

HONG SENG CONSOLIDATED BERHAD
Registration No. 200101001581 (537337-M)
(Incorporated in Malaysia)

Minutes of the 21st Annual General Meeting of the Company conducted on fully virtual through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities via Vote2U provided by Agmo Digital Solutions Sdn Bhd in Malaysia at <https://web.vote2u.my> (Domain Registration No. with MYNIC – D6A471702) from the broadcast venue at Gate C, Level 2, No. 3, Jalan TP 2, Taman Perindustrian UEP, 47600 Subang Jaya, Selangor Darul Ehsan, Malaysia on Friday, 25 February 2022 at 4.00 p.m.

- Present : Dato’ Seri Teoh Hai Hin (Alternate Director : Ms Teoh Soon Han)
- Group Managing Director
Mr. Kenny Khaw Chuan Wah - Executive Director (In the Chair)
Mr. Lester Chin Kent Lake– Executive Director
Mr. Christopher Chan Hooi Guan - Executive Director
Mr. Leong Kam Soon - Independent Non-Executive Director
Tuan Ng Keok Chai - Independent Non-Executive Director
Mr. Yap Kien Ming - Independent Non-Executive Director
Members and Proxies logged-in to participate online at <https://web.vote2u.my>
- Absent with Apologies : Dato’ Mohamed Suffian Bin Awang
- Independent Non-Executive Chairman
- By Invitation : Invitees logged-in to participate online at <https://web.vote2u.my>
- In Attendance : Ms Seow Fei San - Company Secretary

CHAIRMAN

The Meeting was informed that Dato’ Mohamed Suffian Bin Awang had extended his apologies for not being able to attend today’s meeting due to an earlier commitment that he was unable to change and had appointed Mr. Kenny Khaw Chuan Wah (“**Mr. Kenny Khaw**”) to chair this 21st Annual General Meeting (“**AGM**”) of the Company (“**21st AGM**”).

Mr. Kenny Khaw (“**Chairman**”) presided as Chairman of the Meeting and welcomed the members and all others to the 21st AGM of the Company.

OPENING REMARKS

Before the Chairman began the proceedings of the 21st AGM, he informed that the Company had just concluded its 20th AGM and this AGM was the second AGM of today. At the 20th AGM, the members were briefed on the following reasons why the Company was holding 2 AGMs:-

- (a) Previously, when the Company’s financial year end was 31 March, the Company used to hold its AGMs in August/September and the last AGM prior to the change of financial year was held on 29 September 2020. With the change of financial year end from 31 March to 30 September, the Company was required to hold its AGM by 31 December 2021 as to fulfil the requirement of having AGM in every calendar year.

- (b) However, subsequent to the change of the Company's financial year end to 30 September last year, the Company foresee challenges to hold its AGM before 31 December 2021, thus, had made an application to the Companies Commission of Malaysia for an extension of time for the Company to hold its 2021 AGM.
- (c) On 12 April 2021, the Companies Commission of Malaysia granted its approval for an extension of time until 31 March 2022 for the Company to hold its 2021 AGM.
- (d) With the approval granted and for compliance with Section 340 of the Companies Act requiring a company to hold AGM in each calendar year, the Company therefore, would be holding 2 AGMs today i.e. 20th AGM for calendar year 2021 and 21st AGM for calendar year 2022.

Before the Chairman call the meeting to order, the members was informed that in light of the COVID-19 outbreak, governmental order and the encouragement of the Securities Commission of Malaysia, as well as in the best interest of public health and the health and safety of the Board of Directors of the Company ("**Board**"), employees and shareholders, the AGM would be conducted on fully virtual basis through live streaming and online remote voting using the Remote Participation and Voting ("**RPV**") facilities from the broadcast venue.

NOTICE

The notice convening the 21st AGM ("**Notice**") having been circulated earlier to all members, Bursa Malaysia Securities Berhad and Auditors in accordance with the Company's Constitution within the prescribed period was taken as read.

The Chairman also informed that the Notice had been advertised in New Straits Times on 27 January 2022. A notification letter from the Company which contains information and administrative guide pertaining to the meeting had been sent to all eligible members. The Company had also disseminated the Notice through announcement to Bursa Malaysia Securities Berhad and posted the same on the Company's corporate's website.

INTRODUCTION OF BOARD MEMBERS, MANAGEMENT AND ETC.

