

MELEWAR INDUSTRIAL GROUP BERHAD

(Reg. No. 196901000102 (8444-W))

(Incorporated in Malaysia)

SUMMARY OF MINUTES OF THE 51ST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WHICH WAS HELD ELECTRONICALLY IN ITS ENTIRETY VIA REMOTE PARTICIPATION AND VOTING AT THE BROADCAST VENUE AT ASTANA MEETING ROOM, 15TH FLOOR, NO. 566, JALAN IPOH, 51200 KUALA LUMPUR ON MONDAY, 30 NOVEMBER 2020 AT 11.30 A.M.

Essential Individuals at the Broadcast Venue

Tunku Dato' Yaacob Khyra	(Executive Chairman)
En Shazal Yusuf bin Mohamed Zain	(Independent Non-Executive Director)
Datin Seri Raihanah Begum binti Abdul Rahman	(Independent Non-Executive Director)
Mr Kwo Shih Kang	(Independent Non-Executive Director)
Dato' Dr. Kili Ghandhi Raj A/L K R Somasundram	(Independent Non-Executive Director)
Ms Lily Yin Kam May	(Company Secretary)
Mr Choo Kah Yean	(Chief Financial Officer)
Mr Eric Tan Kai Ming, Symphony Merchant Sdn Bhd	(Scrutineer)
Mr Yap Yee Kong, Symphony Merchant Sdn Bhd	(Scrutineer)
Mr Eddie Khew Kor Leong, Propoll Solutions Sdn Bhd	(Poll Administrator)
Mr Chong Wee Seng, Rainperfect Photography & Videography	(Audio Visual Support)
Mr Loh Yen Ching, Rainperfect Photography & Videography	(Audio Visual Support)
Mr Leow Kok Leong, Rainperfect Photography & Videography	(Audio Visual Support)
Ms Chon Mei Leng, Rainperfect Photography & Videography	(Audio Visual Support)

Directors Attendance via Video Conferencing

Tunku Yahaya @ Yahya bin Tunku Tan Sri Abdullah	(Non-Independent Non-Executive Director)
Azlan bin Abdullah	(Non-Independent Non-Executive Director)

Attendance via Video Conferencing

Mr Manjit Singh, PricewaterhouseCoopers PLT	(External Auditors)
Mr Justin Lim, PricewaterhouseCoopers PLT	(External Auditors)
Mr Lim Boon Yi, PricewaterhouseCoopers PLT	(External Auditors)

1. OPENING / SHAREHOLDERS' RIGHTS AS TO VOTING

In view of the Covid-19 outbreak and as part of the safety measures, the Company's 51st Annual General Meeting ("AGM") was conducted electronically in its entirety via Remote Participation and Voting facilities.

Tunku Dato' Chairman further briefed the meeting that the voting on all Resolutions as set out in the Notice of the 51st AGM shall be conducted by way of poll via online remote voting which is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and subsequently revised on 14 May, 11 June, 18 June 2020 and 13 October 2020 in light of the Conditional Movement Control Order.

The Company had appointed Symphony Merchant Sdn Bhd as the Independent Scrutineers to verify the poll results and Propoll Solutions Sdn Bhd as Poll Administrator to conduct the polling process.

2. DIRECTORS' REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2020

Tunku Dato' Chairman tabled the Audited Financial Statements ("AFS") for the financial year ended 30 June 2020 ("FY2020") and the Reports of the Directors and Auditors as set out on pages 66 to 172 of the Company's Annual Report 2020.

Tunku Dato' Chairman declared that the AFS for the FY2020 together with the Reports of the Directors and Auditors were received and duly tabled at the 51st AGM in accordance with Section 340(1)(a) of the Companies Act 2016 ("the Act"). Tunku Dato' Chairman explained that the AFS for the FY2020 were for discussion only under Agenda 1, as it did not require shareholders' approval. Hence, it would not be put for voting.

