

# CYBERJAYA EDUCATION GROUP BERHAD

Registration No. 201601039044 (1209985-V)  
(Incorporated in Malaysia)

**MINUTES OF THE EIGHTH ANNUAL GENERAL MEETING ("8<sup>TH</sup> AGM" OR "THE MEETING") OF CYBERJAYA EDUCATION GROUP BERHAD ("CYBER" OR "THE COMPANY") HELD AT GRAND HALL, LEVEL 4, ACADEMIC BLOCK, UNIVERSITY OF CYBERJAYA CAMPUS, PERSIARAN BESTARI, CYBER 11, 63000 CYBERJAYA, SELANGOR DARUL EHSAN ON TUESDAY, 9 DECEMBER 2025 AT 11.00 A.M.**

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**PRESENT** : **Board of Directors**  
General Tan Sri Dato' Seri Dr. Mohd Shahrom Bin Dato' Hj. Nordin (Rtd.)  
(Independent Non-Executive *Chairman*)  
  
Tan Sri Dato' Dr. Palaniappan A/L Ramanathan Chettiar  
(Non-Independent Non-Executive Director)  
  
Mr. Maha Ramanathan Palan  
(Group Managing Director)  
  
Tan Sri Datuk (Dr.) Rafiah Binti Salim  
(Senior Independent Non-Executive Director)  
  
Tan Sri Datuk Wira Dr. Hj. Mohd Shukor Bin Hj. Mahfar  
(Independent Non-Executive Director)  
  
Dato' Tan Choon Hwa @ Esther Tan Choon Hwa  
(Independent Non-Executive Director)  
  
Dato' Roslina Binti Zainal  
(Independent Non-Executive Director)  
  
**Members and Proxies**  
As per Attendance List

**IN ATTENDANCE** : Ms. Lim Li Heong  
(Company Secretary)

**BY INVITATION** : As per Attendance List

## **1. CHAIRMAN**

- 1.1 General Tan Sri Dato' Seri Dr. Mohd Shahrom Bin Dato' Hj. Nordin (Rtd.) ("**Tan Sri Chairman**"), the Chairman of the Board of Directors ("**Board**") who presided as the Chairman of the Meeting, welcomed all members, proxies and invitees to the 8<sup>th</sup> AGM of the Company.

## **2. INTRODUCTION**

- 2.1 Tan Sri Chairman proceeded to introduce the members of the Board, Group Chief Financial Officer, Company Secretary, representatives from Messrs Baker Tilly Monteiro Heng PLT, the external auditors, who were all present at the Meeting.

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### **3. QUORUM**

- 3.1 Upon confirmation from the Company Secretary that the requisite quorum was present in accordance with Clause 81 of the Company's Constitution, Tan Sri Chairman declared the Meeting duly convened at 11.00 a.m.

### **4. NOTICE OF MEETING**

- 4.1 The notice convening the Meeting dated 31 October 2025, which had been previously circulated to all members and advertised in the newspaper within the prescribed period, was taken as read with the permission of the Meeting.

### **5. PRESENTATION BY THE GROUP MANAGING DIRECTOR**

- 5.1 Before proceeding with the formal agenda, Tan Sri Chairman invited the Group Managing Director, Mr. Maha Ramanathan Palan ("**Mr. Maha**"), to present an overview of the Group's performance and key achievements for the financial year under review.
- 5.2 Mr. Maha delivered a comprehensive presentation covering the Group's operational and financial highlights, together with its key strategic priorities. He remarked that the year under review marked a period of sustained growth and transformation, notwithstanding the challenges within the operating environment.
- 5.3 He reiterated the Group's commitment to delivering high-quality, accessible and equitable education, noting that Cyberjaya Education Group Berhad has evolved into one of Malaysia's leading private education providers, with a distinctive focus on health sciences education.
- 5.4 Mr. Maha provided an overview of the Group's institutional portfolio, highlighting its comprehensive nationwide presence, through core institutions including the University of Cyberjaya, Asia Metropolitan University, Cyberjaya College Kuching, Cyberjaya College Kota Kinabalu, Cyberjaya College Central Kuching, Cyberjaya College Central, as well as the Oxbridge Language Centre and SMR HR Group. He noted the Group's expanding regional and international footprint, with students from over 73 countries.
- 5.5 In terms of financial performance, Mr. Maha reported that the Group achieved an all-time high revenue of approximately RM174 million, nearly double its revenue at the time of listing. This was accompanied by a 47% growth in profit after tax, with all key subsidiaries now operating profitably. He further noted that net cash from operating activities increased by 16% to RM51.7 million, reflecting a continued improvement in the Group's cash-generation capability.
- 5.6 Operationally, Mr. Maha briefed that student enrolment continued to expand at a healthy pace, recording an impressive 21% year-on-year growth and maintaining CAGR of 13% since 2019. He highlighted that the Group continued to move up the value chain through strategic pricing while maintaining its commitment to educational accessibility and equitability.
- 5.7 He informed the Meeting that the University of Cyberjaya is now officially world-ranked and placed within the top 450 institutions in the QS Asia University Rankings. Additionally, the University was recognised in the Times Higher Education Impact Rankings, marking important achievements for a relatively young institution.

