

MELEWAR INDUSTRIAL GROUP BERHAD

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

(Incorporated in Malaysia)

MINUTES OF THE 53RD 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 THURSDAY, 1 DECEMBER 2022 AT 11.30 A.M.

PRESENT

Essential Individuals at the Broadcast Venue

Tunku Dato' Yaacob Khyra	(Executive Chairman)
Azlan bin Abdullah	(Non-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)
Ms Chan Loo Ling	(Chief Financial Officer)

Ms Evonne Tan Ee Ching, Symphony Corporate Services Sdn Bhd	(Scrutineer)
Mr Eric Tan Kai Ming, Propoll Solutions Sdn Bhd	(Poll Administrator)
Ms Joey Kok Kwan Ee, Propoll Solutions Sdn Bhd	(Poll Administrator)
Mr Tan Guan Ming, Propoll Solutions Sdn Bhd	(Poll Administrator)
Ms Chon Mei Leng, Rainperfect Photography & Videography	(Audio Visual Support)
Mr Chong Wee Seng, Rainperfect Photography & Videography	(Audio Visual Support)
Mr Tan Soon Keat, Rainperfect Photography & Videography	(Audio Visual Support)

Director Attendance via Video Conferencing

Tunku Yahaya @ Yahya bin Tunku Tan Sri Abdullah	(Non-Independent Non-Executive Director)
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Attendance via Video Conferencing

Mr Manjit Singh, PricewaterhouseCoopers PLT	(External Auditors)
Ms Vivian Chong, PricewaterhouseCoopers PLT	(External Auditors)

Shareholders present

As per the Attendance List attached to these Minutes

CHAIRMAN OF THE MEETING

Tunku Dato' Yaacob Khyra ("Tunku Dato' Chairman")

QUORUM

There being a quorum, the Meeting was duly convened.

NOTICE OF MEETING

The notice convening the Meeting was tabled and taken as read. The 53rd Annual General Meeting (“AGM”) of the Company was conducted electronically in its entirety via Remote Participation and Voting facilities (“RPV”).

PRELIMINARY

- (1) As at 23 November 2022, being the cut-off date for determining who shall be entitled to attend the Company’s 53rd AGM, the Company had 9,527 depositors, and the total number of issued shares stood at 359,417,703 ordinary shares.

Based on the registration data given by our Share Registrar as at 11.30 a.m. on 1 December 2022, 113 members have registered through the RPV for attendance at the 53rd AGM. They represented 172,078,306 ordinary shares, which constituted 47.88% of the total issued shares of the Company.

- (2) Tunku Dato’ Chairman further briefed the meeting that the voting on all Resolutions as set out in the Notice of the 53rd AGM shall be conducted by way of poll via online remote voting.

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

- (3) Tunku Dato’ Chairman declared that the voting and Questions and Answers (“Q&A”) platforms be opened for transmission of questions and votes submission.
- (4) Tunku Dato’ Chairman further informed the Meeting that Mr Chin Tuck Soon and En Mohd Silahuddin bin Jamaluddin who are the shareholders of the Company, have agreed to be the proposer and seconder respectively for all the 9 ordinary resolutions.

1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022 AND THE REPORTS OF THE DIRECTORS AND AUDITORS

- 1.1 Tunku Dato’ Chairman tabled the Audited Financial Statements (“AFS”) for the financial year ended 30 June 2022 (“FY2022”) and the Reports of the Directors and Auditors as set out on pages 72 to 178 of the Company’s Annual Report 2022 (“AR 2022”).
- 1.2 Tunku Dato’ Chairman informed the Meeting that the AFS for the FY2022 together with the Reports of the Directors and Auditors were received and duly tabled at the 53rd AGM in accordance with Section 340(1)(a) of the Companies Act 2016 (“the Act”). Tunku Dato’ Chairman explained that the AFS for the FY2022 were for discussion only under Agenda 1, as it did not require shareholders’ approval. Hence, it would not be put for voting.
- 1.3 Tunku Dato’ Chairman then opened the Q&A session.