There were no questions received before the AGM as well as none received via Q&A platform from the shareholders.

The Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2020 together with the Directors' and Auditors' Reports thereon were noted and received during the Meeting.

3. DECLARATION OF POLL RESULTS

The poll results in respect of the ten (10) Ordinary Resolutions and one (1) Special Resolution were as follows:

Resolutions		VOTE FOR		VOTE AGAINST		ABSTAIN
		No. of Shares	%	No. of Shares	%	No. of Shares
1.	To approve the payment of Directors' fees amounting to RM308,400.00 for the period from 1 January 2021 to 31 December 2021 to be payable quarterly in arrears to the Non-Executive Directors of the Company.	187,862,340	99.9917	15,681	0.0083	137,433
2.	To approve an amount of up to RM110,000.00 as benefits payable to the Non-Executive Directors of the Company for the period from 1 December 2020 to 31 December 2021.	187,856,640	99.9886	21,381	0.0114	137,433
3.	To re-elect Tunku Dato' Yaacob Khyra who is retiring in accordance with Article 96(1) of the Company's Constitution and who, being eligible, offer himself for re-election.	188,002,033	99.9929	13,321	0.0071	100
4.	To re-elect Tunku Yahaya @ Yahya bin Tunku Tan Sri Abdullah who is retiring in accordance with Article 96(1) of the Company's Constitution and who, being eligible, offer himself for re-election.	188,002,033	99.9929	13,321	0.0071	100
5.	To re-appoint Messrs. PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	188,015,353	99.9999	101	0.0001	0
6.	Approval for En Shazal Yusuf bin Mohamed Zain to continue in office as an Independent Non-Executive Director.	188,001,533	99.9926	13,821	0.0074	100
7.	Proposed Renewal of Share Buy-Back Authority.	188,002,073	99.9929	13,381	0.0071	0
8.	Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Trace Management Services Sdn Bhd.	19,429,207	99.9312	13,383	0.0688	168,572,864
9.	Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.	19,429,209	99.9312	13,381	0.0688	168,572,864
10.	Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016.	188,001,973	99.9929	13,381	0.0071	100
11.	Special Resolution - Proposed Amendments to the Constitution of the Company.	188,001,973	99.9929	13,381	0.0071	100

Based on the majority of votes of the members present and voting either in person or by proxy received for Ordinary Resolutions 1 to 10 and Special Resolution 1, Tunku Dato' Chairman declared that all Ordinary Resolutions and the Special Resolution 1 tabled at the 51st AGM were duly carried as follows:

- Ordinary Resolution 1 : THAT the payment of Directors' fees amounting to RM308,400.00 for the period from 1 January 2021 to 31 December 2021 to be payable quarterly in arrears to the Non-Executive Directors of the Company be and is hereby approved.
- Ordinary Resolution 2 : THAT an amount of up to RM110,000.00 as benefits payable to the Non-Executive Directors of the Company for the period from 1 December 2020 to 31 December 2021 be and is hereby approved.
- Ordinary Resolution 3 : THAT Tunku Dato' Yaacob Khyra who retired in accordance with Article 96(1) of the Company's Constitution be and is hereby re-elected as Director of the Company.
- Ordinary Resolution 4 : THAT Tunku Yahaya @ Yahya bin Tunku Tan Sri Abdullah who retired in accordance with Article 96(1) of the Company's Constitution be and is hereby re-elected as Director of the Company.
- Ordinary Resolution 5 : THAT the appointment of Messrs. PricewaterhouseCoopers PLT as Auditors of the Company until the conclusion of the next AGM and authorisation to the Board of Directors to determine their remuneration be and is hereby approved.
- Ordinary Resolution 6 : THAT approval be and is hereby given for En Shazal Yusuf bin Mohamed Zain, who will have served as an Independent Non-Executive Director of the Company for a cumulative term of eleven (11) years on 30 May 2021, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company.
- Ordinary Resolution 7 : THAT subject to compliance with Section 127 of the Act, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority, the Company be and is hereby unconditionally and generally authorised to purchase and hold such amount of shares in the Company ("Proposed Renewal of Share Buy-Back Authority") as may be determined by the Directors of the Company from time-to-time through the Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares to be purchased pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company and the maximum funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company available at the time of the intended purchase.

