

VERSATILE CREATIVE BERHAD
[Registration No. 200301001350 (603770-D)]
(Incorporated in Malaysia)

MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF VERSATILE CREATIVE BERHAD HELD FULLY VIRTUAL VIDE THE ONLINE MEETING PLATFORM HOSTED ON TRICOR INVESTOR AND ISSUING HOUSE SERVICES SDN. BHD. WEBSITE AT [HTTPS://T1IH.ONLINE](https://t1ih.online) PROVIDED BY TRICOR INVESTOR AND ISSUING HOUSE SERVICES SDN. BHD. IN MALAYSIA ON WEDNESDAY, 29 SEPTEMBER 2021 AT 11:00 A.M.

Directors present

1. Dato' Seri Mohd Shariff bin Omar (*Chairman*) (*Independent Non-Executive Director*)
2. Dato' Sri Wira Ayub bin Hj. Yaakob (*Independent Non-Executive Director*)
3. Mr. Chang Chen Seng (*Independent Non-Executive Director*)
4. Ms. Maggie Then (*Independent Non-Executive Director*)
5. Mr. Loh Teck Wah (*Executive Director*)
6. Mr. Khat Chee How (*Executive Director*)
7. Ms. Lim Siew Yeng (*Executive Director*)

In Attendance

1. Ms. Mak Chooi Peng (*Company Secretary*)
2. Attendance of Shareholders and Proxies as per the print out prepared by the Poll Administrator/Company's Share Registrar.
3. Other Management Team of the Company and other guests/invitees as per the print out prepared by the Company's Share Registrar.

CHAIRMAN

Dato' Seri Mohd Shariff bin Omar ("**Dato' Seri Chairman**") chaired the Meeting and extended a warm welcome to all participating remotely in the Eighteenth Annual General Meeting ("**AGM**") ("**18th AGM**") of the Company. Dato' Seri Chairman then called the Meeting to order at 11:00 a.m.

Dato' Seri Chairman introduced his fellow Directors, the Company Secretary and the External Auditors who were present using the remote platform.

QUORUM

Upon confirmation by the Company Secretary that the requisite quorum in accordance with Clause 78 of the Company's Constitution was present, Dato' Seri Chairman declared the 18th AGM duly convened.

Dato' Seri Chairman informed the Meeting that only members whose names appear in the Record of Depositors on 22 September 2021 are eligible to attend this Meeting.

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PROXIES

The Company had received 21 proxy forms/corporate representative from 21 shareholders representing 137,558,385 ordinary shares or 54.02% of the total ordinary shares of the Company within the stipulated prescribed period of 48 hours before the time fixed for convening the Meeting.

NOTICE

Dato' Seri Chairman informed the Meeting that with the Notice convening this Meeting dated 27 August 2021 having been circulated within the prescribed period, the Notice of Meeting was taken as read.

MEETING PROCEDURES

Dato' Seri Chairman informed the Meeting that in accordance to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"), all the resolutions tabled at the Meeting will be voted by poll electronically. Dato' Seri Chairman then exercised his right as the Chairman of the Meeting, and demanded for poll in accordance with Section 330 of the Companies Act 2016 in respect of all resolutions which were put forth for voting at the Meeting.

Shareholders/proxies were informed that they may exercise their right to post questions and vote remotely at this Meeting. Shareholders who were not able to participate in this Meeting, have appointed the Chairman of the Meeting to vote on their behalf. As such, Dato' Seri Chairman will vote as their proxy in accordance with their voting instructions, where indicated.

The Secretary explained that the Meeting would first table all the resolutions set out in the Agenda of the Notice of Meeting for consideration, and questions relating to these resolutions will be answered prior to the poll voting. The polling process for all the resolutions would be conducted upon completion of the deliberations of all items to be transacted at the 18th AGM to enable a more efficient running of the Meeting.

The Meeting was further informed that the Securities Commission Malaysia had stated that shareholders and proxies can rely on real time submission of typed texts to exercise their rights to speak or communicate in a virtual meeting. Therefore, shareholders/proxies were requested to use the text box below the live stream player within the same e-Portal page to submit their questions in relation to the Agenda items for this Meeting.

The Secretary highlighted that where the questions are repeated or there are areas of overlap in the scope of the questions asked, the reply would only be provided once to that question.

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The Company had appointed the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. as the Remote Voting and Poll Administrator to conduct the polling process and Scrutineer Solutions Sdn. Bhd. as the Independent Scrutineer to validate the votes cast at the Meeting.

1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON

Dato' Seri Chairman informed the Meeting that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Reports of the Directors and the Auditors thereon.

The Audited Financial Statements and Reports are available in the Company's Annual Report 2021, which had been submitted to Bursa Malaysia Securities Berhad and uploaded onto the Company's corporate website on 27 August 2021.