- 1.4 The Company Secretary informed that there were no questions received before the AGM. The questions received via Q&A platform from the shareholders were mainly on whether the board would consider giving e-voucher/ door gifts to those shareholders who attended the Virtual AGM. Management responded that the Board has taken note on the request.
- 1.5 The Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2022 together with the Directors' and Auditors' Reports thereon were noted and received during the Meeting.
- 1.6 The Chairman then went on to table Agenda 2 on the proposed payment of directors' fees payable to the Non-Executive Directors of the Company for shareholders' approval.

2.0 DIRECTORS' FEES OF RM271,200.00 FOR THE PERIOD FROM 1 JANUARY 2023 TO 31 DECEMBER 2023

- 2.1 The shareholders' approval was sought on the following Resolution 1:-

"To approve the payment of Directors' fees amounting to RM271,200.00 for the period from 1 January 2023 to 31 December 2023 to be payable quarterly in arrears to the Non-Executive Directors of the Company."

3.0 DIRECTORS' BENEFITS OF UP TO RM97,000.00 FOR THE PERIOD FROM 1 JANUARY 2023 TO 31 DECEMBER 2023

- 3.1 The shareholders' approval was sought on the following Resolution 2:-

"To approve an amount of up to RM97,000.00 as benefits payable to the Non-Executive Directors of the Company for the period from 1 January 2023 to 31 December 2023."

4.0 RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH ARTICLE 96(1) OF THE COMPANY'S CONSTITUTION

- 4.1 Tunku Dato' Chairman informed that the 2 Directors who retired by rotation in accordance with Article 96(1) of the Company's Constitution were eligible for re-election. The retiring Directors who offered themselves for re-election under Resolutions 3 and 4 respectively were as follows:-

- i) Kwo Shih Kang (Resolution 3); and
- ii) Dato' Dr. Kili Ghandhi Raj A/L K R Somasundram (Resolution 4).

The profiles of the Directors standing for re-election were provided on pages 32 and 33 of the AR 2022.

- 4.2 Tunku Dato' Chairman also highlighted that the re-election of each Director be voted individually pursuant to Section 203 of the Act.

5.0 APPOINTMENT OF MESSRS KPMG PLT IN PLACE OF MESSRS PRICEWATERHOUSECOOPERS PLT AS AUDITORS

5.1 Tunku Dato' Chairman informed that the Auditors, Messrs PricewaterhouseCoopers PLT have indicated that they do not wish to seek for re-appointment as Auditors of the Company for the financial year ending 30 June 2023 under Ordinary Resolution 5.

5.2 Tunku Dato' Chairman further informed that the Company had received a Nomination Letter from a shareholder of the Company, a copy of which has been appended in the AR 2022 as Appendix 1, to appoint Messrs KPMG PLT for the financial year ending 30 June 2023 in place of Messrs PricewaterhouseCoopers PLT who will be retiring after the conclusion of this 53rd AGM.

6.0 RENEWAL OF SHARE BUY-BACK AUTHORITY

6.1 Tunku Dato' Chairman explained that the Ordinary Resolution 6 proposed under Agenda 5(b), if passed, will empower the Company to purchase its own shares not exceeding ten percent (10%) of the total number of issued shares of the Company.

6.2 The details of the terms of the share buy-back are set out on pages 2 to 10 of the Circular to Shareholders dated 31 October 2022 which was sent together with the Company's AR 2022.

7.0 RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE WITH TRACE MANAGEMENT SERVICES SDN BHD

7.1 Tunku Dato' Chairman explained that the resolution proposed under Agenda 5(c) is to allow the Company and its subsidiaries to enter into recurrent related party transaction of a revenue or trading nature which are necessary for the Group's day-to-day operations with Trace Management Services Sdn Bhd.

7.2 The details of the recurrent related party transaction with Trace Management Services Sdn Bhd have been disclosed under Section 3.3(A)(i) of Part B of the Circular to Shareholders dated 31 October 2022.

