

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

Minutes of the Seventeenth 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, 19 May 2022 at 10.00 a.m.

- Present : Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad
Datuk Ng Yih Pyng
Mr Ng Yih Chen
Ms Ng Sheau Yuen
Datin Choong Chow Mooi
Mr Lau Tiang Hua
Datuk M.Chareon Sae Tang @ Tan Whye Aun
Datin Nonadiah Binti Abdullah
- In Attendance : Ms Jolynn Teoh (Company Secretary)
- By Invitation : Ms Allison Ng Soe Kei (External Auditor)
Mr Tan Kian Peng (External Auditor)
Ms Tan Ka Yee (External Auditor)
Mr Teh Youzong (External Auditor)
Mr Liong Cheong Tuck (Poll Administrator)
Ms Charlene Lee (Scrutineer)

As at 11 May 2022, being the cut-off date for determining on shareholder who shall be entitled to attend the Company's AGM, the Company have 2,745 depositors, and the total number of issued shares stood at 138,600,000 ordinary shares. There were 20 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. He further encouraged the attendees to maintain a physical distance of at least 1 metre among themselves and to put on the face mask at all time during the proceeding of the meeting as a safety and precautionary measure to curb the spread of Covid-19 in spite of further relaxation in the Covid-19 SOP effective 01 May 2022 as announced by our Health Minister.

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 2021 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 2021 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 3.0 SEN PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

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 Ms Leau Lee Meng and seconded by Ms Soo Pooi Mei.

4. TO APPROVE THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM279,200.00 IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

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 Leau Lee Meng and seconded by Ms Soo Pooi Mei.

5. TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) OF RM9,000.00 FROM 20 MAY 2022 UNTIL NEXT ANNUAL GENERAL MEETING

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 Leong Sok Leng and seconded by Mr Samuel Sia Hsiau Guong.

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 Mr Ng Yih Chen.

The motion was proposed by Ms Soo Pooi Mei and seconded by Pn Nurfatihah Aslamiah Binti Azahar.

- (ii) The next Director to be re-elected is Puan Sri Nonadiah Binti Abdullah.

The motion was proposed by Pn Nurfatihah Aslamiah Binti Azahar and seconded by Ms Leau Lee Meng.

- (iii) The next Director to be re-elected is Mr Lau Tiang Hua.

The motion was proposed by Ms Leong Sok Leng and seconded by Ms Soo Pooi Mei.

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

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

The motion was proposed by Ms Leau Lee Meng and seconded by Mr Samuel Sia Hsiau Guong.

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

The Secretary read out the seventh item of the agenda.

The Chairman put the item to the floor for discussion.

The motion was proposed by Ms Soo Pooi Mei and seconded by Ms Leong Sok Leng.

**9. 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 eighth item of the agenda.

The Chairman put the item to the floor for discussion.

The motion was proposed by Pn Nurfatihah Aslamiah Binti Azahar and seconded by Ms Leau Lee Meng.

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

The Secretary read out the ninth item of the agenda.

The Chairman put the item to the floor for discussion.

Mr Teoh Yee Kian, a Shareholder enquired regarding the pricing of the proposed shares buy-back.

Datuk Ng replied that the Company has not utilized the authority for shares buy-back granted by the shareholders in the past years. The rationale for the proposed renewal of authority for shares buy-back is to provide the Company the flexibility in exercising such authority when need arises.

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

**11. 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 tenth item of the agenda.

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

The motion was proposed by Ms Leau Lee Meng and seconded by Ms Soo Pooi Mei.

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

**12. SPECIAL BUSINESS
CONTINUING OF OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR
(PUAN SRI NONADIAH BINTI ABDULLAH)**

The Secretary was instructed to read the eleventh 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 Soo Pooi Mei.

**13. SPECIAL BUSINESS
CONTINUING OF OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR
(DATUK M CHAREON SAE TANG @ TAN WHY E 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 Soo Pooi Mei and seconded by Mr Samuel Sia Hsiau Guong.

**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 Leau Lee Meng and seconded by Pn 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 12 years for Resolution 11, 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. 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 counting, verification 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 Seventeenth Annual General Meeting and he informed that the scrutineer has finalized the results for the polling and invited the scrutineer 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 Dividend	85,496,203	100	0	0	Passed
2.	Approval for the payment of Directors' Fees	84,196,103	99.9999	100	0.0001	Passed

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3.	Approval for the payment of Directors' Benefits	85,476,103	99.9999	100	0.0001	Passed
4.	Re-election of Mr Ng Yih Chen as Director	85,496,103	99.9999	100	0.0001	Passed
5.	Re-election of Puan Sri Nonadiah Binti Abdullah as Director	85,496,103	99.9999	100	0.0001	Passed
6.	Re-election of Mr Lau Tiang Hua as Director	85,496,103	99.9999	100	0.0001	Passed
7.	Re-appointment of BDO PLT as Auditors	85,496,103	99.9999	100	0.0001	Passed

Special Business

No	Resolutions	For		Against		Resolution (Passed / Not Passed)
		No. of shares	%	No. of shares	%	
8.	Ordinary Resolution 1 Authority to Allot & Issue Shares	85,496,203	100	0	0	Passed
9.	Ordinary Resolution 2 Proposed Shareholders' Mandate for Recurrent Related Party Transactions	54,104	99.8155	100	0.1845	Passed
10.	Ordinary Resolution 3 Proposed Renewal of Authority for Shares Buy-Back	85,496,103	99.9999	100	0.0001	Passed
11.	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				
		22,363,926	99.9996	100	0.0004	Passed
12.	Ordinary Resolution 5 Continuing in Office as Independent Non-Executive Director - Puan Sri Nonadiah Binti Abdullah	Tier 1				
		63,132,177	100	0	0	Passed
		Tier 2				
		22,363,926	99.9996	100	0.0004	Passed

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13.	Ordinary Resolution 6 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				
		22,363,926	99.9996	100	0.0004	Passed
14.	Ordinary Resolution 7 Continuing in Office as Independent Non- Executive Director - Mr Lau Tiang Hua	Tier 1				
		63,132,177	100	0	0	Passed
		Tier 2				
		22,363,926	99.9996	100	0.0004	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 Seventeenth Annual General Meeting at 10.58 a.m.

Signed as a correct record

CHAIRMAN