Dato' Seri Chairman explained that Agenda 1 was meant for discussion only as under Section 340 of the Companies Act 2016, the audited financial statements did not require the formal approval of the shareholders and hence, the matter was not being put forward for voting.

He informed that shareholders could post any question in relation to Agenda item 1 during the Question and Answer ("Q&A") session.

Dato' Seri Chairman declared the Audited Financial Statements of the Company for the financial year ended 31 March 2021 together with the Reports of the Directors and the Auditors thereon, be received.

2.0 RE-ELECTION OF THE FOLLOWING DIRECTORS WHO RETIRE PURSUANT TO CLAUSE 111(1) OF THE COMPANY'S CONSTITUTION:
(A) MR. LOH TECK WAH
(B) MS. MAGGIE THEN

Dato' Seri Chairman informed the Meeting that this Agenda item was to re-elect Mr. Loh Teck Wah and Ms. Maggie Then, who retire pursuant to Clause 111(1) of the Company's Constitution, and being eligible for re-election, all the Directors had offered themselves for re-election.

Dato' Seri Chairman advised the Meeting that each re-election of the retiring Director shall be voted on individually.

3.0 APPROVAL OF PAYMENT OF DIRECTORS' FEES OF RM222,000/- FOR THE FINANCIAL YEAR ENDING 31 MARCH 2022

Dato' Seri Chairman informed the Meeting that the next item of the Agenda was to approve the payment of Directors' fees of RM222,000/- for the financial year ending 31 March 2022.

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4.0 APPROVAL OF PAYMENT OF DIRECTORS' BENEFITS OF RM35,000/- FROM 30 SEPTEMBER 2021 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

Dato' Seri Chairman informed the Meeting that the next item of the Agenda was to approve the payment of Directors' benefits of RM35,000/- from 30 September 2021 until the next annual general meeting of the Company.

5.0 RE-APPOINTMENT OF MESSRS. GRANT THORNTON MALAYSIA PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The Meeting was informed that the next item on the Agenda was to re-appoint Messrs. Grant Thornton Malaysia PLT ("GT") as Auditors of the Company, and to authorise the Directors to fix their remuneration.

The Meeting noted that GT had indicated their willingness to continue in office as Auditors of the Company.

Dato' Seri Chairman informed the Meeting that the Audit Committee and the Board of Directors had reviewed GT's performance as Auditors of the Company for the past financial year and were satisfied with their effectiveness and performance as External Auditors of the Company.

SPECIAL BUSINESS

**6.0 ORDINARY RESOLUTION 1
AUTHORITY TO ALLOT AND ISSUE SHARES**

Dato' Seri Chairman informed that the next item under Special Business on the Agenda was to consider and, if thought fit, to pass Ordinary Resolution 1 authorising the Board of Directors ("**Board**") to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.

He explained that the proposed Ordinary Resolution 1, if carried, would allow the Board, subject to the approval of the relevant governmental/regulatory authorities, to issue and allot new aggregate ordinary shares of not exceeding 10% of the total number of issued shares of the Company at any time before the next AGM. The proposed resolution is primarily to give flexibility to the Board to issue and allot shares at any time in their absolute discretion without convening a general meeting.

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7.0 ORDINARY RESOLUTION 2

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

Dato' Seri Chairman informed the Meeting that the next item under Special Business was to approve Ordinary Resolution 2 on the Proposed Renewal of Existing Shareholders' Mandate.

He explained that the proposed adoption of Ordinary Resolution 2 would allow the Group, in the normal course of business, to enter into RRPT with the related parties from time to time, provided that such transactions are made at arm's length basis, on the Company's normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. The RRPT would also enhance the Group's ability to pursue additional business opportunities, which may be time-sensitive in nature.

Dato' Seri Chairman informed the Meeting that the interested major shareholders and interested Directors have abstained from voting at this Meeting and also ensured that persons connected to them shall also abstain from voting in respect of their direct and indirect shareholdings on this resolution.

8.0 OTHER BUSINESS

The Secretary confirmed that there was no other notice received to transact any other business.

9.0 QUESTION AND ANSWER SESSION

The Meeting proceeded to the Q&A session. Dato' Seri Chairman informed that the Board shall respond to the questions received through the text box facility during the Meeting.

Question 1 submitted by Teh Peng Tin

I would like to request a printed hard copy of the Company's Annual Report 2021. Thank you.

Reply to Question 1

Dato' Seri Chairman replied that the Management will contact Mr. Teh after the Meeting to arrange for the delivery of the Annual Report 2021, which will be delivered within four (4) market days.

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Question 2 submitted by Cheong Seng Chun

Would like to ask about where is the location of VN Mart. Expansion plan? How many stores will be open in 2022? The concept of the stores?

