

SOUTH MALAYSIA INDUSTRIES BERHAD

196901000152 (8482-D)
(Incorporated in Malaysia)

MINUTES OF THE 50TH ANNUAL GENERAL MEETING OF SOUTH MALAYSIA INDUSTRIES BERHAD CONDUCTED BY WAY OF A FULLY VIRTUAL MEETING VIA ONLINE MEETING PLATFORM @ [HTTPS://AGM.OMESTI.COM](https://agm.omesti.com) ON TUESDAY, 29TH DAY OF JUNE, 2021 AT 11:00 A.M.

- Present via live streaming : **DIRECTORS**
Dato' Dr Abdullah Bin Sepien
(Independent Non-Executive Chairman)
Mr. Leow Thang Fong
(Executive Director)
Tan Sri Datuk Seri Ismail Bin Yusof
(Independent Non-Executive Director)
Dato' Zainuddin Bin Yahya
(Independent Non-Executive Director)
Ms. Tan Siew Poh
(Non-Independent Non-Executive Director)
Puan Latifah Binti Abdul Latiff
(Independent Non-Executive Director)
- In Attendance : Ms Tan Siew Chin
(Company Secretary)
- Present via Live streaming : 4 members as per attendance sheet
6 proxies as per attendance sheet
- By invitation : Mr. Yeoh Aik Chuan
Ms. Lam Sook Funn
Mr. Ow Yew Choong
(External Auditors, UHY)

QUORUM

Dato' Chairman welcomed all the shareholders and proxies who participated in the meeting through live streaming and online remote voting via remote participation & electronic voting facilities.

Dato' Chairman informed the meeting that in order to adhere to the social distancing protocol strictly, the meeting was conducted on a fully virtual basis where all meeting participants including himself, board members, senior management and shareholders were required to participate in meeting online. This was to be in line with the Guidance Note on the conduct of General Meetings for Listed Issuers issued by Securities Commission Malaysia on 1 June 2021, to curb the spread of Covid-19.

Dato' Chairman reminded the shareholders and proxies that the AGM was strictly for the Company's shareholders and authorized representatives of corporate shareholders who have proxies registered to join the meeting remotely. As discussion that transpired in this AGM was deemed confidential and only for the knowledge of such relevant parties. As such, any visual or audio recording of this AGM was strictly prohibited.

At the start of the meeting, 4 shareholders and proxies logged in for the meeting using the remote platform. Dato' Chairman declared the meeting duly convened.

NOTICE OF MEETING

Dato' Chairman informed the meeting that the Notice convening this meeting, which was set out in the Annual Report 2020, had been sent out to all shareholders of the Company within the prescribed period.

The notice convening the meeting was taken as read.

PROXY

Dato' Chairman disclosed that the Company had received a total of 6 proxy forms from the shareholders representing a total of 44,498,550 who had appointed the Chairman of the meeting as their proxy to vote on their behalf and the shares representing 21.19% of the issued share capital of the Company.

VOTING BY POLL

Before the meeting proceeded, Dato' 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. Red Ape Solutions 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.

He further explained to the shareholder present that Ordinary Resolutions 1 to 8 require a simple majority of more than 50% votes and the Special Resolution requires 75% votes from those members participated virtually or by proxies and voting at the meeting.

Dato' Chairman encouraged the shareholders to participate at the AGM and the shareholders may ask question in real-time by submitting their questions anytime until the closure of Q&A session for each resolution via this meeting portal.

ORDINARY BUSINESS:

TO TABLE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS

Dato' Chairman informed the meeting that the first item on the agenda was to table the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors. There would be no voting on this item.

Dato' Chairman proceeded to table the following resolution:-

ORDINARY RESOLUTION 1 TO APPROVE THE DIRECTORS' FEES FOR THE PERIOD FROM 30 JUNE 2021 UNTIL THE NEXT AGM OF THE COMPANY

"THAT the payment of Directors' Fees up to RM450,000.00 to Non-Executive Directors of the Company and subsidiaries for the period from 30 June 2021 until the next AGM of the Company to be held in 2022, be and is hereby approved."

He also informed the shareholders that the interested director, Ms Tan Siew Poh had undertaken to abstain from voting in respect of this Resolution 1.

