

**GHL SYSTEMS BERHAD**  
**199401007361 (293040-D)**  
(Incorporated in Malaysia)

**Minutes of the Twenty-Seventh Annual General Meeting (“27<sup>th</sup> AGM”) of the Company conducted entirely through live streaming from the broadcast venue at Level 3A, C-G-15, Block C, Jalan Dataran SD 1, Dataran SD PJU 9, Bandar Sri Damansara, 52200 Kuala Lumpur (“Broadcast Venue”) on Tuesday, 25 May 2021 at 3.00 p.m.**

Present at : Datuk Kamaruddin Bin Taib – Independent Non-Executive Chairman  
Broadcast Venue Mr Sean S Hesh – Group Chief Executive Officer (“Group CEO”)  
Mr Yap Chih Ming – Group Chief Financial Officer (“Group CFO”)

Present via Video : Mr Loh Wee Hian – Executive Vice Chairman  
Conferencing Mr Matteo Stefanel – Non-Independent Non-Executive Director  
Dato’ Chan Choy Lin – Independent Non-Executive Director  
Mr Richard Henry Phillips – Non-Independent Non-Executive Director  
Ms Te Hock Wee – Company Secretary  
Mr Lee Wee Hoong – Representative of BDO PLT, the External Auditors of the Company  
Ms Ng Siew Mee – Representative of Tricor Corporate Services Sdn. Bhd.

The attendance of members/corporate representatives/proxies is as per the Summary of Attendance List via Remote Participation and Voting (“RPV”).

**1. CHAIRMAN**

The Chairman, Datuk Kamaruddin Bin Taib, welcomed the members and attendees to the 27<sup>th</sup> AGM of the Company. He then introduced the members of the Board, the Group CEO, the Group CFO, the Company Secretary and the External Auditors of the Company to the shareholders.

The notice convening the meeting, having been circulated to all the shareholders of the Company within the statutory period, was taken as read.

**2. QUORUM**

The Chairman informed that 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.

With the requisite quorum being present, the Chairman called the meeting to order.

**3. POLLING AND ADMINISTRATIVE MATTERS**

The Chairman informed that all resolutions set out in the notice of general meeting must be voted by poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Chairman informed that the Company had appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to facilitate the poll voting process and Asia Securities Sdn Berhad as the Independent Scrutineer to verify the poll results.

The Poll Administrator then briefed on the polling procedures and steps to pose questions through the RPV application.

The Chairman informed that the Company had received some questions from the Minority Shareholders Watch Group ("MSWG"). Mr Hesh, the Group CEO then presented the Company's responses to the questions raised by MSWG for the interest of the shareholders. The summary of the presentation, which forms part of the minutes, was set out in Appendix A attached.

**4. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The Audited Financial Statements for the financial year ended 31 December 2020, together with the Reports of the Directors and Auditors of the Company, having been circulated to all the shareholders of the Company within the statutory period, were tabled at the Meeting.

The Chairman informed that the Audited Financial Statements and the Reports were meant for discussion only as it does not require a formal approval from the shareholders. Hence, it would not be put forward for voting. Questions raised by shareholders or proxies were to be addressed during the Questions and Answers ("Q&A") session, after all items on the agenda were dealt with.

Accordingly, the Chairman declared that the Audited Financial Statements and the Reports have been properly laid and received by the shareholders.

**5. ORDINARY RESOLUTION 1 TO 8**

Thereafter, the Chairman went through each of the motions set out in the Notice of the 27<sup>th</sup> AGM.

**6. QUESTION AND ANSWER SESSION**

The Chairman informed that the Company had not received any notice from shareholders for other business to be transacted at the meeting in accordance with the Constitution of the Company and the Companies Act 2016.

Accordingly, the meeting continued with the Q&A session. Questions raised by shareholders and proxies that were submitted in advance of the meeting and also at the meeting were addressed by the Group CEO succinctly. The summary of the questions and answers, which forms part of this Minutes was set out in Appendix A attached herein.

**7. POLL VOTING SESSION**

After dealing with all questions raised, the shareholders and proxies were invited to cast their vote remotely.