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- 5.8 He further briefed that the Group continued to reinvest in strategic infrastructure to support sustainable growth. Over the past 12 months, this included investments of RM5.4 million in purpose-built student infrastructure in Borneo, RM4.5 million for the expansion of the Sarawak campus footprint, and RM8.0 million collectively for specialised teaching and learning facilities as well as the modernisation of shared learning and student experience spaces at the University of Cyberjaya. In line with the Group's improving financial performance, the Company declared its first dividend of approximately RM1.1 million, representing approximately 7% of profit after tax.
- 5.9 Looking ahead, Mr. Maha outlined the Group's strategic priorities for the next 12 to 36 months under the theme "Building for the Future." He highlighted a strong focus on talent development and retention, including upskilling the current talent pool, strengthening research capability and industry partnerships, and developing targeted leadership pipelines. Parallel to this, the Group will continue to invest in its physical infrastructure to accommodate growing demand, with emphasis on modern, student-centric facilities and enhancements to campus spaces and experience. He further stated that the Group will prioritise enhancing efficiency and advancing digitalisation across operations, including a review of key processes and investments to improve system integration and overall service delivery. He concluded by thanking shareholders for their continued support, acknowledging that it has been instrumental to the Group's progress.

## **6. PROCEDURES FOR MEETING**

- 6.1 Tan Sri Chairman thanked Mr. Maha for the comprehensive presentation. He then informed the Meeting that, in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the Meeting would be voted on by way of poll. He explained that polling would be conducted upon the conclusion of the deliberation of all agenda items.
- 6.2 To ensure a smooth and orderly proceeding, Tan Sri Chairman further informed that a Question and Answer ("Q&A") session would be held after all items on the agenda had been tabled, during which the Board would address queries from the shareholders.
- 6.3 Tan Sri Chairman then proceeded to table the agendas of the Meeting as follows:

### **AS ORDINARY BUSINESS**

## **7. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

- 7.1 The first item on the agenda was to receive the Audited Financial Statements of the Company for the financial year ended 30 June 2025, together with the Reports of the Directors and Auditors thereon.
- 7.2 Tan Sri Chairman informed the Meeting that, pursuant to Section 340(1)(a) of the Companies Act 2016, the Audited Financial Statements and the Reports of the Directors and Auditors are required to be laid before the Company at the Annual General Meeting. He further clarified that this agenda item was for discussion purposes only and did not require a vote by the shareholders.

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**8. ORDINARY RESOLUTION 1**

**PAYMENT OF DIRECTORS' FEES AND MEETING ALLOWANCES TO THE INDEPENDENT NON-EXECUTIVE DIRECTORS FROM 10 DECEMBER 2025 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING**

8.1 Ordinary Resolution 1 sought shareholders' approval for the payment of Directors' fees and meeting allowances to the Independent Non-Executive Directors from 10 December 2025 until the conclusion of the next Annual General Meeting of the Company.

8.2 In accordance with the recommendation of the Board, the following motion was tabled for consideration:

“**THAT** the payment of Directors' fees of up to RM75,000 per annum to the Independent Non-Executive Chairman, and Directors' fees of up to RM60,000 per annum per Independent Non-Executive Director from 10 December 2025 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved.

**THAT** the payment of meeting allowances of up to RM1,500 per meeting per person payable to the Chairman of the Board and Chairmen of the Board Committees, and up to RM1,200 per meeting per person payable to the Independent Non-Executive Directors and members of the Board Committees, from 10 December 2025 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved.”

**9. ORDINARY RESOLUTION 2**

**RE-ELECTION OF TAN SRI DATUK (DR.) RAFIAH BINTI SALIM PURSUANT TO CLAUSE 103 OF THE COMPANY'S CONSTITUTION**

9.1 The Meeting noted that in accordance with Clause 103 of the Company's Constitution, Tan Sri Datuk (Dr.) Rafiah Binti Salim retired by rotation and being eligible, had offered herself for re-election.