**ORDINARY RESOLUTION 2
TO APPROVE THE DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) TO NON-EXECUTIVE DIRECTORS FROM 30 JUNE 2021 UNTIL THE NEXT AGM OF THE COMPANY**

Dato' Chairman tabled the following proposed Resolution 2:-

"THAT the payment of Directors' Benefits (excluding Directors' Fees) up to an amount of RM33,000.00 payable to Non-Executive Directors for the period from 30 June 2021 until the next AGM of the Company in 2022, be and is hereby approved."

He also informed the shareholders that the interested director, Ms Tan Siew Poh had undertaken to abstain from voting in respect of this Resolution 2.

**ORDINARY RESOLUTION 3
TO RE-ELECT DATO' DR ABDULLAH BIN SEPIEN WHO IS RETIRING PURSUANT TO ARTICLE 86 OF THE COMPANY'S CONSTITUTION**

Dato' Chairman informed the shareholders that as he was the director retiring pursuant to Article 86 of the Company's Constitution, he thus proposed to elect Dato' Zainuddin Bin Yahya, an Independent Non-Executive Director of the Company to be the Chairman of the Meeting for this Resolution 3.

Dato' Zainuddin Bin Yahya took over the Chair and continued with the proceedings of the meeting.

"THAT Dato' Dr Abdullah Bin Sepien, who is retiring as director in accordance with Article 86 of be hereby re-elected to serve on the board of directors of the Company."

Having finished with this Resolution, Dato' Zainuddin passed the Chair back to Dato' Dr Abdullah Bin Sepien to continue with the rest of the Resolutions.

**ORDINARY RESOLUTION 4
TO RE-ELECT MR. LEOW THANG FONG WHO IS RETIRING PURSUANT TO ARTICLE 86 OF THE COMPANY'S CONSTITUTION**

Dato' Chairman tabled the following proposed Resolution 4:-

"THAT Mr. Leow Thang Fong, who is retiring as director in accordance with Article 86 of the Company's Constitution be hereby re-elected to serve on the board of directors of the Company."

**ORDINARY RESOLUTION 5
TO RE-APPOINT MESSRS UHY AS AUDITORS OF THE COMPANY, TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY, AT A REMUNERATION TO BE DETERMINED BY THE DIRECTORS**

Dato' Chairman tabled the following proposed Resolution 5:-

"THAT Messrs UHY be reappointed 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 of the Company."

SPECIAL BUSINESS

**ORDINARY RESOLUTION 6
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

Dato' Chairman explained that the special business for this meeting was to consider and if thought fit, to approve the authority to the directors to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company. As at the date of this meeting, no new shares had been issued pursuant to the mandate at the last annual general meeting.

He then tabled the following proposed Resolution 6:-

“THAT the directors of the Company be and are hereby authorized pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company, and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

**ORDINARY RESOLUTION 7
RETENTION OF DATO' DR ABDULLAH BIN SEPIEN AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

Dato' Chairman informed the shareholders that the Resolution 7 was relating to the retention of himself as Independent Non-Executive Director of the Company, hence he proposed to pass the Chair to Dato' Zainuddin for this Resolution 7.

Dato' Zainuddin took over the Chair and continued with the proceedings of the meeting.

The Chairman informed the shareholders that Dato' Dr Abdullah Bin Sepien who acts as Independent Non-Executive Directors have served for a cumulative term of more than 9 years.

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

He also informed the meeting that despite having served on the board as an Independent Director for more than 9 years, Dato' Dr Abdullah Bin Sepien had continued to act objectively in the best interest of the Company.

He then tabled the following proposed Resolution 7:-

“THAT Dato' Dr Abdullah Bin Sepien be and is hereby authorised to continue in office as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.”

Having finished with this Resolution, Dato' Zainuddin passed the Chair back to Dato' Dr Abdullah Bin Sepien to continue with the rest of the Resolution.

**ORDINARY RESOLUTION 8
RETENTION OF TAN SRI DATUK SERI ISMAIL BIN YUSOF AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

Dato' Chairman informed the shareholders that Tan Sri Datuk Seri Ismail Bin Yusof who acts as Independent Non-Executive Directors have served for a cumulative term of more than 9 years.