After which, the meeting was adjourned for the tabulation of poll results.

## **8. ANNOUNCEMENT OF POLL RESULTS**

Having received the validated poll results from the independent scrutineer, the Chairman resumed the meeting at 3.56 p.m.. The results of the poll were presented at the meeting and the Chairman declared that all resolutions set out in the Notice were carried, as follows:-

### **Ordinary Resolution 1**

#### **Re-election of Director – Dato' Chan Choy Lin**

By a vote of 856,304,951 shares (representing 99.9976%) voted for and 20,885 shares (representing 0.0024%) voted against the resolution, it was **RESOLVED:-**

THAT Dato' Chan Choy Lin, who retired pursuant to Clause 76 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

### **Ordinary Resolution 2**

#### **Re-election of Director – Mr Richard Henry Phillips**

By a vote of 799,207,235 shares (representing 98.1258%) voted for and 15,265,235 shares (representing 1.8742%) voted against the resolution, it was **RESOLVED:-**

THAT Mr Richard Henry Phillips, who retired pursuant to Clause 78 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

### **Ordinary Resolution 3**

#### **Payment of Directors' Fees**

By a vote of 856,258,097 shares (representing 99.9961%) voted for and 33,739 shares (representing 0.0039%) voted against the resolution, it was **RESOLVED:-**

THAT the payment of Directors' fees of RM352,240.00 for the financial year ending 31 December 2021 until the next Annual General Meeting of the Company be hereby approved.

### **Ordinary Resolution 4**

#### **Payment of Directors' Benefits**

By a vote of 856,245,866 shares (representing 99.9946%) voted for and 45,970 shares (representing 0.0054%) voted against the resolution, it was **RESOLVED:-**

THAT the payment of Directors' benefits of up to an aggregate amount of RM58,500.00 for the period from 26 May 2021 until the next Annual General Meeting of the Company be hereby approved.

### **Ordinary Resolution 5**

#### **Re-appointment of Auditors**

By a vote of 856,277,617 shares (representing 99.9983%) voted for and 14,219 shares (representing 0.0017%) voted against the resolution, it was **RESOLVED:-**

THAT BDO PLT be hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.

**Ordinary Resolution 6**

**Continuation in Office of Datuk Kamaruddin Bin Taib as Independent Non-Executive Chairman**

By a vote of 788,690,870 shares (representing 92.1054%) voted for and 67,600,966 shares (representing 7.8946%) voted against the resolution, it was **RESOLVED:-**

THAT approval be and is hereby given to Datuk Kamaruddin bin Taib who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as the Independent Non-Executive Chairman of the Company until the conclusion of the next AGM of the Company.

**Ordinary Resolution 7**

**Proposed Authority to issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

By a vote of 837,785,267 shares (representing 99.9963%) voted for and 30,769 shares (representing 0.0037%) voted against the resolution, it was **RESOLVED:-**

THAT, pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") and subject to the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant government/regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered to issue shares in the Company at any time until the conclusion of the next Annual General Meeting ("AGM") and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.

**Ordinary Resolution 8**

**Proposed Renewal of Authority for Share Buy-back**

By a vote of 856,303,108 shares (representing 99.9973%) voted for and 22,728 shares (representing 0.0027%) voted against the resolution, it was **RESOLVED:-**

THAT subject always to the Act, the Constitution of the Company, the Listing Requirements of Bursa Securities and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given for the Company to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company provided that:-

**GHL SYSTEMS BERHAD (199401007361) (293040-D)**  
**MINUTES OF THE TWENTY-SEVENTH ANNUAL GENERAL MEETING HELD ON 25 MAY 2021**

- (a) the aggregate number of ordinary shares in the Company purchased and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase; and
- (c) the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

THAT the authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:

- (a) the conclusion of the next AGM of the Company, at which time it shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (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 in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, modifications, variations and/ or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company.

**9. CLOSURE**

There being no further business, the meeting closed at 3.57 p.m. with a vote of thanks to the Chair.

