

# MINDA GLOBAL BERHAD

[Registration No. 201601039044 (1209985-V)]

(Incorporated in Malaysia)

MINUTES OF THE FIFTH (5<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE COMPANY HELD AT LECTURE HALLS 3 AND 4 LEVEL 4, ACADEMIC BLOCK, UNIVERSITY OF CYBERJAYA CAMPUS, PERSIARAN BESTARI, CYBER 11, 63000 CYBERJAYA, SELANGOR DARUL EHSAN, ON TUESDAY, 28 JUNE 2022 AT 11.30 A.M.

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**PRESENT** : **Members of the Board**  
General Tan Sri Dato' Seri Shahrom Bin Dato' Hj. Nordin (Rtd.) (*Chairman*)  
Maha Ramanathan Palan  
Tan Sri Dato' Dr Palaniappan A/L Ramanathan Chettiar  
Tan Sri Datuk (Dr.) Rafiah Binti Salim  
Tan Sri Datuk Wira Dr. Mohd Shukor Bin Mahfar  
Dato' Tan Choon Hwa @ Esther Tan Choon Hwa

**IN ATTENDANCE** : **Shareholders and Proxies**  
As per Attendance List attached

: **Company Secretary**  
Ms. Wong Youn Kim

## 1. CHAIRMAN

1.1 The Chairman, General Tan Sri Dato' Seri Shahrom Bin Dato' Hj. Nordin (Rtd.) took the Chair and extended a warm welcome to all present at the Fifth Annual General Meeting of the Company.

## 2. QUORUM

2.1 The requisite quorum being present as confirmed by the Company Secretary, Tan Sri Chairman declared the meeting duly convened at 11.30 a.m.

## 3. NOTICE OF MEETING

3.1 The notice convening the meeting has been sent to all the shareholders of the Company in accordance with the Company's Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and the notice of meeting having been circulated was taken as read. This was duly seconded by Mr. Poravi A/L S P Sithambaram Pillay.

## 4. PRESENTATION ON GROUP PERFORMANCE

4.1 Before calling the meeting to order, Mr. Maha Ramanathan Palan presented to the shareholders the Group Performance as annexed herewith and marked Appendix "I".

4.2 Before proceeding with the first item of the agenda, Tan Sri Chairman invited the Company Secretary to explain the proceedings of the meeting and the voting procedures.

4.3 The Company Secretary informed that the business to be transacted at the meeting involved the moving and passing of five (5) proposed Resolutions which require a vote by simple majority of the members or their proxies present to approve. Pursuant to Paragraph 8.29A of the MMLR, all resolutions set out in the notice of any general meeting would be voted by way of poll.

- 4.4 The Company Secretary further informed that a proposer and a seconder is required for each motion before putting it to vote and the poll for the proposed resolutions would be taken at the end of the meeting.

**5. PRESENTATION ON ISSUES RAISED FROM MINORITY SHAREHOLDERS WATCH GROUP**

Tan Sri Chairman informed that the Company had received a letter from the Minority Shareholders Watch Group (“MSWG”) dated 21 June 2022 and had raised issues on operational, financial, and corporate governance matters.

Mr. Leong presented to the shareholders the issues raised by the MSWG and the clarification from the Company as annexed herewith and marked Appendix II.

**ORDINARY BUSINESS :**

**5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS**

- 5.1 The first item on the Agenda was to receive the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors.

- 5.2 Tan Sri Chairman invited questions from the shareholders regarding the Audited Financial Statements.

- 5.3 As there were no further questions, Tan Sri Chairman informed that the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors were taken as laid before the meeting pursuant to Section 340(1)(a) of the Companies Act 2016.

**6. PAYMENT OF DIRECTORS’ FEES AND MEETING ALLOWANCES PAYABLE TO THE NON-EXECUTIVE DIRECTORS FROM 30 JUNE 2022 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY – RESOLUTION 1**

- 6.1 Ordinary Resolution 1 – Payment of Directors’ fees to Non-Executive Directors of RM5,000.00 per month for the Chairman of the Board and RM4,000.00 per month for other Directors of the Company.

Further to approve the proposed revised meeting allowance of RM1,000.00 payable to the Chairman of the Board, the Board Committee and Annual General Meeting and/or Extraordinary General Meeting for each meeting he or she attended and meeting allowance of RM500.00 for each meeting payable to other Directors of the Company for attending the Board meetings, the Board Committee meetings and Annual General Meeting and/or Extraordinary General Meeting.

- 6.2 Upon Ordinary Resolution 1 being duly proposed by Ms. Ow Yin Lee and seconded by Ms. Nurul Atiqah, the motion to approve the payment of Directors’ fees and meeting allowances payable to Non-Executive Directors from 30 June 2022 until the conclusion of the next Annual

General Meeting would be voted by way of poll.

**7. RE-ELECTION OF MAHA RAMANATHAN PALAN IN ACCORDANCE WITH CLAUSE 103 OF THE COMPANY'S CONSTITUTION – RESOLUTION 2**

7.1 Ordinary Resolution 2 – Re-election of Mr. Maha Ramanathan Palan as Director of the Company pursuant to Clause 103 of the Company's Constitution was tabled before the meeting.

7.2 Upon Ordinary Resolution 2 being duly proposed by Mr. Poravi A/L S P Sithambaram Pillay and seconded by Mr. Murugappan Kalaimani, the motion to re-elect Mr. Maha Ramanathan Palan as Director of the Company pursuant to Clause 103 of the Company's Constitution would be voted by way of poll.

