

SOUTH MALAYSIA INDUSTRIES BERHAD
(Incorporated in Malaysia – Registration No. 196901000152 (8482-D))

MINUTES of the 49th Annual General Meeting of SOUTH MALAYSIA INDUSTRIES BERHAD duly convened and held at Ruby 3, Level 8, Holiday Villa, No. 260, Jalan Dato' Sulaiman, Taman Abad, 80250 Johor Bahru, Johor Darul Takzim on Wednesday, the 29th day of July, 2020 at 11:00 a.m.

- PRESENT : As per attendance sheet
- Shareholders : Individuals - 8
(inclusive of 2 directors)
By Proxy - 5
(of which Chairman acted for 2 members)
- Directors : 6
- BY INVITATION : Ms Lam Sook Fan, Ms Liow Sook Ping and Mr Tang Zhen Sheng, the representatives of Messrs UHY (“UHY”) (External Auditor)
- IN ATTENDANCE : Ms Wong Chee Yin, Company Secretary
Ms Tan Siew Chin, Company Secretary
- CHAIRMAN : Dato’ Dr Abdullah bin Sepien was elected to chair today’s meeting by the Board. He took the Chair and called the Meeting to order.
- NOTICE : The Notice was taken as read.

Chairman disclosed that he was appointed by 2 shareholders representing in total of 16,055,974 shares which is equivalent to 7.64% of the voting rights at this meeting and it had given its instruction for the voting to be carried out.

Before the meeting proceeded, Chairman took the opportunity to inform the shareholders that pursuant to Paragraph 8.29A of the Main Market Listing Requirements by Bursa Malaysia Securities Berhad, there was a requirement for poll voting for resolutions which are set out in the notice of general meeting. The Share Registrars, Tricor Investor & Issuing House Services Sdn. Bhd. was appointed to act as the Poll Administrator and SC Lim, Ng & Co. was appointed to act as Scrutineer to validate the votes casted at the meeting. However, to ensure the smooth conduct of this meeting, the poll on all resolutions would be conducted after the meeting has deliberated on all items on the Agenda.

Chairman explained to the members present that Ordinary Resolutions 1 to 10 require a simple majority of more than 50% votes from those members present in person or by proxies and voting at the meeting.

Chairman further explained the polling process to the meeting.

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

The Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors’ Report and Auditors’ Report thereon were tabled.

With no members raising questions, the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors’ Report and Auditors’ Report thereon were thus taken as received.

2. PAYMENT OF DIRECTORS' FEES TO NON-EXECUTIVE DIRECTORS OF THE COMPANY AND SUBSIDIARIES FOR THE PERIOD FROM 1 JUNE 2019 UNTIL 29 JULY 2020 (RESOLUTION 1)

Chairman proposed the motion to approve the payment of Directors' Fees of RM228,000-00 to Non-Executive Directors of the Company and subsidiaries for the period from 1 June 2019 until 29 July 2020 to the meeting for consideration. Ms Tan Siew Poh decided to abstain as she is an interested party in this resolution.

As the poll on this resolution would be conducted later, Chairman proceeded to the next item of the Agenda.

3. PAYMENT OF DIRECTORS' FEES TO NON-EXECUTIVE DIRECTORS OF THE COMPANY AND SUBSIDIARIES FOR THE PERIOD FROM 30 JULY 2020 UNTIL THE NEXT ANNUAL GENERAL MEETING (RESOLUTION 2)

Chairman proposed the motion to approve the payment of Directors' Fees of RM410,000-00 to Non-Executive Directors of the Company and subsidiaries for the period from 30 July 2020 until the next Annual General Meeting of the Company to the meeting for consideration. Ms Tan Siew Poh decided to abstain as she is an interested party in this resolution.

As the poll on this resolution would be conducted later, Chairman proceeded to the next item of the Agenda.

4. PAYMENT OF DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) TO NON-EXECUTIVE DIRECTORS (RESOLUTION 3)

Chairman proposed the motion to approve the payment of Directors' Benefits (excluding Directors' Fees) not exceeding RM33,000-00 payable to Non-Executive Directors for the period from 30 July 2020 until the next Annual General Meeting of the Company to the meeting for consideration. Ms Tan Siew Poh decided to abstain as she is an interested party in this resolution.

