# ABM FUJIYA BERHAD

[Registration No. 200301025904 (628324-W)]
(Incorporated in Malaysia)

**MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING ("18TH AGM") OF ABM FUJIYA BERHAD ("THE COMPANY") HELD AT THE CONFERENCE ROOM, LOT 859, SECTION 66, LORONG PANGKALAN, OFF JALAN PANGKALAN, PENDING INDUSTRIAL ESTATE, 93450 KUCHING, SARAWAK, ON THURSDAY, 26TH MAY 2022 AT 11:00 A.M.**

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**PRESENT :** **DIRECTORS**

DATO SRI TAY AH CHING @ TAY CHIN KIN
PUAN SRI CORINNE BUA NYIPA
DATO' TAY TZE HOW
DATO' TAY TZE POH
WONG SIAW WEI
SIM CHONG HONG
ALI BIN ADAI
TAY SIEW LING

**SECRETARY**

YEO PUAY HUANG

**SHAREHOLDERS**

DATO SRI TAY AH CHING @ TAY CHIN KIN
TEO YIAW HONG @ TEO YIAW FONG
HEE KOK CHUNG
ONG HUI LIAN
LIM TEE
KHO AIK KHENG
LIM TECK HUI
PUAN SRI CORINNE BUA NYIPA
LIM TECK HEE
DATO' TAY TZE HOW
DATO' TAY TZE POH
ANGELA ANAK SEREI
YEO PUAY HUANG
TAY SIEW LING
MOHAMMAD SYAFIK BIN AHMAD

**PROXY**

DATO' TAY TZE POH FOR KAYATAS SDN. BHD.

**AUDITORS**

ALVIN ANG – KPMG PLT

**SCRUTINEER**

LEE SHEAU LING – COMMERCIAL QUEST SDN. BHD.

**QUORUM**

The requisite quorum being present pursuant to Clause 62 of the Constitution of the Company, the Chairman, Dato Sri Tay Ah Ching @ Tay Chin Kin called the meeting to order at 11:00 a.m. and welcomed the directors, secretary, shareholders, auditors and scrutineer present at the 18th AGM. Dato Sri Chairman expressed his sincere thanks to all valuable shareholders for their support to the Company. Dato Sri Chairman then requested the Managing Director, Dato' Tay Tze How ("Dato' Tay") to speak on his behalf.

Dato' Tay informed that YBhg. Datu Dr Hatta Bin Solhi had extended his apology for being unable to attend this AGM due to his other commitment overseas. He then introduced his fellow Directors, and the Company Secretary at the head table.

**NOTICE**

Notice convening the meeting was tabled and taken as read.

**PRELIMINARY**

Dato' Tay informed that :

- only members whose names appear in the Record of Depositors on 19th May 2022, being the cut-off date, shall be entitled to attend, speak and vote at the 18th AGM.

- Bursa Malaysia has made it mandatory for poll voting for all resolutions set out in the notice of general meeting with effect from 1 July 2016.

He further informed that the Company had appointed Securities Services (Holdings) Sdn. Bhd. as Poll Administrator and Commercial Quest Sdn. Bhd. as the Independent Scrutineer to verify the poll results. As there were no legal requirements for a proposed resolution to be seconded, he would take the Meeting through each item on the Agenda, the polling process for the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the 18th AGM.

**1. TO RECEIVE THE DIRECTORS' REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH THE REPORT THE AUDITORS THEREON**

Dato' Tay explained this Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 did not require a formal approval of the members for the Audited Financial Statements. Hence, this Agenda item would not be put for voting.

There was no question raised by the members, Dato' Tay declared the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon were received.

As there was no question raised from the shareholders, Dato' Tay proceeded to brief the next Agenda.

**2. TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND DIRECTORS' OTHER BENEFITS UP TO RM185,000 FOR THE FINANCIAL YEAR ENDING 31ST DECEMBER 2022**

Dato' Tay informed that the Board had noted the Remuneration Committee's recommendation for the payment of Directors' fees and Directors' other benefits up to RM185,000 for the financial year ending 31st December 2022.

As there was no question raised from the shareholders, Dato' Tay proceeded to brief the next Agenda.