The Chairman then introduced to the Meeting, the Board Members, both present at the broadcast venue as well as those present remotely / virtually.

The Meeting was informed that the Company had appointed Agmo Digital Solutions Sdn. Bhd. ("**Agmo**") as the poll administrator and Aegis Communication Sdn. Bhd. as independent scrutineer to verify the poll result at today's AGM.

QUORUM

Upon confirming the presence of the requisite quorum, the Chairman called the meeting to order.

MEETING INTRODUCTION

The Meeting was informed that the proposed ordinary resolutions 1 to 6 tabled at this AGM required a simple majority vote of the members who were entitled to vote in person or by proxy whilst special resolution 1 required not less than 75% of the total voting rights of the members who were entitled to vote in person or by proxy. With the RPV facilities via Vote2U provided by Agmo, members may exercise their right as a member or proxy of the Company to pose questions to him or the Board and vote remotely at the AGM in the comfort of their location.

The Chairman also informed that he would first take the members through the items in the Agenda. Thereafter, the Board would respond to the questions transmitted by members and proxies during this Meeting. The members and proxies can rely on real time submission of typed texts to exercise their rights to speak or communicate in a virtual meeting and the Board would via the broadcast announce the question(s) and then answer the question(s) accordingly.

To facilitate the remote voting via the Vote2U, the Chairman invited representative of Agmo to share a short video on the voting procedure and how to raise questions at the meeting through the Vote2U facilities.

The Chairman then proceeded with the business of the meeting and informed that sufficient time would be allocated for members to cast their votes after dealing with all businesses of today's meeting.

The Chairman then proceeded with the business of the meeting.

**1. AGENDA ITEM NO. 1
ORDINARY RESOLUTION 1 - TO APPROVE PAYMENT OF DIRECTORS' FEES**

The first agenda of this AGM was to consider the proposed payment of Directors' fees to the Non-Executive Directors. It was proposed that the Directors' fees of up to RM300,000 be paid to the Non-Executive Directors for their services as Directors with effect from 26 February 2022 until the next AGM.

As guided by the Malaysian Code on Corporate Governance, the Chairman informed that Directors who had interest in this resolution and were members of the Company would abstain from voting for this resolution.

The following motion was then put to the members, to be voted by poll after the Q&A session:-

"THAT the Directors be and are hereby authorised to pay Directors' fees of up to RM300,000 to the non-executive directors of the Company for their services from 26 February 2022 until the next annual general meeting of the Company."

**2. AGENDA ITEM NO. 2
ORDINARY RESOLUTIONS 2 AND 3 - RE-ELECTION OF DIRECTORS**

The Chairman informed that agenda item no. 2 was to consider the re-election of Directors, the Directors subject to retirement in accordance with the Constitution of the Company were:-

- (i) Mr. Kenny Khoo Chuan Wah (Article 107);
- (ii) Tuan Ng Keok Chai (Article 107); and
- (iii) Dato' Mohamed Suffian Bin Awang (Article 100),

and the said Directors, unless they were re-elected, should retire at the conclusion of this AGM.

The following matters were then highlighted to the Meeting:-

- (i) Article 107(1)(b) of the Company's Constitution provided that one-third of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company provided always that all Directors, shall retire from office once at least in each three years but shall be eligible for re-election at the AGM. A Director retiring at the AGM shall retain office until the close of the meeting. Pursuant to Article 107, two (2) Directors would be retiring at this AGM and they were Mr. Kenny Khaw and Tuan Ng Keok Chai.
- (ii) Article 100 of the Company's Constitution stated that any Director so appointed on the Board either to fill a casual vacancy or as an addition to the Board shall hold office until the conclusion of the first AGM after their appointment but shall be eligible for re-election at the AGM. Pursuant to Article 100, Dato' Mohamed Suffian, who was appointed on the Board after last AGM would be retiring at this AGM.
- (iii) All Directors retiring under this agenda item were eligible for re-election and had offered themselves for re-election.
- (iv) With regard to the retirement of Dato' Mohamed Suffian Bin Awang, as Dato' Mohamed Suffian bin Awang was re-appointed to the Board effective immediately after the conclusion of the 20th AGM of the Company held earlier of the day, the resolution pertaining to his re-election as Director of the Company was not in the agenda of today's meeting. Therefore, Dato' Mohamed Suffian bin Awang would retire at the conclusion of the 21st AGM, in accordance with Article 100 of the Constitution of the Company. The Board had ahead of this AGM agreed to re-appoint Dato' Mohamed Suffian Bin Awang as Chairman of the Board effective immediately upon conclusion of the 21st AGM. Relevant announcement pertaining to his re-appointment would be made to Bursa Malaysia Securities Berhad accordingly.