**SIGNED AS A CORRECT RECORD**

---

**CHAIRMAN**

Dated: 2 July 2021

**GHL SYSTEMS BERHAD (199401007361) (293040-D)**  
**(“GHL” OR “THE COMPANY”)**  
(Incorporated in Malaysia)

**SUMMARY OF QUESTIONS AND ANSWERS POSED FOR THE TWENTY-SEVENTH ANNUAL GENERAL MEETING (“27<sup>TH</sup> AGM”) OF THE COMPANY CONDUCTED ENTIRELY THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT LEVEL 3A, C-G-15, BLOCK C, JALAN DATARAN SD 1, DATARAN SD PJU 9, BANDAR SRI DAMANSARA, 52200 KUALA LUMPUR ON TUESDAY, 25 MAY 2021 AT 3.00 P.M.**

---

1. The following are questions raised by the Minority Shareholders Watch Group and the responses from the Company:-

Operational and Financial Matters

**Q1 : As Transaction Payment Acquisition (“TPA”) recovery gathers momentum in all three geographical markets, the Group expects annuity revenues to remain strong and recover in 2021 (page 12 of Annual Report 2020 (“AR2020”).**

**(a) To what extent will the reintroduction of Movement Control Order (“MCO”) 2.0 and MCO 3.0 by the Malaysian Government in 2021 affect the TPA recovery?**

**(b) Is the Group’s expectation that the annuity revenues will remain strong and recover in 2021 still intact?**

**A1 : (a)** All movement control measures will impact TPA. So far, MCO 2.0 and MCO 3.0 impact were less severe on Transaction Payment Volume (TPV) than that of MCO 1.0. However, should the pandemic situation worsen which necessitates more severe tightening of measures, then it will worsen. It really depends on the Government’s measures in place throughout second half of 2021.

**(b)** Given the state of movement measures being implemented in Malaysia, Thailand and the Philippines, the Company anticipates annuity revenues to remain at 85-90% levels and continue to recovery.

**Q2 : Bad debts written-off rose sharply to RM2.3 million (2019: RM0.6 million). Inventories written-off increased to RM1.4 million (2019: RM0.7 million) (page 84 of AR2020).**

**(a) What were the reasons for the sharp increase in bad debts written-off by the Company in FYE2020? What was the nature of these bad debts? What were the measures taken to recover the said bad debts prior to it being written-off?**

**(b) What were the reasons for the significant increase in inventories written-off? What is the nature of these inventories that has been written-off?**

**A2 : (a)** The amount of bad debts written off were mainly debts for more than 7 years. The Group had tried various means to recover including engaging bill collectors and taking legal actions prior to it being written-off.

(b) Inventories were mainly computer servers meant for a project which did not materialise.

**Q3 : On 22 January 2019, GHL Asia Pacific Limited acquired 51% equity interest in Speed Pay Plc (“Speed Pay”) (incorporated in Cambodia) for a total consideration of RM8,344,620. Net cash outflow of the Group on acquisition was RM5,273,619 (Note 16(h)(i), page 126 of AR2020). On 17 December 2020, the Group disposed its entire holding of 51.0% equity interest in Speed Pay, to Mr Lim Sambat, the minority shareholder of Speed Pay for cash consideration of USD250,000 (equivalent to RM1,008,625). Management committed to a plan to sell Speed Pay in mid-2020 due to strategic decision to place greater focus on the Group’s core operation in Malaysia (Note 16(e)(i), page 123 of AR2020).**

**Given the Group’s acquisition and disposal of Speed Pay was in such a short span of time, what is the financial impact to the Group in terms of net gain/loss from the Speed Pay transaction?**

**A3 : The impact to the profit attributable to owners of the parent was a loss of RM6,307,574 in the financial year 2020.**

**Q4 : On 25 September 2019, a subsidiary, GHL ePayments Sdn. Bhd. (“eGHL” or “Defendant”) had been served with a sealed Writ of Summons together with Statement of Claim both dated 19 September 2019 (“Writ”) by Messrs. Shukor Baljit & Partners, the solicitors acting for Bestinet Sdn Bhd (“Plaintiff”). The new trial dates have been fixed on 9 April 2021 and 16 April 2021. (Note 34, page 166 of AR2020)**

