result, they have impaired the debt that was not collectible at the time the Annual Report was published.  Even though the Company would make every effort to collect all of the outstanding debts, the Company has decided to impair the trade debtor.
14. Is it possible for the Company to make a presentation to shareholders at the upcoming AGM?	The Management took note of this suggestion and will make the appropriate presentation at the Company's upcoming AGM.
15. As disclosed in the Directors' Report, the Company has agreed to indemnify the auditors of the Company as permitted under Section 289 of the CA 2016 in Malaysia. Why did the Company agree to indemnify the auditors, and how will this benefit the Company?	It is standard practice to indemnify auditors which other public listed companies have adopted, and it is a disclosure requirement that the Company must comply with under the CA 2016.

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<b>Questions</b>	<b>Answers</b>
16. Referring to Note 7 to the Financial Statements, there was an impairment loss of RM13.7 million on investment in subsidiaries. Could the Management please explain which subsidiaries are being impaired and the reason for such impairment?	The RM13.7 million impairment loss on investment in subsidiaries was related to the Company's wholly-owned subsidiary, Willowglen Malaysia Sdn. Bhd. The impairment has no effect on the Group's results.
17. Does the Company intend to increase its investment in the associate company, Willowglen Systems Inc., in order to turn it into a subsidiary of the Company?	The Management is content with the Company's current shareholdings in Willowglen System Inc. and thus has no immediate plans to convert Willowglen Systems Inc. into a subsidiary.
18. Will the Company be able to pay a higher dividend next year?	<p>If the Company generates additional profits in the upcoming year, it may consider increasing dividend payout to shareholders.</p> <p>However, in light of the current Covid-19 situation, the Management intends to pay the same dividend payout as previously paid.</p> <p>Nonetheless, the Management will strive to strike a balance between paying a reasonable dividend and conserving funds for the Company.</p>
19. Referring to Note 32(b)(i) to the Financial Statements related to financial guarantee contracts, it stated that the maximum exposure to credit risks amounts to RM109,411,540, representing the outstanding banking facilities of the Company and its subsidiaries as at the end of the reporting period.  However, in Note 32(b)(ii) to the Financial Statements related to the financial guarantee contracts, the amount is stated as RM104,412,000. Why is there a discrepancy of approximately RM5.0 million?	There is a printing error in Note 32(b)(i) where the amount should be RM104,411,540.

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Questions	Answers
<p>20. Please elaborate on the business venture into the Sarawak Smart City project?</p>	<p>The Company has started engaging with the State Government of Kuching, Sarawak ("<b>State Government</b>") regarding the Sarawak Smart City project.</p> <p>Despite this, the State Government has taken no action, and the Company will continue to engage the State Government.</p> <p>However, the current travel restriction has hampered Management's ability to travel to Sarawak to expedite this matter.</p>
<p>21. Referring to Note 13 to the Financial Statements related to the amount due from subsidiaries has increased substantially, could the Management please explain which subsidiary(ies) received such loans/advances?</p>	<p>The increase in due from subsidiaries was primarily due to the current high-value project, which necessitates more cash flow to run and/or maintain the operation.</p> <p>However, such an increase is only temporary, and the amount due from subsidiaries will be reduced once the project's collection is refluxed.</p>
<p>22. Please enlighten shareholders who are unfamiliar with the industry on the following matters:-</p> <p>(a) What are the market landscape in Malaysia and Singapore for the Supervisory Control and Data Acquisition ("<b>SCADA</b>") industry? Is it highly fragmented, or do a few key players dominate it?</p> <p>(b) Has the SCADA industry experienced significant growth in recent years?</p> <p>(c) How does Willowglen position itself in the market, and what is the competitive edge?</p>	<p>a) The Malaysian and Singaporean markets are segmented into various verticals in which the Company operates, including water, energy, facilities and utility, transportation, oil and gas, etc.</p> <p>It depends on which industry is being discussed. For example, the oil and gas industry has only a few players, whereas the water and wastewater industries have many small and large players.</p> <p>Apart from that, there are only a few players in the power transmission industry. As a result, it is not as fragmented as it appears.</p>

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Questions	Answers
	<p>b) The SCADA industry has been growing in lockstep with rising infrastructure spending. As a result, there will always be a need for SCADA solutions to monitor and control those infrastructure projects in this region and/or market.</p> <p>c) The Management is constantly emphasizing the Company's advantage as a locally based company with its own intellectual property, which enables it to better tailor solutions to the specific requirements of projects, customers and users.</p> <p>Besides that, the Company is capable of providing the best solution at the most competitive price. The Company also provides cutting-edge technology that is introduced to users with each update.</p>
23. Why is associates company revenue not included in Note 8 to the Financial Statement for the financial year ended 31 December 2020 but was included in Note 8 to the Financial Statements for the financial year ended 31 December 2019?	It is not required to include information about associate company revenue in the Annual Report.
24. What caused the increase of other income from RM1.5 million in 2019 to RM7.0 million in 2020, and is this recurring other income?	<p>The increase in other income was due to the Government subsidies and grants given to the company and its subsidiaries. However, the likelihood of the above recurring is contingent upon the severity of the Covid-19 pandemic.</p> <p>For example, Malaysia implemented the Movement Control Order across the country for few weeks, and Singapore went into lockdown.. So, as a result, it would be dependent on what the government does in terms of recurrence.</p>