AND THAT such authority shall commence immediately upon passing of this Ordinary Resolution and will expire at the conclusion of the next AGM of the Company unless earlier revoked or varied by Ordinary Resolution of shareholders of the Company in a general meeting or upon the expiration of the period within which the next AGM is required by law to be held whichever is earlier but not so as to prejudice the completion of purchase(s) made by the Company before the aforesaid expiry date.

AND THAT the Directors be and are hereby authorised to take all steps necessary to implement, finalise and to give full effect to the Proposed Renewal of Share Buy-Back Authority and further THAT authority be and is hereby given to the Directors to decide in their absolute discretion to either retain the shares so purchased as treasury shares or cancel them or both.

Ordinary
Resolution 8

: THAT approval be hereby given for the renewal of the mandate granted by the shareholders of the Company on 29 November 2019 pursuant to Paragraph 10.09 of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), authorising the Company and/or its subsidiaries to enter into the recurrent related party transactions ("RRPTs") of a revenue or trading nature as set out in Section 3.3(A)(i) of Part B of the Circular to Shareholders dated 30 October 2020 ("the Circular"), with Trace Management Services Sdn Bhd ("the Related Party") mentioned therein which are necessary, for the Company and/or its subsidiaries' for day-to-day operations which are carried out in the ordinary course of business on terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of minority shareholders.

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

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

whichever is the earlier.

THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

Ordinary Resolution 9 : THAT the mandate granted by the shareholders of the Company on 29 November 2019 pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Securities, authorising the Company and its subsidiaries (“the MIG Group”) to enter into the RRPTs of a revenue or trading nature which are necessary for the MIG Group’s day-to-day operations as set out in Sections 3.3(A)(ii) and 3.3(B) of Part B of the Circular to Shareholders dated 30 October 2020 with the related parties mentioned therein, be and is hereby renewed provided that:-

- (a) the transactions are in the ordinary course of business and are on terms which are not more favourable to the related parties than those generally available to the public and on terms not to the detriment of the minority shareholders of the Company; and
- (b) the transactions are made at arm’s length and on normal commercial terms.

AND THAT, authority conferred by such renewed and granted mandate shall continue to be in force (unless revoked or varied by the Company in general meeting), until:

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

whichever is the earliest.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

Ordinary Resolution 10 THAT, subject always to the Act, the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, where such approval is necessary, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time until the conclusion of the next AGM, 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 to be issued 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 from Bursa Securities for the listing of and quotation for the additional shares so issued.

Special
Resolution 1

THAT the Proposed Amendments to the Company's Constitution as set out in Part C of the Circular to Shareholders dated 30 October 2020 which read as follows be and are hereby approved :

New provision	Proposed New Articles
Article 72(5)	The meeting of Members may be held at more than one (1) venue using any technology or method that allows the Members to participate and to exercise the Members' rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of Members subject to rules, regulations and laws prevailing and such participation shall constitute presence in person and Members (or their proxy or in the case of a corporation their representative) so participating shall be counted in the quorum for the meeting.
Article 72(6)	The main venue of the meeting however shall be in Malaysia and where the Chairman of the meeting shall be present.

AND THAT the Directors be and are hereby authorised to do all such acts and things and to take such steps that are necessary to give effect to the Proposed Amendments to the Constitution of the Company.

There being no other business, the Meeting was adjourned at 12.15 noon with a vote of thanks to the Chair.

Confirmed as a correct record

**TUNKU DATO' YAACOB KHYRA
CHAIRMAN**

KUALA LUMPUR
DATED : 30 NOVEMBER 2020