**3. TO RE-ELECT YBHG. DATO SRI TAY AH CHING @ TAY CHIN KIN WHO SHALL RETIRE BY ROTATION IN ACCORDANCE WITH CLAUSE 80 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE OFFER HIMSELF FOR RE-ELECTION**

Dato' Tay informed that YBhg. Dato Sri Tay Ah Ching @ Tay Chin Kin ("Dato Sri") had consented to be re-elected as Director of the Company. The Nomination Committee had assessed Dato' Sri's effective leadership, skills and vast experience in the business of the Group and recommended the re-election of Dato Sri for the shareholders' approval.

As there was no question raised from the shareholders, Dato' Tay proceeded to brief the next Agenda.

**4. TO RE-ELECT MISS WONG SIAW WEI WHO SHALL RETIRE BY ROTATION IN ACCORDANCE WITH CLAUSE 80 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE OFFER HERSELF FOR RE-ELECTION**

Miss Wong Siaw Wei ("Miss Wong") had consented to be re-elected as Director of the Company.

The Nomination Committee had assessed Miss Wong's skills and vast experience in the business of the Group and recommended the re-election of Miss Wong for the shareholders' approval.

As there was no question raised from the shareholders, Dato' Tay proceeded to brief the next Agenda.

**5. TO RE-ELECT MR SIM CHONG HONG WHO SHALL RETIRE BY ROTATION IN ACCORDANCE WITH CLAUSE 80 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE OFFER HIMSELF FOR RE-ELECTION**

Mr Sim Chong Hong ("Mr Sim") had consented to be re-elected as Director of the Company.

The Nomination Committee had assessed Mr Sim's skills and vast experience in the business of the Group and recommended the re-election of Mr Sim for the shareholders' approval.

As there was no question raised from the shareholders, Dato' Tay proceeded to brief the next Agenda.

**6. TO RE-APPOINT MESSRS KPMG PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO DETERMINE THEIR REMUNERATION**

Dato' Tay informed that Messrs. KPMG PLT had indicated their willingness to be re-appointed as Auditors of the Company.

Dato' Tay also informed that having regard to the annual assessment of the Auditors, the Audit Committee and the Board had recommended on the re-appointment of Messrs KPMG PLT as Auditors of the Company for the financial year ending 31st December 2022.

The shareholders' approval was sought for the re-appointment of Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to determine their remuneration.

As there was no question raised from the shareholders, Dato' Tay proceeded to brief the next Agenda.

**7. RETENTION OF INDEPENDENT DIRECTORS**

(i). **"THAT SUBJECT TO THE PASSING OF RESOLUTION 3, MISS WONG SIAW WEI WHO HAS SERVED THE BOARD AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR MORE THAN TWELVE (12) YEARS, BE HEREBY RETAINED AS AN INDEPENDENT DIRECTOR OF THE COMPANY."**

Dato' Tay informed that the Nominating Committee and the Board had assessed Miss Wong Siaw Wei's great knowledge on the strategies and operations of the Group. She had participated actively in the Board and Board Committees' deliberations and provided objective judgement and input to the Board and she had exercised her professional duties in the best interest of the Group and the Board had recommended the retention of Miss Wong Siaw Wei as an Independent Director of the Company.

Miss Wong has served the Board for more than 12 years, the Board further recommended that Resolution 6 to be passed through a 2-tier voting process.

As there was no question raised from the shareholders, Dato' Tay proceeded to brief Agenda 5 (ii).

(ii). **"THAT YBHG. PUAN SRI CORINNE BUA NYIPA ("YBHG. PUAN SRI") WHO HAS SERVED THE BOARD AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR MORE THAN TWELVE (12) YEARS, BE HEREBY RETAINED AS AN INDEPENDENT DIRECTOR OF THE COMPANY."**

Dato' Tay informed that the Nominating Committee and the Board had assessed YBhg. Puan Sri's great knowledge on the strategies and operations of the Group. She had participated actively in the Board and Board Committees' deliberations and provided objective judgement and input to the Board and she had exercised her professional duties in the best interest of the Group and the Board had recommended the retention of YBhg. Puan Sri as an Independent Director of the Company.

