

**WILLOWGLEN MSC BERHAD**

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

**SUMMARY OF KEY MATTERS DISCUSSED AT THE TWENTY-SECOND ANNUAL GENERAL MEETING OF THE COMPANY (“THE MEETING”) HELD ON A FULLY VIRTUAL BASIS AT THE BROADCAST VENUE AT BOARD ROOM, NO. 1, JALAN 2/149B, TAMAN SRI ENDAH, BANDAR BARU SRI PETALING, 57000 KUALA LUMPUR, MALAYSIA ON TUESDAY, 28 JULY 2020 AT 10:00 A.M.**

Encik Alfian Bin Tan Sri Mohamed Basir (“**the Chairman**”) chaired the Meeting.

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

The Meeting was briefed on the proceedings and voting procedures of the Meeting.

All the interested major shareholders and interested directors had undertaken to ensure that persons connected to them would also abstain from voting in respect of their direct and indirect shareholdings pertaining to the Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature, which they did.

The salient enquiries and comments raised on the business and operations of the Group, as well the Annual Report containing the Audited Financial Statements for the year ended 31 December 2019, were duly responded and addressed as follows:-

<b>Questions</b>	<b>Management Responses</b>
1. Can the Board explain the Net Changes in Contract Customers shown on Page 69 of the Annual Report. Although there is only a small increase in Revenue for Financial Year (“FY”) 2019, there is a RM 3.32 million cash outflow against RM 25.79 million cash inflow for FY 2018.	The cash inflow for FY 2018 of RM 25.79 million is due to higher billings of contract works in FY 2018 as compared to FY 2017.
2. What is the tenure of long term contracts / projects of the Group? Why is Contract assets on the Balance Sheet only relate to construction service contracts (Page 118 of Annual Report)?	The tenure of the long term contracts ranges from two (2) to four (4) years.  The term ‘Contract assets relating to construction service contracts’ refers to all long term contracts.
3. What is the breakdown of the contribution from the different types of projects listed on pages 38 – 39 of the Annual Report. Kindly share which type of projects which have higher contribution to profits?	Breakdown of contribution to turnover by industry in 2019 are:-  (i) Electrical and Power – 32% (ii) Water and Waste Water – 20% (iii) Commercial, Residential and Environment – 21% (iv) Oil and Gas – 16% (v) Transportation – 11%  Projects which has higher contribution to profits in 2019 are:-  (i) Electrical and Power (ii) Commercial, Residential and Environment (iii) Oil and Gas.

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4. There is no Revenue recorded for Indonesia operations in FY 2019 against FY 2018. What are the plans for the Indonesia operations going forward?	Our Indonesia subsidiary is in the process of winding up and currently we are supplying our products to Indonesia via business partners in Indonesia.
5. How will the management overcome the negative impacts of COVID-19 in terms of cost-saving, securing contracts, etc.?	The projects obtained by the Group are merely delayed in terms of implementation, but they have not been cancelled. Starting from July 2020, the Management has accelerated the implementation process in order to catch up the progress of the projects and to make up the loss revenue during the Movement Control Order period.
6. Would the Company facing any cash liquidity risk in the near future?	The Management does not foresee the Company would have any cash liquidity issue as the Company has cash and cash equivalent of approximately RM80 million which would be sufficient to sustain the business.
7. How confident of the Company to achieve RM 1 billion revenue by 2025? Can share the insight?	The Group reported current turnover of approximately RM150 million per year.  It would be challenging for the Company to achieve RM1.0 billion revenue by year 2025 in view of the current economic situation. However, the Company is on the right track in growing its business.
8. Whether to reward loyal shareholders who are participating and voting in this Meeting with e-vouchers or e-wallets credits?	The Management took note of the suggestion.  In view that the Company is not producing any consumer products, the Company need to incur additional costs by rewarding shareholders with the suggested e-vouchers or e-wallets credits.  The Management is of the view that good dividend payout rate to shareholders would be a better form of rewarding shareholders.

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<p>9. With the winding-up of the Indonesian operations, where are future growth in ASEAN countries? Which country is Willowglen be looking at?</p>	<p>Our partner for the Indonesia operations has contacted the Management to exit the operation in Indonesia.</p> <p>The Company would continue to explore business opportunities in Indonesia. The Company has secured some minor projects in Indonesia through its new partner in Indonesia.</p> <p>The Management will explore future partnerships and will also look at setting up own operations in Indonesia.</p> <p>Further, the Management is also looking at partnerships in Vietnam and Thailand.</p>
<p>10. There seems to be a concentration from Singapore operations especially contribution to the profits in the last few years. Is there a risk of over-dependency in Singapore? What are the company's plans to further diversify its earnings?</p>	<p>Singapore has been the base of the Company's operation since the inception of the Asian operations. The operation in Singapore has existed for more than 30 years, while the business activities in Malaysia has been 20 over years.</p> <p>The business market in Singapore is bigger as compared to Malaysia. The business operations in Singapore contributed higher profits to the Group due to its foreign exchange rate.</p> <p>In respect of diversification, the Management would look into geographical diversification in the future.</p>

The following ordinary resolutions tabled at the Meeting were duly passed by way of poll, the results of which had been announced to Bursa Malaysia Securities Berhad on 28 July 2020:-

<b>Resolution 1</b>	<b>To re-elect Wang Shi Tsang in accordance with Clause 124 of the Company's Constitution</b>
<b>Resolution 2</b>	<b>To re-elect Simon Wong Chu Keong in accordance with Clause 124 of the Company's Constitution</b>

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<b>Resolution 3</b>	<b>To re-elect Teh Chee Hoe in accordance with Clause 124 of the Company's Constitution</b>
<b>Resolution 4</b>	<b>To approve the payment of Directors' fees of RM245,000.00 for the financial year ended 31 December 2019</b>
<b>Resolution 5</b>	<b>To approve the payment of Directors' benefits to the Independent Non-Executive Directors up to RM40,000.00 from a day after the Twenty-Second AGM until the next AGM of the Company in year 2021</b>
<b>Resolution 6</b>	<b>To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as the Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration</b>
<b>Resolution 7</b>	<b>Retention of Wang Shi Tsang as an Independent Non-Executive Director</b>
<b>Resolution 8</b>	<b>Retention of Alfian Bin Tan Sri Mohamed Basir as an Independent Non-Executive Director</b>
<b>Resolution 9</b>	<b>Authority to Issue Shares pursuant to the Companies Act 2016</b>
<b>Resolution 10</b>	<b>Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature</b>
<b>Resolution 11</b>	<b>Proposed Renewal of Share Buy-Back Authority</b>