In view of the above, the following motions were put to the Meeting, to be voted by poll after the Q&A session:-

2.1 ORDINARY RESOLUTION 2 - RE-ELECTION OF KENNY KHOW CHUAN WAH

"THAT Kenny Khaw Chuan Wah retiring pursuant to Article 107(1)(b) of the Company's Constitution, be and is hereby re-elected as Director of the Company."

2.2 ORDINARY RESOLUTION 3 - RE-ELECTION OF NG KEOK CHAI

"THAT Ng Keok Chai retiring pursuant to Article 107(1)(b) of the Company's Constitution, be and is hereby re-elected as Director of the Company."

**3. AGENDA ITEM NO. 3
ORDINARY RESOLUTION 4 - APPOINTMENT OF AUDITORS**

The Meeting then proceeded to consider the re-appointment of Grant Thornton Malaysia PLT as Auditors of the Company.

The following motion was then put to the Meeting, to be voted by poll after the Q&A session:-

"THAT Grant Thornton Malaysia PLT be and are hereby appointed auditors of the Company to hold office until the conclusion of the next annual general meeting and that the Directors be and are hereby authorised to determine their remuneration."

**4. AGENDA ITEM NO. 4
ORDINARY RESOLUTIONS 5 & 6 AND SPECIAL RESOLUTION 1**

The meeting continued to consider Ordinary Resolutions 5 & 6 and Special Resolution 1 in relation to the following subject matters:-

- (i) Ordinary Resolution 5 - Authority to Allot Shares;
- (ii) Ordinary Resolution 6 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("**Proposed Shareholders' Mandate**"); and
- (iii) Special Resolution 1 – Amendments to the Company's Constitution.

The above proposals were put to the Meeting for consideration:-

(A) ORDINARY RESOLUTION 5 - AUTHORITY TO ALLOT SHARES

The Meeting then proceeded to consider the proposal to give authority to the Directors to allot shares not more than 10% of the total number of issued shares of the Company as set out in the Notice.

After briefing the Meeting on the purpose of the proposed resolution and with the permission of the Meeting, the Chairman declared that the Ordinary Resolution 5 as set out in the Notice to be taken as read. The said motion, detailed hereunder was then put to the meeting for consideration and to be voted by poll after the Q&A session:-

"THAT subject always to the Companies Act 2016 ("**Act**") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Act, to allot shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being."

(B) ORDINARY RESOLUTION 6 - PROPOSED SHAREHOLDERS' MANDATE

The Chairman informed that the details on the Proposed Shareholders' Mandate were set out in the Circular to Shareholders dated 27 January 2022, which was dispatched to the members together with the Notice.

With the permission of the Meeting, the Chairman then declared that the Ordinary Resolution 6 as set out in the Notice be taken as read. The said motion, detailed hereunder was then put to the meeting for consideration and to be voted by poll after the Q&A session:-

"THAT, subject to the Companies Act 2016 ("**Act**"), the Constitution of the Company and the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries ("**Hong Seng Group**") to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group ("**Related Parties**") as specified in Section 2.2.2 of the Circular to Shareholders dated 27 January 2022 in relation to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("**Recurrent RPTs**") provided that such transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
 - (ii) necessary for the day-to-day operations;
 - (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
 - (iv) are not to the detriment of the minority shareholders,
- (“**RRPT Mandate**”).

AND THAT such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) the authority is revoked or varied by ordinary resolution passed by the shareholders in general meeting; or

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate.”

(C) SPECIAL RESOLUTION 1 – PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

The last resolution for today’s meeting was to consider the proposed amendments to the Constitution of the Company. A copy of the proposed amendments to the Constitution were set out in Appendix A attached to the Company’s Annual Report 2021.

The Meeting was informed that the proposed amendments to the Constitution of the Company were for compliance with the recent enhancement in the Malaysian Code on Corporate Governance pertaining to the tenure of independent directors.

