

**TOMEI CONSOLIDATED BERHAD**  
**(200501015912)(692959-W)**  
(Incorporated in Malaysia)

Minutes of the Eighteenth Annual General Meeting of the Company held at Dewan Berjaya, Bukit Kiara Resort Berhad, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 12 May 2023 at 10.00 a.m.

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Present : Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad  
Datuk Ng Yih Pyng  
Tan Sri Dr Madinah Binti Mohamad  
Ms Ng Sheau Yuen  
Datin Choong Chow Mooi  
Mr Lau Tiang Hua  
Datuk M.Chareon Sae Tang @ Tan Whye Aun

Absent with apologies: Mr Ng Yih Chen

In Attendance : Ms Jolynn Teoh (Company Secretary)

By Invitation : Ms Ng Sheau Chyn  
Ms Nicole Chen (Ace)  
Mr Chris Chua (ImejJiwa)  
Ms Khoo Siew Ling (External Auditor)  
Ms Tan Ka Yee (External Auditor)  
Mr Liong Cheong Tuck (Poll Administrator)  
Ms Charlene Lee (Scrutineer)

As at 10 May 2023, being the cut-off date for determining on shareholder who shall be entitled to attend the Company's AGM, the Company have **2,363 depositors**, and the total number of issued shares stood at 138,600,000 ordinary shares. There were 18 proxy forms received by the Company within the prescribed period.

**1. CHAIRMAN**

The Chairman, Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad chaired the Meeting.

He then welcomed the members on behalf of the Company and thanked them for their attendance at the Meeting.

The Chairman announced that since the notice convening the Meeting was advertised and published on the Company's website, he shall take it as been read.

Before the Meeting begin with the first order of business, the Chairman informed that the voting for all Resolutions shall be by way of polling in accordance to Paragraph 8.29A of the Bursa Malaysia Listing Requirements and Article 67.1 of the Constitution of the Company.

He informed that the Company has appointed the Share Registrar, Bina Management Sdn Bhd, as the poll administrator to conduct the polling process while Lawco Corporate Services Sdn Bhd was appointed as scrutineer to verify the poll. The polling process for the resolutions will be conducted upon completion on their deliberations at the AGM.

He also informed that the question and answer session would be held after each motion has been moved in order to facilitate the orderly conduct of the Meeting. He further requested the shareholder or proxy to state his/her name and whether he/ she is a shareholder or proxy for record purpose before asking any question.

**2. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 AND THE REPORTS OF DIRECTORS' AND AUDITORS' THEREON**

The Secretary was instructed to read the first item of the agenda.

The Secretary informed the meeting that this agenda item was meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda item was not put forward for voting.

The Chairman put the item to the floor for discussion and no questions was brought up.

The Chairman then declared that the Audited Financial Statements of the Company for the financial year ended 31 December 2022 have, in accordance with Section 340(1)(a) of the Companies Act, 2016, been properly laid and received.

**3. TO DECLARE A FIRST AND FINAL SINGLE TIER DIVIDEND OF 4.0 SEN PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

The Secretary was instructed to read the second item of the agenda.

The Chairman put the item to the floor for discussion.

The motion was proposed by Mr Samuel Sia Hsiao Guong and seconded by Puan Nurfatihah Aslamiah Binti Azahar.

**4. TO APPROVE THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM305,200.00 IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

The Secretary was instructed to read the third item of the agenda.

The Chairman put the item to the floor for discussion.

The motion was proposed by Mr Samuel Sia Hsiao Gong and seconded by Ms Gan Yee Ruan.

**5. TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) OF RM9,000.00 FROM 13 MAY 2023 UNTIL NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

The Secretary was instructed to read the fourth item of the agenda.

The Chairman put the item to the floor for discussion.

The motion was proposed by Ms Ter Bee Hong and seconded by Mr Samuel Sia Hsiao Gong.

**6. RE-ELECTION OF DIRECTORS WHO RETIRE PURSUANT TO ARTICLE 83.1 OF THE COMPANY'S CONSTITUTION**

The Secretary was instructed to read the fifth item of the agenda.