**8. RE-ELECTION OF TAN SRI DATUK (DR.) RAFIAH BINTI SALIM IN ACCORDANCE WITH CLAUSE 103 OF THE COMPANY'S CONSTITUTION – RESOLUTION 3**

8.1 Ordinary Resolution 3 – Re-election of Tan Sri Datuk (Dr.) Rafiah Binti Salim as Director of the Company pursuant to Clause 103 of the Company's Constitution was tabled before the meeting.

8.2 Upon Ordinary Resolution 3 being duly proposed by Mr. Poravi A/L S P Sithambaram Pillay and seconded by Ms. Ow Yin Lee, the motion to re-elect Tan Sri Datuk (Dr.) Rafiah Binti Salim as Director of the Company pursuant to Clause 103 of the Company's Constitution would be voted by way of poll.

**9. RE-APPOINTMENT OF MESSRS BAKER TILLY MONTEIRO HENG PLT AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION – RESOLUTION 4**

9.1 Ordinary Resolution 4 – Re-appointment of Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration was tabled before the meeting. The retiring Auditors have indicated their willingness to continue in office.

9.2 Upon Ordinary Resolution 4 being duly proposed by Mr. Poravi A/L S P Sithambaram Pillay and seconded by Mr. Murugappan Kalaimani, the motion to re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company for the ensuing financial year at a remuneration to be fixed by the Directors would be voted by way of poll.

**SPECIAL BUSINESS**

**10. AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 – RESOLUTION 5**

10.1 Ordinary Resolution 5 – Authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 was tabled before the meeting.

10.2 Upon Ordinary Resolution 5 being duly proposed by Mr. Poravi A/L S P Sithambaram Pillay and seconded by Mr. Murugappan Kalaimani, the motion to authorise the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 would be voted by way of poll.

**11. ANY OTHER BUSINESS**

- 11.1 Tan Sri Chairman informed the shareholders that the Company did not receive any notice to transact any other business.
- 11.2 The meeting then proceeded with the poll for the Resolutions as set out in the Notice of 5<sup>th</sup> Annual General Meeting and Tan Sri Chairman called upon the Share Registrar to brief the shareholders on the polling procedures.
- 11.3 The Share Registrar, Boardroom Share Registrars Sdn Bhd was the Poll Administrator conducting the polling process and Niche & Milestones International Sdn Bhd was the appointed Scrutineer to verify the poll results.
- 11.4 The Share Registrar then briefed all present at the meeting on the polling procedures which was conducted by way of manual polling.

**12. ADJOURNMENT OF MEETING FOR POLL VOTING**

- 12.1 The meeting was adjourned at 11.45 a.m. for the poll voting to commence immediately.

**13. RE-CONVENING OF MEETING AND ANNOUNCEMENT OF RESULTS**

- 13.1 The meeting was re-convened at 12.10 p.m. for the announcement of the results of the poll voting by Tan Sri Chairman.
- 13.2 The results of the poll were as follows:

Ordinary Resolutions	Votes For		Votes Against		Votes Abstain	Total Votes		Results
	No. of Shares	%	No. of Shares	%	No. of Shares	No. of Shares	%	
Resolution 1	726,895,614	100.00	-	-	-	726,895,614	100.00	Carried
Resolution 2	726,895,614	100.00	-	-	-	726,895,614	100.00	Carried
Resolution 3	726,895,614	100.00	-	-	-	726,895,614	100.00	Carried
Resolution 4	726,895,614	100.00	-	-	-	726,895,614	100.00	Carried
Resolution 5	726,895,614	100.00	-	-	-	726,895,614	100.00	Carried

- 13.3 Tan Sri Chairman declared that all the five (5) Resolutions as set out in the Notice of 5<sup>th</sup> Annual General Meeting were approved by the shareholders as follows :

**Resolution 1**

**THAT** the payment of Directors' fees to Non-Executive Directors RM5,000.00 per month for the Chairman of the Board and RM4,000.00 per month for other Directors of the Company with effect from 30 June 2022 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved.

**THAT** the meeting allowance of RM1,000.00 payable to the Chairman of the Board, the Board Committee and Annual General Meeting and/or Extraordinary General Meeting for each

meeting he or she attended and meeting allowance of RM500.00 for each meeting payable to other Directors of the Company for attending the Board meetings, the Board Committee meetings, and Annual General Meeting and/or Extraordinary General Meeting be and is hereby approved.

**Resolution 2**

**THAT** Mr. Maha Ramanathan Palan who retires pursuant to Clause 103 of the Company's Constitution be and is hereby re-elected as Director of the Company.

**Resolution 3**

**THAT** Tan Sri Datuk (Dr.) Rafiah Binti Salim who retires pursuant to Clause 103 of the Company's Constitution be and is hereby re-elected as Director of the Company.

**Resolution 4**

**THAT** Messrs Baker Tilly Monteiro Heng PLT who have indicated their willingness to continue in office as Auditors of the Company be and are hereby re-appointed as Auditors of the Company for the ensuing year at a remuneration to be fixed by the Directors.

**Resolution 5**

**THAT** subject always to the Companies Act 2016, Constitution of the Company, Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time and 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 20% of the total number of issued shares of the Company at the time of issue **AND THAT** the Directors be and are also empowered to obtain all necessary approvals from the relevant authorities for the issuance and listing of and quotation for the additional shares so issued on Bursa Securities **AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

**14. CLOSE OF MEETING**

14.1 The meeting closed at 12.15 p.m. with a vote of thanks to the Chair.

**CONFIRMED AS THE CORRECT RECORD  
OF THE PROCEEDINGS THEREAT**

  
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**GENERAL TAN SRI DATO' SERI MOHD  
SHAHROM BIN DATO' HJ NORDIN  
CHAIRMAN**