**What is the current status of this material litigation?**

**A4 : The said case has proceeded with full trial on the said dates and has been postponed to 28 June 2021 until 29 June 2021 for continue trial.**

**2. The following questions and answers were dealt with during the 27<sup>th</sup> AGM:-**

**Q1 : Shareholder enquired on the total expenditure allocated per year in pursuing the Environment, Social and Governance (“ESG”) activities under the Sustainability Program.**

**A1 : GHL acknowledges the importance of ESG and have started to track various indicators relating to Environment and Social since last few years. However, GHL does not have a fixed expense allocation pertaining to these areas as they are part of the day-to-day activities. GHL engages in strong governance, environmental and social concerns as an on-going manner.**

- Q2 : A shareholder enquired if the Directors attending the virtual AGM are being paid meeting allowances.**
- A2 : Independent Non-Executive Directors are paid meeting allowance to attend all company meetings inclusive of an AGM. The directors' responsibilities remain unchanged by attending virtual meetings.
- Q3 : The cost savings for conducting this virtual AGM as compared with last year's virtual AGM and also previous year's physical AGM.**
- A3 : There was close to 28% cost saving on overall AGM costs this year versus last year, both years were conducted virtually. The cost of physical AGM in 2019 was similar to 2020's virtual AGM.
- Q4 : If the Board would consider providing e-voucher or door gift for those participating the AGM remotely.**
- A4 : The Board did not consider any door gift for this year's AGM.
- Q5 : A shareholder enquired the cost of the virtual AGM, and requested for e-wallet as a token of appreciation for attending the meeting remotely.**
- A5 : There was about 28% cost savings on this year's AGM as compared with previous year's AGM. Given the current economic situation, the Board was not considering providing any door gift, as the Group continues to be mindful of expenses.
- Q6 : (a) The implementation of lending business in the Philippines and Indonesia.  
(b) The performance of the lending business in Malaysia and Thailand.  
(c) The progress of applying Malaysia digital banking license.**
- A6 : (a) The lending business in Malaysia and Thailand is at a pilot stage and operating at a small scale at the moment.  
(b) Management is cautiously monitoring and evaluating on the right timing to enter the Philippines and Indonesia markets, especially during the current COVID-19 pandemic.  
(c) As for digital banking license, the Company is exploring to collaborate with other parties. The Company itself would not be applying for the license.
- Q7 : (a) Requested for a presentation to the shareholders at the coming AGM.  
(b) Will the Company be able to pay more dividend for the coming year?**
- A7 : (a) The Company will consider having a presentation for the following year's AGM.  
(b) On payment of dividend, the Company does not have a fixed dividend policy and not anticipating any distribution of dividend for year 2021.
- Q8 : A shareholder enquired on the dividend distribution plan, and how the Company compete with competitors especially Revenue Group Berhad ("Revenue") which is being aggressive these few years.**



- A8 : The Company does not have a dividend policy. The funds available could be better used for business expansion and investments, which yields returns in the form of share price appreciation.
- Q9 : Shareholder enquired the future growth of the Company's businesses in coming 1 to 5 years.**
- A9 : Management believes that cashless payment is in trend for Malaysia and other ASEAN markets that the Company is operating in, and carries huge opportunity, which can be evidenced by the rapid growth of e-commerce business and mandating of cashless payment by various governmental authorities across the region.
- Q10 : Shareholder enquired if the Company would consider remaining virtual for future AGMs.**
- A10 : The Company will decide on the mode of AGM depending on the situation, when the time comes.
- Q11 : How does the Company earn from collaborating with Buy Now Pay Later ("BNPL") companies like Split, Visa & Grab?**
- A11 : BNPL and other value-added services that GHL offers help merchants to enhance their sales by making consumers' purchases more affordable. BNPL provides real growth opportunities and the Company will continue to partner with companies like Split, Visa & Grab in offering BNPL services.
- Q12 : If Revenue is a direct competitor, and to elaborate the nature of competition.**
- A12 : Revenue is a player in the payments industry but not a competitor in all segments. GHL is an ASEAN player, whilst Revenue focuses on Malaysia market.