The Chairman put the item to the floor for discussion and then to re-elect one director at a time.

- (i) The first Director standing for re-election is Datuk Ng Yih Pyng.

The motion was proposed by Ms Gan Yee Ruan and seconded by Puan Nurfatihah Aslamiah Binti Azahar.

- (ii) The next Director to be re-elected is Ms Ng Sheau Yuen.

The motion was proposed by Pn Nurfatihah Aslamiah Binti Azahar and seconded by Mr Samuel Sia Hsiao Guong.

- (iii) The next Director to be re-elected is Datin Choong Chow Mooi.

The motion was proposed by Ms Ter Bee Hong and seconded by Ms Gan Yee Ruan.

**7. RE-ELECTION OF DIRECTOR IN ACCORDANCE TO SECTION 202(3) OF THE COMPANIES ACT 2016**

The Secretary was instructed to read the sixth item of the agenda.

The Chairman put the item to the floor for discussion.

The motion was proposed by Puan Nurfatihah Aslamiah Binti Azahar and seconded by Ms Gan Yee Ruan.

**8. TO RE-APPOINT BDO PLT AS AUDITORS OF THE COMPANY**

The Secretary was instructed to read the seventh item of the agenda and the Chairman put the item to the floor for discussion.

The motion was proposed by Ms Ter Bee Hong and seconded by Mr Samuel Sia Hsiao Guong.

**9. SPECIAL BUSINESS  
AUTHORITY TO ALLOT AND ISSUE SHARES**

The Secretary read out the eighth item of the agenda.

The Chairman put the item to the floor for discussion.

The motion was proposed by Ms Gan Yee Ruan and seconded by Ms Ter Bee Hong.

**10. SPECIAL BUSINESS  
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT  
RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING  
NATURE WITH RELATED PARTY ("PROPOSED SHAREHOLDERS' MANDATE")**

The Secretary read out the ninth item of the agenda.

The Chairman put the item to the floor for discussion.

The motion was proposed by Pn Nurfatimah Aslamiah Binti Azahar and seconded by Mr Samuel Sia Hsiao Gong.

**11. SPECIAL BUSINESS  
PROPOSED RENEWAL OF AUTHORITY FOR SHARES BUY-BACK**

The Secretary read out the tenth item of the agenda.

The Chairman put the item to the floor for discussion.

The motion was proposed by Mr Samuel Sia Hsiao Guong and seconded by Ms Ter Bee Hong.

**12. SPECIAL BUSINESS  
CONTINUING OF OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR  
(YANG MULIA RAJA TAN SRI DATO' SERI AMAN BIN RAJA HAJI AHMAD)**

For this particular resolution, the Chairman passed the chair to Mr Lau Tiang Hua.

The Secretary was instructed to read the eleventh item of the agenda.

Mr Lau Tiang Hua put the item to the floor for discussion.

The motion was proposed by Puan Nurfatimah Aslamiah Binti Azahar and seconded by Ms Gan Yee Ruan.

Mr Lau Tiang Hua then passed the Chair back to the Chairman, Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad.

**13. SPECIAL BUSINESS  
CONTINUING OF OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR  
(DATUK M.CHAREON SAE TANG @ TAN WHYE AUN)**

The Secretary was instructed to read the twelfth item of the agenda.

The Chairman put the item to the floor for discussion.

The motion was proposed by Ms Gan Yee Ruan and seconded by Mr Samuel Sia Hsiao Gong.

**14. SPECIAL BUSINESS  
CONTINUING OF OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR  
(MR LAU TIANG HUA)**

The Secretary was instructed to read the thirteenth item of the agenda.

The Chairman put the item to the floor for discussion.

The motion was proposed by Ms Ter Bee Hong and seconded by Puan Nurfatimah Aslamiah Binti Azahar.

The Chairman informed that the Company would use the two-tier voting process in seeking the shareholders' approval for re-appointment of Independent Director who has served for more than 9 years for Resolution 12, 13 and 14.