7.3 Tunku Dato' Chairman further explained that as he is deemed to be a related party and person connected to Trace Management Services Sdn Bhd for which the Company is seeking the general mandate for; he is therefore required to abstain from voting on the resolution approving this resolution.

8.0 RENEWAL AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

8.1 Tunku Dato' Chairman explained that the resolution proposed under Agenda 5(d) is to allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations with other related parties.

8.2 The details of the recurrent related party transactions have been disclosed under Sections 3.3(A)(ii), 3.3(B) and 3.3(C) of Part B of the Circular to Shareholders dated 31 October 2022.

- 8.3 Tunku Dato' Chairman further explained that as he is deemed to be a related party and person connected to the parties for which the Company is seeking the general mandate for, he is therefore required to abstain from voting on the resolution approving this resolution.

9.0 AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

- 9.1 Tunku Dato' Chairman informed that this mandate for issuance of shares is a renewal of the general mandate for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act.
- 9.2 Tunku Dato' Chairman further informed that the resolution proposed under Agenda 5(e), if passed, will empower the Board to issue shares in the Company up to an amount not exceeding in total ten percent (10%) of the total number of issued shares of the Company, subject to compliance with regulatory requirements.

10.0 POLLING PROCESS

- 10.1 Tunku Dato' Chairman reminded Members to finalize their votes via RPV as the voting session would continue for another 3 minutes.

After 3 minutes, Tunku Dato' Chairman announced the closing of the online remote voting session for the 53rd AGM and adjourned the Meeting for the casting and verification of votes by Symphony Corporate Services Sdn Bhd, the Independent Scrutineer.

[The poll results were handed over to the Independent Scrutineers for validation].

11.0 ANNOUNCEMENT OF POLL RESULTS

- 11.1 Tunku Dato' Chairman called the Meeting to order for the declaration of results. He informed that he had received the poll results from Propoll Solutions Sdn Bhd and Symphony Corporate Services Sdn Bhd, attached as Annexure 1.
- 11.2 The poll results are tabulated in the tables below :

POLL RESULTS

ORDINARY RESOLUTION 1

To approve the payment of Directors' fees amounting to RM271,200.00 for the period from 1 January 2023 to 31 December 2023 to be payable quarterly in arrears to the Non-Executive Directors of the Company.

The poll results in respect of Ordinary Resolution 1 were as follows:-

	NO. OF SHARES	%
IN FAVOUR	171,338,178	99.9650
AGAINST	59,930	0.0350
ABSTAIN	2,600	

Based on the majority of votes received, Tunku Dato' Chairman declared that Ordinary Resolution 1 was duly passed :-

“THAT the payment of Directors' fees of RM271,200.00 for the period from 1 January 2023 to 31 December 2023 to be payable quarterly in arrears to the Non-Executive Directors of the Company be and is hereby approved.”

ORDINARY RESOLUTION 2

To approve an amount of up to RM97,000.00 as benefits payable to the Non-Executive Directors of the Company for the period from 1 January 2023 to 31 December 2023.

The poll results in respect of Ordinary Resolution 2 were as follows:-

	NO. OF SHARES	%
IN FAVOUR	171,087,498	99.8185
AGAINST	311,110	0.1815
ABSTAIN	2,100	

Based on the majority of votes received, Tunku Dato' Chairman declared that Ordinary Resolution 2 was duly passed :-

“THAT an amount of up to RM97,000.00 as benefits payable to the Non-Executive Directors of the Company for the period from 1 January 2023 to 31 December 2023 be and is hereby approved.”

ORDINARY RESOLUTION 3

To re-elect Kwo Shih Kang who is retiring in accordance with Article 96(1) of the Company's Constitution and who, being eligible, offer himself for re-election.