The following motion was then put to the Meeting, to be voted by poll after the Q&A session:-

“THAT the amendments to the Constitution of the Company in the manner detailed in ‘Appendix A’ to the Annual Report 2021 be and are hereby approved.”

A copy of the said ‘Appendix A’ is attached hereto in the minutes as Appendix A for record purposes.

5. AGENDA ITEM NO. 5

The last item on the agenda for the meeting was to transact any other business of which due notices shall have been received in accordance with the Companies Act 2016. The Meeting was informed that no notice of any other business for transacting at the meeting was received.

6. QUESTION AND ANSWER SESSION

The Meeting then proceeded to the Q&A session. A summary of the key matters discussed at this AGM would be published in the Company's corporate website in accordance with the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

7. TAKING OF POLL AND ANNOUNCEMENT OF RESULT

Upon the conclusion of the Q&A session, the Chairman requested the members and proxies to cast their votes remotely.

After 5 minutes, the Chairman announced that the remote voting had ended and informed the members that the meeting would be adjourned immediately to facilitate counting of votes.

The meeting resumed at 4.27 p.m. upon completion of counting of votes. The poll results as per Appendix B was then announced to the Meeting.

Based on the tabulation of results, the Chairman then declared that all the resolutions tabled at this meeting were carried.

CLOSURE

There being no further business, the meeting closed at 4.28 p.m. with a vote of thanks to the Chairman.

CONFIRMED TRUE AND CORRECT

**KENNY KHOW CHUAN WAH
CHAIRMAN OF THE MEETING**

Dated: 23 March 2022

DETAILS OF THE PROPOSED AMENDMENTS TO THE CONSITUTION OF THE COMPANY

It is proposed that the Articles of Association of the Company be amended in the following manner:

Article 107 (2)

THAT the existing Article 107 (2) which reads as follows:

‘The independent director, as defined by the Listing Requirements, shall be subject to:-

- (a) Annual re-appointment by the Members at annual general meeting by way of an ordinary resolution, if he has served for a cumulative term of nine (9) years; and
- (b) Annual re-appointment by the Members at annual general meeting by ordinary resolution through a two-tier voting process as recommended by the Malaysian Code on Corporate Governance if he has served for a cumulative term of beyond twelve (12) years.’

be and is hereby amended by deleting Article 107(2) in its entirety and substituted with a new Article 107(2) which read as follows:

‘The independent director, as defined by the Listing Requirements, shall be subject to:-

- (a) Annual re-appointment by the members at annual general meeting by ordinary resolution through a two-tier voting process as recommended by the Malaysian Code on Corporate Governance if he has served for a cumulative term of beyond nine (9) years; and
- (b) Redesignation to non-independent director should the said director continue to serve on the Board for a cumulative term of beyond twelve (12) years.’

Hong Seng Consolidated Berhad
 (200101001581 (537337-M))
 Gate C, 2nd Floor, No 3, Jalan TP 2, Taman Perindustrian UEP, 47600 Subang Jaya, Selangor Darul Ehsan, Malaysia

Hong Seng Consolidated Berhad - 21st Annual General Meeting
 25/02/2022 16:00:00

Result On Voting

Resolutions	Title	Voted For			Voted Against			Total			Result
		No of Units	%	No of Shareholders	No of Units	%	No of Records	No of Units	%	No of Shareholders	
ORDINARY	Ordinary Resolution 1	1,521,825,664	99.99959	72	6,205	0.00041	3	1,521,831,869	100	75	CARRIED
ORDINARY	Ordinary Resolution 2	1,521,825,764	99.99959	73	6,205	0.00041	3	1,521,831,969	100	76	CARRIED
ORDINARY	Ordinary Resolution 3	1,520,945,264	99.94173	69	886,705	0.05827	7	1,521,831,969	100	76	CARRIED
ORDINARY	Ordinary Resolution 4	1,521,831,964	100	75	5	0	1	1,521,831,969	100	76	CARRIED
ORDINARY	Ordinary Resolution 5	1,521,831,952	100	73	17	0	3	1,521,831,969	100	76	CARRIED
ORDINARY	Ordinary Resolution 6	1,169,815,552	100	67	17	0	3	1,169,815,569	100	70	CARRIED
SPECIAL	Special Resolution 1	1,521,831,964	100	75	5	0	1	1,521,831,969	100	76	CARRIED