9.2 The following motion on Ordinary Resolution 2 was then tabled for consideration:

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

**10. ORDINARY RESOLUTION 3**

**RE-ELECTION OF MR. MAHA RAMANATHAN PALAN PURSUANT TO CLAUSE 103 OF THE COMPANY'S CONSTITUTION**

10.1 The Meeting further noted that pursuant to Clause 103 of the Company's Constitution, Mr. Maha Ramanathan Palan also retired by rotation and being eligible, had offered himself for re-election.

10.2 Accordingly, the following motion on Ordinary Resolution 3 was tabled for consideration:

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

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**11. ORDINARY RESOLUTION 4**

**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**

11.1 The Meeting proceeded to consider the re-appointment of Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company for the ensuing financial year and to authorise the Directors to fix their remuneration. Tan Sri Chairman informed the Meeting that the Auditors had expressed their willingness to continue in office.

11.2 The following motion on Ordinary Resolution 4 was then tabled for consideration:

“**THAT** Messrs Baker Tilly Monteiro Heng PLT be and are hereby re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting and the Directors be and are hereby authorised to fix their remuneration.”

**AS SPECIAL BUSINESS**

**12. ORDINARY RESOLUTION 5**

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

12.1 Tan Sri Chairman tabled the fifth item on the Agenda, which pertained to the authority for the Directors to allot and issue shares of up to ten per centum (10%) of the total number of issued shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

12.2 He explained that this mandate, if approved, would provide the Directors with the flexibility to issue shares for purposes such as fund-raising, working capital, investments, or acquisitions, without the need to convene a separate general meeting.

12.3 The following motion on Ordinary Resolution 5 was tabled for consideration:

“**THAT** subject always to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company's Constitution and the approvals of the relevant regulatory authorities (if required), the Directors of the Company be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and issue shares in the capital of the Company from time to time, at such price, upon such terms and conditions and for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued pursuant to this resolution, when aggregated with the total number of such shares issued during the preceding 12 months does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being.

**THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.

**THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is the earlier, unless revoked or varied by an ordinary resolution of the Company at general meeting.

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**AND THAT** pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 64 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares in the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016."

**13. ORDINARY RESOLUTION 6  
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT  
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE  
("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")**

- 13.1 The final item on the agenda was to seek shareholders' approval for the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate"). The details and rationale for the proposal were set out in the Circular to Shareholders dated 31 October 2025.
- 13.2 It was noted that the Interested Directors and Interested Major Shareholders, as well as persons connected with them, including their proxies, will abstain from voting in respect of their direct or indirect shareholdings pertaining to the Ordinary Resolution 6 at the Meeting.
- 13.3 Accordingly, the following Ordinary Resolution 6 was tabled for consideration:

**"THAT** pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("**Group**") to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.5 of the Circular to Shareholders dated 31 October 2025 provided that such transactions are:

- (i) necessary for the Group's day-to-day operations;
- (ii) undertaken in the ordinary course of business at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and
- (iii) not detrimental to the interest of the minority shareholders of the Company.

**THAT** the authority conferred by such mandate shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless the authority is renewed by a resolution passed at the next Annual General Meeting of the Company; or
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) the mandate is revoked or varied by a resolution passed by the shareholders of the Company in a general meeting before the next Annual General Meeting of the Company,

whichever is the earlier.

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**AND THAT** the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate."

**14. QUESTIONS AND ANSWERS SESSION**

- 14.1 Tan Sri Chairman invited questions from the shareholders. It was noted that no questions were raised.
- 14.2 Tan Sri Chairman then declared that the Audited Financial Statements for the financial year ended 30 June 2025, together with the Reports of the Directors and Auditors thereon, had been duly received.

**15. ANY OTHER BUSINESS**

- 15.1 Tan Sri Chairman informed that there was no notice received for any other business to be transacted at the AGM. As all agenda items had been dealt with, the Meeting proceeded with the conduct of the poll for all resolutions tabled at the Meeting.

**16. BRIEFING ON POLLING PROCEDURE**

- 16.1 Tan Sri Chairman informed that Boardroom Share Registrars Sdn. Bhd. ("**Boardroom**") had been appointed as the Poll Administrator, and USearch Corporate Services Sdn. Bhd. had been appointed as the Independent Scrutineer to verify the poll results.
- 16.2 A representative from Boardroom then briefed the Meeting on the polling procedures.