The poll results in respect of Ordinary Resolution 3 were as follows:-

	NO. OF SHARES	%
IN FAVOUR	171,123,724	99.8399
AGAINST	274,484	0.1601
ABSTAIN	2,500	

Based on the majority of votes received, Tunku Dato' Chairman declared that Ordinary Resolution 3 was duly passed :-

“THAT Kwo Shih Kang 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

To re-elect Dato' Dr. Kili Ghandhi Raj A/L K R Somasundram who is retiring in accordance with Article 96(1) of the Company's Constitution and who, being eligible, offer himself for re-election.

The poll results in respect of Ordinary Resolution 4 were as follows:-

	NO. OF SHARES	%
IN FAVOUR	171,123,722	99.8399
AGAINST	274,486	0.1601
ABSTAIN	2,500	

Based on the majority of votes received, Tunku Dato' Chairman declared that Ordinary Resolution 4 was duly passed :-

“THAT Dato' Dr. Kili Ghandhi Raj A/L K R Somasundram 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

To appoint Messrs KPMG PLT as Auditors of the Company in place of the retiring Auditors, Messrs PricewaterhouseCoopers PLT, and to authorise the Directors to determine their remuneration.

The poll results in respect of Ordinary Resolution 5 were as follows:-

	NO. OF SHARES	%
IN FAVOUR	171,139,800	99.8489
AGAINST	258,908	0.1511
ABSTAIN	2,000	

Based on the majority of votes received, Tunku Dato' Chairman declared that Ordinary Resolution 5 was duly passed :-

“THAT Messrs KPMG PLT of Level 10, KPMG Tower, 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor be and are hereby appointed as the new Auditors of the Company for the financial year ending 30 June 2023, in place of the retiring Auditors, Messrs PricewaterhouseCoopers PLT to hold office until the conclusion of the next AGM at a remuneration to be determined by the Directors.”

ORDINARY RESOLUTION 6

Proposed Renewal of Share Buy-Back Authority.

The poll results in respect of Ordinary Resolution 6 were as follows:-

	NO. OF SHARES	%
IN FAVOUR	171,382,689	99.9907
AGAINST	15,919	0.0093
ABSTAIN	2,100	

Based on the majority of votes received, Tunku Dato' Chairman declared that Ordinary Resolution 6 was duly passed :-

“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 7

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature with Trace Management Services Sdn Bhd.

The poll results in respect of Ordinary Resolution 7 were as follows:-

	NO. OF SHARES	%
IN FAVOUR	2,804,158	99.2326
AGAINST	21,686	0.7674
ABSTAIN	168,574,864	

Based on the majority of votes received, Tunku Dato' Chairman declared that Ordinary Resolution 7 was duly passed :-

“THAT approval be hereby given for the renewal of the mandate granted by the shareholders of the Company on 30 November 2021 pursuant to Paragraph 10.09 of the Listing Requirements of 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 31 October 2022 (“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 8

Proposed Renewal and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

The poll results in respect of Ordinary Resolution 8 were as follows:-

	NO. OF SHARES	%
IN FAVOUR	2,802,058	99.1583
AGAINST	23,786	0.8417
ABSTAIN	168,574,864	

Based on the majority of votes received, Tunku Dato' Chairman declared that Ordinary Resolution 8 was duly passed :-

“THAT the mandate granted by the shareholders of the Company on 30 November 2021 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 29 October 2021 with the related parties mentioned therein, be and is hereby renewed, AND THAT mandate be and is hereby granted by the shareholders of the Company to apply to the new RRPTs as set out in Section 3.3(C) of Part B of the Circular with the related party mentioned therein, 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 9

Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016.

The poll results in respect of Ordinary Resolution 9 were as follows:-

	NO. OF SHARES	%
IN FAVOUR	171,372,789	99.9857
AGAINST	24,486	0.0143
ABSTAIN	3,433	

Based on the majority of votes received, Tunku Dato' Chairman declared that Ordinary Resolution 9 was duly passed :-

“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.”

12.0 CLOSE OF MEETING

- 12.1 There being no other business to be transacted, the Meeting ended 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 : 1 DECEMBER 2022