

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

Minutes of the Nineteenth Annual General Meeting of the Company held at Dewan Berjaya, Bukit Kiara Resort Berhad, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 16 May 2024 at 10.00 a.m.

Present	:	Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad Datuk Ng Yih Pyng Mr Ng Yih Chen 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 Dato' Zuraidah Binti Atan Ms Chin Min Ming
In Attendance	:	Ms Jolynn Teoh (Company Secretary)
By Invitation	:	Ms Ng Sheau Chyn Ms Nicole Chen (Ace) Mr Stanley Khoo (Imej Jiwa) Mr Lum Chiew Mun (External Auditor) Ms Chia Pei Na (External Auditor) Mr Liong Cheong Tuck (Poll Administrator) Ms Charlene Lee (Scrutineer)

As at 09 May 2024, being the cut-off date for determining the shareholders who shall be entitled to attend the Company's Annual General Meeting ("AGM"), the Company have **2,491 depositors**, and the total number of issued shares stood at 138,600,000 ordinary shares. There were 19 proxy forms received by the Company within the prescribed period.

1. CHAIRMAN

The Chairman, Yang Mulia 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 for those present to state their name and whether they are a shareholder or proxy for record purpose prior to asking any question.

2. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 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 2023 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 2023

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 RM373,200.00 IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

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 Ms Ter Bee Hong and seconded by Ms Leong Sok Leng.

5. TO APPROVE THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM721,365.00 FROM 01 JANUARY 2024 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

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

The Chairman put the item to the floor for discussion.

Mr Ng Kok Kiong, a Shareholder enquired on the similarity of Resolution 2 and Resolution 3.

Datuk Ng replied that it has been the Company's practice to pay the Directors' fees after obtaining shareholders' approval at the AGM. Upon deliberation, the Board has proposed for the payment of the Directors' fees on a monthly basis starting from 1 January 2024 hence, the Company is seeking for shareholders' approval to approve the Directors' fees for financial year ending 2024 and up to the next AGM.

Mr Ng Kok Kiong further enquired as to the reason for the proposed change on the mode of payment from yearly basis to monthly basis. He also asked on how will the Company monitor on the Directors' performance after adopting the change.

The Chairman replied that the performance of the Directors will be monitored continuously. An annual evaluation will be conducted by the Nomination Committee and submitted to the Board for approval. The proposed change of the mode of payment is in line with the current market practice.

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

6. TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) OF UP TO RM70,000.00 FROM 17 MAY 2024 UNTIL NEXT ANNUAL GENERAL MEETING OF THE COMPANY

The Secretary was instructed to read the fifth 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.

7. TO RE-ELECT DIRECTORS WHO ARE RETIRING PURSUANT TO ARTICLE 83.1 OF THE COMPANY'S CONSTITUTION

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

The Chairman informed that the Board has received in writing from Datuk M Chareon Sae Tang @ Tan Whye Aun stating his intention to retire as a Director and does not wish to seek for re-election. Datuk M Chareon Sae Tang @ Tan Whye Aun will retain office until the conclusion of the AGM in accordance with Clause 83.1 of the Constitution.

The Chairman took the opportunity to thank Datuk M Chareon Sae Tang @ Tan Whye Aun for his contribution during his tenure as a Director of the Company.

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

- (i) The first Director standing for re-election is Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad.

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

The motion was proposed by Ms Leong Sok Leng and seconded by Puan Nurfatimah Aslamiah Binti Azahar.

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

- (ii) The next Director standing for re-election is Mr Lau Tiang Hua.

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 Guong.

8. TO RE-ELECT DIRECTORS WHO ARE RETIRING PURSUANT TO SECTION 202(3) OF THE COMPANIES ACT 2016

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

- (i) The first Director standing for re-election is Dato' Zuraidah Binti Atan.

The Chairman put the item to the floor for discussion.

The motion was proposed by Ms Ter Bee Hong and seconded by Ms Leong Sok Leng.

- (ii) The next Director to be re-elected is Ms Chin Min Ming.

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 Guong.

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

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

The Chairman put the item to the floor for discussion.

The motion was proposed by Ms Leong Sok Leng and seconded by Mr Samuel Sia Hsiao Guong.

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

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 Ms Leong Sok Leng and seconded by Ms Ter Bee Hong.

**11. SPECIAL BUSINESS
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTY**

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 Pn Nurfatimah Aslamiah Binti Azahar and seconded by Mr Samuel Sia Hsiao Gong.

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

The Secretary read out the eleventh 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

13. 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. She informed everyone that any alteration made to the form must be initialled. She also informed the proxy holder to sign the poll form if the appointors have already indicated their votes on the proxy 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 will then conducting the poll verification, counting and 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.

14. ANNOUNCEMENT OF POLL VOTING RESULT

The Chairman welcomed back the Shareholders / Proxies to the Nineteenth Annual General Meeting and he informed that the scrutineer has finalized the results for the polling. He then 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	86,564,006	99.9999	100	0.0001	Passed
2.	Approval for the payment of Directors' Fees for the financial year ended 31 December 2023	85,283,056	99.9988	1,050	0.0012	Passed
3.	Approval for the payment of Directors' Fees from 01 January 2024 until the next AGM	85,283,053	99.9988	1,053	0.0012	Passed

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4.	Approval for the payment of Directors' Benefits	86,563,053	99.9988	1,053	0.0012	Passed
5.	Re-election of Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad as Director	86,563,056	99.9988	1,050	0.0012	Passed
6.	Re-election of Mr. Lau Tiang Hua as Director	86,563,056	99.9988	1,050	0.0012	Passed
7.	Re-election of Dato' Zuraidah Binti Atan as Director	86,563,053	99.9988	1,053	0.0012	Passed
8.	Re-election of Ms. Chin Min Ming as Director	86,561,053	99.9988	1,053	0.0012	Passed
9.	Re-appointment of BDO PLT as Auditors	86,564,106	100	0	0	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	86,562,953	99.9987	1,153	0.0013	Passed
10.	Ordinary Resolution 2 Proposed Shareholders' Mandate for Recurrent Related Party Transactions	1,569,757	99.9332	1,050	0.0668	Passed
11.	Ordinary Resolution 3 Proposed Renewal of Authority for Shares Buy-Back	86,563,056	99.9988	1,050	0.0012	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 Nineteenth Annual General Meeting at 10.55 a.m.

Signed as a correct record

CHAIRMAN