YBhg. Puan Sri has served the Board for more than 12 years, the Board further recommended that Resolution 7 to be passed through a 2-tier voting process.

As there was no question raised from the shareholders, Dato' Tay proceeded to brief Agenda 6.

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

"THAT the Directors of the Company be and are hereby empowered pursuant to the Act, to issue and allot shares in the Company, at any time to such persons 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 does not exceed ten percent (10%) of the issued and paid up share capital of the Company for the time being; AND 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; AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Dato' Tay informed that the proposed Resolution 8, if passed, will give authority to the Directors of the Company, from the date of the above AGM, to issue and allot shares to such persons in their absolute discretion with convening a general meeting provided the aggregate number of shares issued does not exceed ten percent (10%) of the issued share capital of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The General Mandate granted by the shareholders at the 17th AGM of the Company had not been utilized and hence no proceed was raised therefrom.

The General Mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to further placing of shares, for purpose of funding investments(s), repayment of borrowings, working capital and/or acquisition(s).

As there was no question raised from the shareholders, the Chairman proceeded to brief the next Agenda.

**9. TO TRANSACT ANY OTHER ORDINARY BUSINESS OF WHICH DUE NOTICE SHALL HAVE BEEN GIVEN**

Dato' Tay sought confirmation from the Company Secretary whether the Company had received any notice for transaction of other business. The Company Secretary confirmed that the Company had not received any notice for transaction of any other business at the Meeting.

Dato' Tay then declared that the registration for attendance at the 18th AGM closed at 11:22 a.m. He informed that the polling process for the 18th AGM would be conducted for approximately 15 minutes.

**10. POLLING PROCESS**

The Company Secretary briefed the procedures for the conduct of poll at the 18th AGM by using Poll Forms. Each member/proxy was given a Poll Form during registration. Members and Proxies were reminded to sign their Poll Forms after they casted their votes.

Dato' Tay informed that the Independent Scrutineer would take a few minutes to verify the poll results, he then adjourned the meeting at 11:25 a.m.

## 11. ANNOUNCEMENT OF POLL RESULTS

At 11:35 a.m. Dato' Tay called the Meeting to order for the declaration of the results of the Poll.

Madam Secretary then read out the results of the Poll which were duly verified and confirmed by the Independent Scrutineer, Commercial Quest Sdn. Bhd. as follows:-

| Resolution No. | Agenda | No. voted for | No. voted against | Poll Result |
|---|---|---|---|---|
| Resolution 1 | To approve the payment of Directors' Fees and Directors' other benefits up to RM185,000 for the financial year ending 31st December 2022. | 137,520,400 | 0 | Carried |
| Resolution 2 | To re-elect YBhg. Dato Sri Tay Ah Ching @ Tay Chin Kin as Director of the Company. | 137,520,400 | 0 | Carried |
| Resolution 3 | To re-elect Miss Wong Siaw Wei as Director of the Company. | 137,520,400 | 0 | Carried |
| Resolution 4 | To re-elect Mr Sim Chong Hong as Director of the Company. | 137,520,400 | 0 | Carried |
| Resolution 5 | To re-appoint Messrs KPMG PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration. | 137,520,400 | 0 | Carried |
| Resolution 6 | To retain Miss Wong Siaw Wei as an Independent Director of the Company. | Tier 1<br>133,163,496<br>Tier 2<br>4,356,904 | 0<br>0 | Carried |
| Resolution 7 | To retain YBhg. Puan Sri Corinne Bua Nyipa as an Independent Director of the Company. | Tier 1<br>133,163,496<br>Tier 2<br>4,356,904 | 0<br>0 | Carried |
| Resolution 8 | To authorise the Directors to issue an aggregate number of shares up to 10% of the total number of issued shares of the Company pursuant to Section 75 and Section 76 of the Companies Act 2016. | 137,520,400 | 0 | Carried |

**12. DECLARATION OF RESULTS**

Dato' Tay then declared Resolutions 1 to 8 were duly carried.

**13. CLOSURE OF MEETING**

Dato' Tay declared the 18th AGM closed at 11:58 a.m. and thanked all attendees present at the 18th AGM.

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**CHAIRMAN**