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Questions	Answers
	Despite this, the Company would not consider it when projecting its operation and business performance.
25. Would the Company reward e-vouchers or e-wallets credits to loyal shareholders who participate and voting in this Meeting?	<p>The Management took note of the suggestion and would consider it at the next AGM.</p> <p>Nonetheless, the Management believes that a high dividend payout rate to shareholders would be the most effective way to reward shareholders.</p>
26. Referring to Note 12 to the financial statements regarding the RM56.0 million contract assets on page 69 of the Annual Report. Would you please explain what this is, whether it is recoverable, and why the increase is significant compared to last year?	The contract assets represent work in progress for ongoing projects and are recoverable when the Company bills its customers. The significant increase in contract assets value was due to the nature of projects, and as at 31 December 2020 a few high-value projects were contributing to the increase in works in progress.
27. Would you please provide additional information about the associate company in Canada, including their business, future prospects, and expectation for another RM6.0 million profit in 2021?	<p>The Canadian associate company's business model is very similar to the Company's operations in Malaysia and Singapore. In terms of prospects, the Canadian associate company is currently undergoing a development cycle for the next generation platform solution for SCADA and the market's current trend.</p> <p>Although the Management did not anticipate the Canadian associate company to outperform in the coming year, given their efforts in securing projects, the Management is optimistic that the Canadian associate company will deliver a positive outcome again this year.</p>
28. Referring to page 71 of the annual report, other income has increased significantly to RM7.08 million from RM1.53 million last year. Please explain the reason for the increase in other income.	The Meeting was directed to refer to the answers responded to in the above question 24.

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Questions	Answers
29. Referring to Note 20 to the Financial Statements regarding deferred tax liabilities, the Group has a significant amount of unutilised tax losses of about RM30 million. Please explain any tax strategies or tax planning approaches that could be used to utilise these tax losses prior to their expiration date?	The Management had worked diligently and will continue to work to improve the Company and its subsidiaries' performances to maximise the utilisation of these tax losses.

**12.0 POLLING PROCESS**

After addressing all the relevant questions from the shareholders/proxy holder, the step-by-step guide, together with a short audio clip on the SSeP online voting module within the e-Portal, was again played. Shareholders and proxy holders were given another ten (10) minutes to cast and submit their votes.

Upon the closure of the voting session, the Scrutineer proceeded to verify the poll results while the Company's corporate video was played.

**13.0 DECLARATION OF POLL RESULTS**

Upon verification of the poll results by the Scrutineers, the results of the poll voting, as follows, were shown on the broadcast:-

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
<b>Resolution 1</b>	325,384,630	99.9874	40,902	0.0126
<b>Resolution 2</b>	322,384,830	99.9873	40,902	0.0127
<b>Resolution 3</b>	325,364,828	99.9874	40,904	0.0126
<b>Resolution 4</b>	322,334,930	99.9780	70,802	0.0220
<b>Resolution 5</b>	325,336,928	99.9727	88,804	0.0273
<b>Resolution 6</b>	325,386,828	99.9880	38,904	0.0120
<b>Resolution 7</b>				
Tier 1 (Large Holder)	267,605,214	100.0000	0	0.0000
Tier 2 (Other Holders)	57,779,514	99.9293	40,904	0.0707

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Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
<b>Resolution 8</b>				
Tier 1 (Large Holder)	267,605,214	100.0000	0	0.0000
Tier 2 (Other Holders)	57,779,516	99.9293	40,902	0.0707
<b>Resolution 9</b>	325,177,328	99.9237	248,404	0.0763
<b>Resolution 10</b>	32,360,514	99.7279	88,304	0.2721
<b>Resolution 11</b>	54,864,514	99.8484	83,304	0.1516
<b>Resolution 12</b>	325,394,630	99.9904	31,102	0.0096

Based on the results of the poll voting, the Chairman declared that the Meeting **RESOLVED** that the following resolutions be **CARRIED**:-

**13.1 Resolution 1**

- **Re-election of Alfian Bin Tan Sri Mohamed Basir in accordance with Clause 124 of the Company's Constitution and being eligible, had offered himself for re-election**

*"THAT the retiring Director, Alfian Bin Tan Sri Mohamed Basir, who retired in accordance with Clause 124 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."*

**13.2 Resolution 2**

- **Re-election of Wong Ah Chiew in accordance with Clause 124 of the Company's Constitution and being eligible, had offered himself for re-election**

*"THAT the retiring Director, Wong Ah Chiew, who retired in accordance with Clause 124 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."*

**13.3 Resolution 3**

- **Re-election of Syed Feisal Alhady in accordance with Clause 124 of the Company's Constitution and being eligible, had offered himself for re-election**

*"THAT the retiring Director, Syed Feisal Alhady, who retired in accordance with Clause 124 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."*