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

Dato' Chairman also informed the meeting that despite having served on the board as an

Independent Director for more than 9 years, Tan Sri Datuk Seri Ismail Bin Yusof had continued to act objectively in the best interest of the Company.

He then tabled the following proposed Resolution 8:-

“THAT Tan Sri Datuk Seri Ismail Bin Yusof be and is hereby authorised to continue in office as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.”

ANY OTHER MATTERS

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

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.

Dato' Chairman invited questions from shareholders via the meeting portal. It was informed that no questions were raised by the shareholders during the meeting.

POLL VOTING

Dato' Chairman informed the meeting on the conduct of poll voting and the voting session would be closed in 10 minutes and the counting of votes as well as the verification by independent scrutineer would take approximately 30 minutes. He then adjourned the meeting at 11:25 a.m. while waiting for the results of the poll.

POLL RESULTS

As informed by SC Lim, Ng & Co, the Independent Scrutineer that the polling results were available, Dato' Chairman resumed the meeting for the announcement of the poll results. Based on the poll results as set out in Appendix A which had been validated by Scrutineer, Dato' Chairman declared that all the resolutions were carried.

CONCLUSION

There being no other business, the meeting concluded at 11.50 am with a vote of thanks to the Chair.

CHAIRMAN

APPENDIX A

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| 50th Annual General Meeting |
| South Malaysia Industries Berhad |
| Tuesday, June 29th, 2021 at 11:00 AM Malaysia Time |
| Results on voting by poll |

| RESOLUTION (s) | Nos of Records | VOTE FOR | | Nos of Records | VOTE AGAINST | | TOTAL | |
|-----------------------|----------------|-------------|--------|----------------|--------------|------|-------------|-----|
| | | No of units | % | | No of units | % | No of units | % |
| Ordinary Resolution 1 | 9 | 44,418,750 | 100.00 | 1 | 2 | 0.00 | 44,418,752 | 100 |
| Ordinary Resolution 2 | 8 | 44,418,650 | 100.00 | 2 | 102 | 0.00 | 44,418,752 | 100 |
| Ordinary Resolution 3 | 10 | 44,418,752 | 100.00 | 0 | 0 | 0.00 | 44,418,752 | 100 |
| Ordinary Resolution 4 | 10 | 44,418,752 | 100.00 | 0 | 0 | 0.00 | 44,418,752 | 100 |
| Ordinary Resolution 5 | 10 | 44,418,752 | 100.00 | 0 | 0 | 0.00 | 44,418,752 | 100 |
| Ordinary Resolution 6 | 9 | 44,418,750 | 100.00 | 1 | 2 | 0.00 | 44,418,752 | 100 |
| Ordinary Resolution 7 | 10 | 44,418,752 | 100.00 | 0 | 0 | 0.00 | 44,418,752 | 100 |
| Ordinary Resolution 8 | 10 | 44,418,752 | 100.00 | 0 | 0 | 0.00 | 44,418,752 | 100 |



APPENDIX A

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| 50th Annual General Meeting |
| South Malaysia Industries Berhad |
| Tuesday, June 29th, 2021 at 11:00 AM Malaysia Time |
| Results on voting by poll - two tier |

| RESOLUTION (s) | Nos of Records | VOTE FOR | | Nos of Records | VOTE AGAINST | | TOTAL | |
|-------------------------------|----------------|-------------|--------|----------------|--------------|------|-------------|-----|
| | | No of units | % | | No of units | % | No of units | % |
| Tier 1 - Large Holders | | | | | | | | |
| Ordinary Resolution 7 | 1 | 19,548,750 | 100.00 | 0 | 0 | 0.00 | 19,548,750 | 100 |
| Ordinary Resolution 8 | 1 | 19,548,750 | 100.00 | 0 | 0 | 0.00 | 19,548,750 | 100 |
| Tier 2 - Other Holders | | | | | | | | |
| Ordinary Resolution 7 | 9 | 24,870,002 | 100.00 | 0 | 0 | 0.00 | 24,870,002 | 100 |
| Ordinary Resolution 8 | 9 | 24,870,002 | 100.00 | 0 | 0 | 0.00 | 24,870,002 | 100 |