**15. TO TRANSACT ANY OTHER BUSINESS AND VOTING BY POLL**

The Chairman informed that there was no notice received for the transaction on any other business and therefore the Meeting shall proceed to conduct the voting of all resolutions by poll. The Secretary was instructed to brief on the polling procedure.

The Secretary then briefed all the Shareholders and Proxies present the requirement for the shareholder's name to be written in full on the poll form and to indicate with a cross whether he/she is voting 'For' or 'Against' the resolution and to sign accordingly. To ensure that any alteration made to the form must be initialled and for proxy holders, if the appointors have already indicated their votes on the proxy form, the proxy holders are required to just sign the poll form.

Thereafter, Shareholders / Proxies are to deposit the completed poll form into the ballot box placed at the back of the meeting room. The Scrutineer and Registrar shall be conducting the poll verification, counting and will report to the Chairman. Saved for manifest error, the results of the poll shall be final and conclusive. The results of the poll shall be announced after the scrutineers have completed their report which is expected to take about half an hour.

**16. ANNOUNCEMENT OF POLL VOTING RESULT**

The Chairman welcomed back the Shareholders / Proxies to the Eighteenth Annual General Meeting and he informed that the scrutineer has finalized the results for the polling and invited the scrutineer, Ms Charlene from Lawco Corporate Services Sdn Bhd to announce the results of the votes.

The scrutineer read out the results of the poll voting as below:-

No	Resolutions	For		Against		Resolution (Passed / Not Passed)
		No. of shares	%	No. of shares	%	
1.	Declaration of First and Final Single Tier Dividend	85,974,700	100	0	0	Passed
2.	Approval for the payment of Directors' Fees	84,694,400	99.9996	300	0.0004	Passed

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3.	Approval for the payment of Directors' Benefits	85,974,400	99.9997	300	0.0003	Passed
4.	Re-election of Datuk Ng Yih Pyng as Director	85,974,400	99.9997	300	0.0003	Passed
5.	Re-election of Ms Ng Sheau Yuen as Director	85,974,400	99.9997	300	0.0003	Passed
6.	Re-election of Datin Choong Chow Mooi as Director	85,974,400	99.9997	300	0.0003	Passed
7.	Re-election of Tan Sri Dr Madinah Binti Mohamad	85,974,400	99.9997	300	0.0003	Passed
8.	Re-appointment of BDO PLT as Auditors	85,785,900	99.7804	188,800	0.2196	Passed

**Special Business**

No	Resolutions	For		Against		Resolution (Passed / Not Passed)
		No. of shares	%	No. of shares	%	
9.	Ordinary Resolution 1 Authority to Allot & Issue Shares	85,964,200	99.9878	10,500	0.0122	Passed
10.	Ordinary Resolution 2 Proposed Shareholders' Mandate for Recurrent Related Party Transactions	552,701	100	0	0	Passed
11.	Ordinary Resolution 3 Proposed Renewal of Authority for Shares Buy-Back	85,974,700	100	0	0	Passed
12.	Ordinary Resolution 4 Continuing in Office as Independent Non-Executive Director - Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad	Tier 1				
		63,132,177	100	0	0	Passed
		Tier 2				
		22,842,223	99.9987	300	0.0013	Passed

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13.	Ordinary Resolution 5 Continuing in Office as Independent Non- Executive Director - Datuk M.Chareon Sae Tang @ Tan Whye Aun	Tier 1				
		63,132,177	100	0	0	Passed
		Tier 2				
		22,842,223	99.9987	300	0.0013	Passed
14.	Ordinary Resolution 6 Continuing in Office as Independent Non- Executive Director - Mr Lau Tiang Hua	Tier 1				
		63,132,177	100	0	0	Passed
		Tier 2				
		22,842,223	99.9987	300	0.0013	Passed

It is hereby resolved that all the resolutions were passed by the members of the Company.

The Chairman then concluded the business of the Eighteenth Annual General Meeting at 10.55 a.m.

Signed as a correct record

**CHAIRMAN**