(Minutes of the Twenty-Third Annual General Meeting held on 19 May 2021 - cont'd)

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**13.4 Resolution 4**

- **Payment of Directors' fees of RM245,000.00 for the financial year ended 31 December 2020**
- 

*"THAT the payment of Directors' fees amounting to RM245,000.00 for the financial year ended 31 December 2020, be and are hereby approved for payment."*

**13.5 Resolution 5**

- **Payment of Directors' benefits to the Independent Non-Executive Directors up to RM40,000.00 from a day after the Twenty-Third Annual General Meeting until the next Annual General Meeting of the Company in year 2022**
- 

*"THAT the payment of Directors' benefits to the Independent Non-Executive Directors up to RM40,000.00 from a day after the Twenty-Third Annual General Meeting until the next Annual General Meeting of the Company in year 2022, be and are hereby approved for payment."*

**13.6 Resolution 6**

- **Re-appointment of Messrs. Baker Tilly Monteiro Heng PLT as the Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration**
- 

*"THAT the retiring Auditors, Messrs. Baker Tilly Monteiro Heng PLT be re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting and that authority be and is hereby given to the Directors to fix their remuneration."*

**13.7 Resolution 7**

- **Retention of Wang Shi Tsang as an Independent Non-Executive Director**
- 

*"THAT Wang Shi Tsang, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years be and is hereby retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."*

**13.8 Resolution 8**

- **Retention of Alfian Bin Tan Sri Mohamed Basir as an Independent Non-Executive Director**
- 

*"THAT Alfian Bin Tan Sri Mohamed Basir, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years be and is hereby retained as an Independent Non-Executive Director of the Company in accordance with*



(Minutes of the Twenty-Third Annual General Meeting held on 19 May 2021 - cont'd)

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*the Malaysian Code on Corporate Governance."*

**13.9 Resolution 9**

**- Authority to Issue Shares pursuant to the Companies Act 2016**

*"THAT subject always to the Companies Act 2016, the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Companies Act 2016, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being; AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."*

**13.10 Resolution 10**

**- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

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*"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("**Group**") to enter into the categories of Recurrent Transactions of a revenue or trading nature which are necessary for their day-to-day operations and with those Related Parties as specified in Section 2.1.3 (a) of the Circular dated 20 April 2021, which are necessary for its day-to-day operations, to be entered into by the Group on the basis that these transactions are entered into on terms which are not more favourable than those generally available to the public and not detrimental to the minority shareholders of the Company.*

*THAT such authority shall commence upon passing of this resolution and shall continue to be in force until:-*

- (a) the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed; or*
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016; or*

(Minutes of the Twenty-Third Annual General Meeting held on 19 May 2021 - cont'd)

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(c) *revoked or varied by resolution passed by the shareholders in general meeting;*

*whichever is the earlier.*

*AND THAT the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things including executing all such documents as may be required to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."*

### **13.11 Resolution 11**

#### **- Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

---

*"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("**Group**") to enter into the categories of Recurrent Transactions of a revenue or trading nature which are necessary for their day-to-day operations and with those Related Parties as specified in Section 2.1.3(b) of the Circular dated 20 April 2021, which are necessary for its day-to-day operations, to be entered into by the Group on the basis that these transactions are entered into on terms which are not more favourable than those generally available to the public and not detrimental to the minority shareholders of the Company.*

*THAT such authority shall commence upon passing of this resolution and shall continue to be in force until:-*

- (a) *the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed; or*
- (b) *the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016; or*
- (c) *revoked or varied by resolution passed by the shareholders in general meeting;*

*whichever is the earlier.*

*AND THAT the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things including executing all such documents as may be required to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."*

(Minutes of the Twenty-Third Annual General Meeting held on 19 May 2021 - cont'd)

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**13.12 Resolution 12**  
**- Proposed Renewal of Share Buy-Back Authority**

*"THAT subject to the compliance with Section 127 of the Companies Act 2016 ("**the Act**"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities as the Directors may deem and expedient in the interest of the Company, provided that:*

- (i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Malaysia Securities as at the point of purchase; and*
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase.*

*THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:-*

- (i) cancel all the shares so purchased; and/or*
  - (ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Malaysia Securities; and/or*
  - (iii) retain part thereof as treasury shares and cancel the remainder; or*
- in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Malaysia Securities and any other relevant authority for the time being in force.*

*THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:-*

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or*

**WILLOWGLEN MSC BERHAD**  
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(Incorporated in Malaysia)

(Minutes of the Twenty-Third Annual General Meeting held on 19 May 2021 - cont'd)

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- (b) *the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or*
- (c) *revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting;*

*whichever occurs first.*

*AND THAT the Directors of the Company be authorised to give effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any modifications and/or amendments as may be required by the relevant authorities."*

**CONCLUSION**

There being no other business, the Chairman concluded the Meeting and thanked all present for their attendance.

The Meeting concluded at 10:55 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

- Confirmed -

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CHAIRMAN  
ENCIK ALFIAN BIN TAN SRI  
MOHAMED BASIR

Dated: 19 May 2021