Reply to Question 2

Dato' Seri Chairman invited Mr. Loh Teck Wah ("Mr. Loh") to respond to the question. However, Mr. Khat Chee How ("Mr. Khat") replied the question on behalf of Mr. Loh as the latter was disconnected from the Meeting.

With regards to the location of VN Mart, Mr. Khat informed the Meeting that the Company has identified several locations within the Klang Valley to cater for the tourist and expatriate markets. He further informed the Meeting that the Company does not have any expansion plan at this point in time as the Company is focusing on opening the first store. The Company plans to open two (2) stores in 2022, which will be selling a variety of imported and premium products instead of a hypermarket concept, as stated in the Company's Circular to Shareholders dated 30 November 2020.

Question 3 submitted by Lee Suan Bee

Kindly reward shareholders/proxies with Touch & Go e-Wallet for taking time for attending today's RPV meeting.

Reply to Question 3

In view that several shareholders have posted the same question, Dato' Seri Chairman informed the Meeting that the Company will consider this proposal.

10.0 POLLING PROCESS

The Meeting proceeded with the online voting by poll. The representatives from Tricor Investor and Issuing House Services Sdn. Bhd. gave the Meeting a presentation of the e-polling process.

Dato' Seri Chairman announced that the poll was opened for shareholders, proxies and corporate representatives to cast their votes since the commencement of this Meeting. Shareholders, proxies and corporate representatives who have yet to cast their votes were given 5 minutes to do so. Once the poll is closed, the verification of poll results would take another 20 minutes or more. Dato' Seri Chairman also informed that the voting results would be shown on the screen after the validation of the poll results. The poll voting session was closed at 11:32 a.m.

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11.0 ANNOUNCEMENT OF POLL RESULT

The Meeting resumed at 12:26 p.m. when the results of the poll taken were completed and verified by the Scrutineers. The polling results read by the Scrutineer were as follows:

RESOLUTION 1
RE-ELECTION OF MR. LOH TECK WAH WHO RETIRE PURSUANT TO CLAUSE 111(1) OF THE COMPANY'S CONSTITUTION

Resolution	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Resolution 1	132,637,767	98.4604	2,074,015	1.5396

Based on the voting results, Dato' Seri Chairman declared the following Resolution 1 be **CARRIED**:

RESOLUTION 1
RE-ELECTION OF MR. LOH TECK WAH WHO RETIRE PURSUANT TO CLAUSE 111(1) OF THE COMPANY'S CONSTITUTION

"That the retiring Director, Mr. Loh Teck Wah, who retire pursuant to Clause 111(1) of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

RESOLUTION 2
RE-ELECTION OF MS. MAGGIE THEN WHO RETIRE PURSUANT TO CLAUSE 111(1) OF THE COMPANY'S CONSTITUTION

Resolution	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Resolution 2	137,610,967	99.9994	815	0.0006

Based on the voting results, Dato' Seri Chairman declared the following Resolution 2 be **CARRIED**:

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RESOLUTION 2

RE-ELECTION OF MS. MAGGIE THEN HOW WHO RETIRE PURSUANT TO CLAUSE 111(1) OF THE COMPANY'S CONSTITUTION

"That the retiring Director, Ms. Maggie Then, who retire pursuant to Clause 111(1) of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

RESOLUTION 3

APPROVAL FOR PAYMENT OF DIRECTORS' FEES OF RM222,000/- FOR THE FINANCIAL YEAR ENDING 31 MARCH 2022

Resolution	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Resolution 3	133,677,717	99.2324	1,034,065	0.7676

Based on the voting results, Dato' Seri Chairman declared the following Resolution 3 be **CARRIED**:

RESOLUTION 3

PAYMENT OF DIRECTORS' FEES OF RM222,000/- FOR THE FINANCIAL YEAR ENDING 31 MARCH 2022

"That the payment of Directors fees amounting up to RM222,000/- for the financial year ending 31 March 2022 be hereby approved for payment."

RESOLUTION 4

APPROVAL FOR THE PAYMENT OF DIRECTORS' BENEFITS OF RM35,000/- FROM 30 SEPTEMBER 2021 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

Resolution	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Resolution 4	134,698,811	99.9904	12,971	0.0096

Based on the voting results, Dato' Seri Chairman declared the following Resolution 4 be **CARRIED**:

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RESOLUTION 4

APPROVAL FOR THE PAYMENT OF DIRECTORS' BENEFITS OF RM35,000/- FROM 30 SEPTEMBER 2021 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

"That the payment of Directors' benefits of RM35,000/- from 30 September 2021 until the next annual general meeting of the Company be hereby approved for payment."