**17. ADJOURNMENT FOR POLL VOTING**

- 17.1 The Meeting was adjourned at 11.25 a.m. for the counting and verification of the votes. Tan Sri Chairman informed the Meeting that the proceedings would resume in approximately twenty (20) minutes, or upon the completion of the verification by the Independent Scrutineer

**18. ANNOUNCEMENT OF POLL RESULTS**

- 18.1 The Meeting resumed at 11.40 a.m. for the declaration of the poll results which had been verified by the Independent Scrutineer.
- 18.2 The results of the poll were as follows:

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Ordinary Resolutions	Votes For		Votes Against		Total Votes		Results
	No. of Shares	%	No. of Shares	%	No. of Shares	%	
Resolution 1	111,550,364	99.9978	2,500	0.0022	111,552,864	100.00	Carried
Resolution 2	111,940,364	99.9978	2,500	0.0022	111,942,864	100.00	Carried
Resolution 3	2,006,582	99.8756	2,500	0.1244	2,009,082	100.00	Carried
Resolution 4	112,040,364	99.9982	2,000	0.0018	112,042,364	100.00	Carried
Resolution 5	112,040,364	99.9978	2,500	0.0022	112,042,864	100.00	Carried
Resolution 6	2,007,291	99.9004	2,001	0.0996	2,009,292	100.00	Carried

18.3 Based on the poll results, Tan Sri Chairman declared all the resolutions tabled at the 8<sup>th</sup> AGM were carried.

18.4 It was RESOLVED as follows:-

**(a) ORDINARY RESOLUTION 1**  
**PAYMENT OF DIRECTORS' FEES AND MEETING ALLOWANCES TO THE INDEPENDENT NON-EXECUTIVE DIRECTORS FROM 10 DECEMBER 2025 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING**

**THAT** the payment of Directors' fees of up to an amount of RM75,000 per annum to the Independent Non-Executive Chairman, and Directors' fees of up to RM60,000 per annum per Independent Non-Executive Director from 10 December 2025 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved.

**THAT** the payment of meeting allowances of up to RM1,500 per meeting per person payable to the Chairman of the Board and the Chairman of the Board Committees, and meeting allowances of up to RM1,200 per meeting per person payable to Independent Non-Executive Directors and members of the Board Committees, from 10 December 2025 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved.

**(b) ORDINARY RESOLUTION 2**  
**RE-ELECTION OF TAN SRI DATUK (DR.) RAFIAH BINTI SALIM PURSUANT TO CLAUSE 103 OF THE COMPANY'S CONSTITUTION**

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

**(c) ORDINARY RESOLUTION 3**  
**RE-ELECTION OF MR. MAHA RAMANATHAN PALAN PURSUANT TO CLAUSE 103 OF THE COMPANY'S CONSTITUTION**

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



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**(d) ORDINARY RESOLUTION 4  
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**

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

**(e) ORDINARY RESOLUTION 5  
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND  
76 OF THE COMPANIES ACT 2016**

**THAT** subject always to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company's Constitution and the approvals of the relevant regulatory authorities (if required), the Directors of the Company be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and issue shares in the capital of the Company from time to time, at such price, upon such terms and conditions and for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued pursuant to this resolution, when aggregated with the total number of such shares issued during the preceding 12 months does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being.

**THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.

**THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is the earlier, unless revoked or varied by an ordinary resolution of the Company at general meeting.

**AND THAT** pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 64 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares in the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

**(f) ORDINARY RESOLUTION 6  
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT  
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE  
("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")**

**THAT** pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("**Group**") to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.5 of the Circular to Shareholders dated 31 October 2025 provided that such transactions are:

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- (i) necessary for the Group's day-to-day operations;
- (ii) undertaken in the ordinary course of business at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and
- (iii) not detrimental to the interest of the minority shareholders of the Company.

**THAT** the authority conferred by such mandate shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless the authority is renewed by a resolution passed at the next Annual General Meeting of the Company; or
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) the mandate is revoked or varied by a resolution passed by the shareholders of the Company in a general meeting before the next Annual General Meeting of the Company,

whichever is the earlier.

**AND THAT** the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate.

**19. CLOSE OF MEETING**

- 19.1 The meeting concluded at 11.42 a.m. On behalf of the Board of Directors, Tan Sri Chairman expressed his appreciation to the shareholders, proxies and all attendees for their attendance at the 8th AGM of the Company.

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

.....  
**GENERAL TAN SRI DATO' SERI DR. MOHD  
SHAHROM BIN DATO' HJ NORDIN (RTD.)  
CHAIRMAN**