As the poll on this resolution would be conducted later, Chairman proceeded to the next item of the Agenda.

5. RE-ELECTION OF DIRECTORS

i. DATO' ZAINUDDIN BIN YAHYA (RESOLUTION 4)

Chairman informed the members that Dato' Zainuddin Bin Yahya retired as director of the Company at the conclusion of this meeting accordance with Article 85.3 of the Company's Constitution and he had offered himself for re-appointment.

Chairman proposed the motion that Dato' Zainuddin Bin Yahya be and is hereby re-appointed as a Director of the Company to the meeting for consideration.

5. RE-ELECTION OF DIRECTORS (cont'd)

ii. MS TAN SIEW POH (RESOLUTION 5)

Chairman informed the members that Ms Tan Siew Poh retired as director of the Company at the conclusion of this meeting accordance with Article 85.3 of the Company's Constitution and she had offered herself for re-appointment.

Chairman proposed the motion that Ms Tan Siew Poh be and is hereby re-appointed as a Director of the Company to the meeting for consideration.

iii. TAN SRI DATUK SERI ISMAIL BIN YUSOF (RESOLUTION 6)

Chairman informed the members that Tan Sri Datuk Seri Ismail Bin Yusof retired as director of the Company at the conclusion of this meeting accordance with Article 85.3 of the Company's Constitution and he had offered herself for re-appointment.

Chairman proposed the motion that Tan Sri Datuk Seri Ismail Bin Yusof be and is hereby re-appointed as a Director of the Company to the meeting for consideration.

Chairman informed that the poll on this resolution would be conducted later. He then proceeded to the next item of the Agenda.

6. RE-APPOINTMENT OF AUDITORS (RESOLUTION 7)

Chairman proposed the motion that Messrs UHY be and are hereby re-appointed as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company, at a remuneration to be determined by the Directors to the meeting for consideration.

As the poll on this resolution would be conducted later, Chairman then proceeded to the next item of the Agenda.

7. AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 (RESOLUTION 8)

Chairman informed the members that the Company did not issue any shares after obtaining the shareholders' mandate on 29 May 2019.

Chairman proposed the motion that pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorized to allot and to issue shares in the Company, from time to time, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued does not exceed 10% of the total issued share capital of the Company for the time being and that the Directors be and are hereby also authorized to obtain approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company to the meeting for consideration.

7. AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 (RESOLUTION 8) (cont'd)

As the poll on this resolution would be conducted later, Chairman then proceeded to the next item of the Agenda.

8. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS

Chairman informed the members that both Tan Sri Datuk Seri Ismail Bin Yusof and Chairman himself act as Independent Non-Executive Directors who have served for a cumulative term of more than 9 years.

In accordance with Practice 4.2 of the Malaysian Code of Corporate Governance 2017, a two-tier voting process would be carried out by members to approve the continuing of an Independent Non-Executive Director of the Company who has served more than nine (9) years.

Chairman informed the members present that as he was one of the directors retiring under this item of the Agenda, he thus proposed to elect Mr Leow Thang Fong, Executive Director of the Company to be the Chairman of the Meeting for this item of the Agenda. With no objection from the members, Mr Leow Thang Fong took over the Chair and continued with the proceedings of the meeting.

*(Proposed by: Dato' Dr Abdullah bin Sepien)
(Seconded by: Ms Yau Sek Fun)*

(i) DATO' DR ABDULLAH BIN SEPIEN (RESOLUTION 9)

Chairman of the Meeting, Mr Leow proposed the motion that approval be and is hereby given to Dato' Dr Abdullah Bin Sepien who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company to the meeting for consideration.

(ii) TAN SRI DATUK SERI ISMAIL BIN YUSOF (RESOLUTION 10)

Chairman proposed the motion that approval be and is hereby given to Tan Sri Datuk Seri Ismail Bin Yusof who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company to the meeting for consideration.

Having finished with this item of the Agenda, Mr Leow Thang Fong passed the Chair back to Dato' Dr Abdullah Bin Sepien to continue with the rest of the items of the Agenda.

As the poll on these resolutions would be conducted later, Chairman proceeded to the next item on this Agenda.