RESOLUTION 5

RE-APPOINTMENT OF MESSRS GRANT THORNTON MALAYSIA PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Resolution	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Resolution 5	137,610,967	99.9994	815	0.0006

Based on the voting results, Dato' Seri Chairman declared the following Resolution 5 be **CARRIED**:

RESOLUTION 5

RE-APPOINTMENT OF MESSRS GRANT THORNTON MALAYSIA PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

"That the retiring Auditors, Messrs. Grant Thornton Malaysia PLT, be re-appointed as Auditors of the Company and that authority be and is hereby given to the Directors to fix their remuneration."

RESOLUTION 6

AUTHORITY TO ALLOT AND ISSUE SHARES

Resolution	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Resolution 6	137,610,911	99.9994	871	0.0006

Based on the voting results, Dato' Seri Chairman declared the following Resolution 6 be **CARRIED**:

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ORDINARY RESOLUTION 1
AUTHORITY TO ALLOT AND ISSUE SHARES

“THAT subject always to the Companies Act 2016 (‘the Act’), the Constitution of the Company, approvals from Bursa Malaysia Securities Berhad (‘Bursa Securities’) and any relevant governmental/regulatory bodies, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company from time to time at such price, and upon such terms and conditions, and for such purposes as the Directors may, in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 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 from Bursa Securities for the listing and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

RESOLUTION 7
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTION (‘RRPT’) OF A REVENUE AND/OR TRADING NATURE (‘PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE’)

Resolution	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Resolution 7	44,179,111	99.9980	871	0.0020

Based on the voting results, Dato’ Seri Chairman declared the following Resolution 7 be **CARRIED**:

ORDINARY RESOLUTION 2
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTION (‘RRPT’) OF A REVENUE AND/OR TRADING NATURE (‘PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE’)

“THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company, its subsidiaries or any of them to enter into and to give effect to any of the transactions falling within the types of the recurrent related party transactions, particulars of which are set out in Section 2.3 of the Circular to Shareholders dated 27 August 2021 (‘Circular’) with the Related Party as described in the said Circular, provided that such transactions are of revenue and/or trading nature,

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which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

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

- (i) *the conclusion of the next Annual General Meeting of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the next Annual General Meeting, the authority is renewed;*
- (ii) *the expiration of the period within which the next Annual General Meeting after that date it 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*
- (iii) *revoked or varied by resolution passed by the shareholders in a general meeting;*


whichever is the earlier;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may deem fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Existing Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Existing Shareholders' Mandate in the best interest of the Company."

12.0 CONCLUSION

There being no other notice received to transact any other business, Dato' Seri Chairman concluded the Meeting at 12:30 p.m. and thanked all present for their attendance.

SIGNED AS A CORRECT RECORD



DATO' SERI MOHD SHARIFF BIN OMAR
CHAIRMAN

Dated: 29 September 2021

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EXTRACT OF MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF VERSATILE CREATIVE BERHAD HELD FULLY VIRTUAL VIDE THE ONLINE MEETING PLATFORM HOSTED ON TRICOR INVESTOR AND ISSUING HOUSE SERVICES SDN. BHD. WEBSITE AT [HTTPS://TIIH.ONLINE](https://tiah.online) PROVIDED BY TRICOR INVESTOR AND ISSUING HOUSE SERVICES SDN. BHD. IN MALAYSIA ON WEDNESDAY, 29 SEPTEMBER 2021 AT 11:00 A.M.

11.0 ANNOUNCEMENT OF POLL RESULT

RESOLUTION 6
AUTHORITY TO ALLOT AND ISSUE SHARES

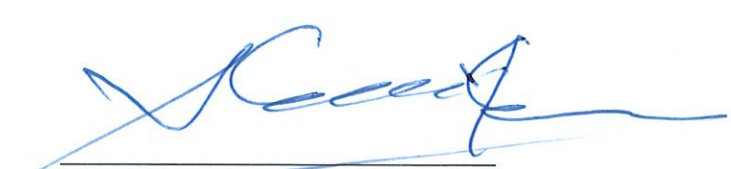
Resolution	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Resolution 6	137,610,911	99.9994	871	0.0006

Based on the voting results, Dato' Seri Chairman declared the following Resolution 6 be CARRIED:


ORDINARY RESOLUTION 1
AUTHORITY TO ALLOT AND ISSUE SHARES

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any relevant governmental/regulatory bodies, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company from time to time at such price, and upon such terms and conditions, and for such purposes as the Directors may, in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 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 from Bursa Securities for the listing and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

CERTIFIED TRUE COPY


TAN SRI DATO' SERI MOHD
SHARIFF BIN OMAR
DIRECTOR

Dated: 24 November 2021


MAK CHOOI PENG
SECRETARY (PRACTITIONER)
(MAICSA 7017931)
SSM PC NO. 201908000889