9. OTHER MATTERS

Chairman proceeded to the last Agenda of this meeting which is to transact any other matters for which due notice has been given in accordance with the Company's Constitution and the Companies Act 2016.

9. OTHER MATTERS (cont'd)

No business was discussed under this Agenda as the Secretary confirmed that no notice had been received from the members in accordance with the Company's Constitution and the Companies Act, 2016.

As there was no further business to transact, Chairman directed the poll for resolution 1 to 10 be taken and proceeded with the polling procedure. Once the members had filled and signed on the polling slips, the polling slips were collected by the Secretariat and passed on to the Scrutineer to carry out the verification of the votes.

Chairman then adjourned the meeting at 11:20 a.m. while waiting for the results of the poll.

RECEIVING THE POLL RESULT FOR RESOLUTIONS 1 TO 10

After the Scrutineer informed that the poll results were available, Chairman resumed the meeting at 11:40 a.m.

The Scrutineer then read out the poll results as follows:-

Resolution(s)	<u>Vote For</u>		<u>Vote Against</u>		<u>Total Votes</u>	
	No. of Units	%	No. of Units	%	No. of Units	%
Resolution 1	53,738,740	100.00	0	0.00	53,738,740	100.00
Resolution 2	53,738,740	100.00	0	0.00	53,738,740	100.00
Resolution 3	53,738,740	100.00	0	0.00	53,738,740	100.00
Resolution 4	53,740,406	100.00	0	0.00	53,740,406	100.00
Resolution 5	53,740,406	100.00	0	0.00	53,740,406	100.00
Resolution 6	53,740,406	100.00	0	0.00	53,740,406	100.00
Resolution 7	53,740,406	100.00	0	0.00	53,740,406	100.00
Resolution 8	53,740,406	100.00	0	0.00	53,740,406	100.00
Resolution 9						
• Tier 1 – <i>Large Holders</i>	40,335,624	100.00	0	0.00	40,335,624	100.00
• Tier 2 – <i>Other Holders</i>	13,404,782	100.00	0	0.00	13,404,782	100.00
Resolution 10						
• Tier 1 – <i>Large Holders</i>	40,335,624	100.00	0	0.00	40,335,624	100.00
• Tier 2 – <i>Other Holders</i>	13,404,782	100.00	0	0.00	13,404,782	100.00

After receiving the result of the poll, Chairman announced and declared the following :-

- (a) For Resolution 1, with 53,738,740 equivalents to 100.00% voted "for" and NIL voted "Against", the motion was carried;
- (b) For Resolution 2, with 53,738,740 equivalents to 100.00% voted "for" and NIL voted "Against", the motion was carried;
- (c) For Resolution 3, with 53,738,740 equivalents to 100.00% voted "for" and NIL voted "Against", the motion was carried;

- (d) For Resolution 4, with 53,740,406 equivalents to 100.00% voted “*for*” and NIL voted “*Against*”, the motion was carried;
- (e) For Resolution 5, with 53,740,406 equivalents to 100.00% voted “*for*” and Nil voted “*Against*”, the motion was carried;
- (f) For Resolution 6, with 53,740,406 equivalents to 100.00% voted “*for*” and Nil voted “*Against*”, the motion was carried;
- (g) For Resolution 7, with 53,740,406 equivalents to 100.00% voted “*for*” and Nil voted “*Against*”, the motion was carried;
- (h) For Resolution 8, with 53,740,406 equivalents to 100.00% voted “*for*” and Nil voted “*Against*”, the motion was carried;
- (i) For Resolution 9, with 40,335,624 equivalents to 100.00% voted “*for*” and Nil voted “*Against*” for tier-one level and with 13,404,782 equivalents to 100.00% voted “*for*” and Nil voted “*Against*” for tier-two level, the motion was carried; and
- (j) For Resolution 10, with 40,335,624 equivalents to 100.00% voted “*for*” and Nil voted “*Against*” for tier-one level and with 13,404,782 equivalents to 100.00% voted “*for*” and Nil voted “*Against*” for tier-two level, the motion was carried.

CLOSE OF MEETING

There being no other business, the Meeting closed at 11:45 a.m. with a vote of thanks to the Chair.

CONFIRMED

CHAIRMAN

Date: