

ABM FUJIYA BERHAD
REGISTRATION NO. 200301025904 (628324-W)

MINUTES OF THE SEVENTEENTH ANNUAL GENERAL MEETING (“17TH AGM”) OF THE COMPANY HELD AT THE CONFERENCE ROOM, LOT 859, SECTION 66, LORONG PANGKALAN, OFF JALAN PANGKALAN, PENDING INDUSTRIAL ESTATE, 93450 KUCHING, SARAWAK, ON TUESDAY, 7TH SEPTEMBER 2021 AT 11:00 A.M.

PRESENT :

DIRECTORS : YBHG. DATO SRI TAY AH CHING @ TAY CHIN KIN
YBHG. DATO’ TAY TZE HOW
YBHG. DATO’ TAY TZE POH
YBHG. PUAN SRI CORINNE BUA NYIPA
YBHG. DATU DR HATTA BIN SOLHI - VIA VIDEO CONFERENCING
MS TAY SIEW LING
MISS WONG SIAW WEI - VIA VIDEO CONFERENCING
ENCIK ALI BIN ADAI - VIA VIDEO CONFERENCING
MR SIM CHONG HONG - VIA VIDEO CONFERENCING

MEMBERS : YBHG. DATO SRI TAY AH CHING @ TAY CHIN KIN
YBHG. DATO’ TAY TZE HOW
YBHG. DATO’ TAY TZE POH
MS TAY SIEW LING
MR TAY TZE KOK
MR TAN KWONG YEW
MR KOK SWEE HIN
MR KOK SWEE YOUNG
MS ANGELA ANAK SEREI
ENCIK MOHAMMAD SYAFIK BIN AHMAD
MS ONG HUI LIAN

PROXIES : CHAIRMAN OF MEETING FOR KAYATAS SDN BHD AND
MR HEE KOK CHUNG

SECRETARY : MADAM YEO PUAY HUANG

AUDITORS : MR NICHOLAS CHIA - KPMG PLT
MR ALVIN ANG - KPMG PLT
MISS JANICE JOHN - KPMG PLT

SCRUTINEER : MISS LEE SHEAU LING - COMMERCIAL QUEST SDN. BHD.

CHAIRMAN OF MEETING

The Group Chairman, YBhg. Dato Sri Tay Ah Ching @ Tay Chin Kin invited the Managing Director, YBhg Dato’ Tay Tze How (“Dato’ Chairman”) to chair the 17th Annual General Meeting.

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PRELIMINARY

YBhg. Dato’ Tay Tze How, welcomed the directors, secretary, members, auditors and all invitees present to the Seventeenth Annual General Meeting.

Dato’ Chairman in his opening remarks expressed his gratitude to the members for their continuous support.

The Company Secretary informed that :

- only members whose names appear in the Record of Depositors on 30th August 2021, being the cut-off date, shall be entitled to attend, speak and vote at this AGM.
- Bursa Malaysia has made it mandatory for poll voting for all resolutions set out in the notice of general meeting with effect from 1st July 2016.

The Company Secretary further informed that the Company had appointed Securities Services (Holdings) Sdn. Bhd. as Poll Administrator to conduct the polling process and Commercial Quest Sdn. Bhd. as an Independent Scrutineer to verify the poll results. The polling process for the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the 17th AGM.

QUORUM

Dato’ Chairman informed that as the requisite quorum being present pursuant to Clause 62 of the Constitution of the Company, he then called the meeting to order at 11:00 a.m.

NOTICE

Notice convening the meeting was taken as read.

Dato’ Chairman informed that as there was no legal requirement for a proposed resolution to be seconded, he would take the Meeting through each item on the Agenda. The polling process would be conducted upon completion of the deliberation of all items to be transacted at this meeting.

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AS ORDINARY BUSINESS

- 1. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

Dato’ Chairman tabled the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.

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

As there was no question raised from the members, Dato’ Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2020 together with the reports of the Directors and Auditors thereon were duly received.

- 2. TO APPROVE THE PAYMENT OF DIRECTORS’ FEES AND DIRECTORS’ OTHER BENEFITS UP TO RM170,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021**

No questions raised from the members for Agenda 2.

- 3. TO RE-ELECT THE FOLLOWING DIRECTORS WHO RETIRE BY ROTATION IN ACCORDANCE WITH CLAUSE 80 OF THE COMPANY’S CONSTITUTION AND WHO BEING ELIGIBLE OFFER THEMSELVES FOR RE-ELECTION :**

- (a) **YBhg. Dato’ Tay Tze How**
- (b) **YBhg. Dato’ Tay Tze Poh**
- (c) **YBhg. Puan Sri Corinne Bua Nyipa**

No questions raised from the members for Agenda 3.

- 4. 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.**

No questions raised from the members for Agenda 4.

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AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions :-

5. RETENTION OF INDEPENDENT DIRECTORS

- (i) **“That Miss Wong Siaw Wei who has served the Board as an Independent Director of the Company for more than nine (9) years, be hereby retained as an Independent Director of the Company.”**

- (ii) **“That subject to the passing of Resolution 4, YBhg. Puan Sri Corinne Bua Nyipa who has served the Board as an Independent Director of the Company for more than nine (9) years, be hereby retained as an Independent Director of the Company.”**

No questions raised from the members for Agenda 5.

6. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“THE ACT”)

“THAT the Directors 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 (10) percent 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 (“the General Mandate”); 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.”

No questions raised from the members for Agenda 6.

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

Dato’ Chairman 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.

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Dato’ Chairman then declared that the registration for attendance at the 17th AGM closed at 11:12 a.m. He informed that the whole polling process for the 17th AGM would be conducted in about 15 minutes.

8. POLLING PROCESS

The Company Secretary briefed the procedures for the conduct of poll voting. 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.

9. ANNOUNCEMENT OF POLL RESULTS

At 11:22 a.m. Dato’ Chairman called the Meeting to order for the declaration of results. Dato’ Chairman invited the Company Secretary to announce the poll results which were validated by Commercial Quest Sdn. Bhd. (Company No. 3110070-M), the Independent Scrutineer appointed by the Company.

The Secretary then reported the poll results as follows :

RESOLUTION 1

TO APPROVE THE PAYMENT OF DIRECTORS’ FEES AND DIRECTORS’ OTHER BENEFITS UP TO RM170,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021

The results of the poll for the Resolution 1 were as follows:

No. of Votes					
In Favour	%	Against	%	Total Votes	%
134,304,500	100	0	0.0000	134,304,500	100

RESOLUTION 2

TO RE-ELECT YBHG. DATO’ TAY TZE HOW WHO SHALL RETIRE BY ROTATION IN ACCORDANCE WITH CLAUSE 80 OF THE COMPANY’S CONSTITUTION AND WHO BEING ELIGIBLE OFFER HIMSELF FOR RE-ELECTION

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The results of the poll for the Resolution 2 were as follows:

No. of Votes					
In Favour	%	Against	%	Total Votes	%
134,304,500	100	0	0.0000	134,304,500	100

RESOLUTION 3

TO RE-ELECT YBHG. DATO’ TAY TZE POH WHO SHALL RETIRE BY ROTATION IN ACCORDANCE WITH CLAUSE 80 OF THE COMPANY’S CONSTITUTION AND WHO BEING ELIGIBLE OFFER HIMSELF FOR RE-ELECTION

The results of the poll for the Resolution 3 were as follows:

No. of Votes					
In Favour	%	Against	%	Total Votes	%
134,304,500	100	0	0.0000	134,304,500	100

RESOLUTION 4

TO RE-ELECT YBHG. PUAN SRI CORINNE BUA NYIPA WHO SHALL RETIRE BY ROTATION IN ACCORDANCE WITH CLAUSE 80 OF THE COMPANY’S CONSTITUTION AND WHO BEING ELIGIBLE OFFER HERSELF FOR RE-ELECTION

The results of the poll for the Resolution 4 were as follows:

No. of Votes					
In Favour	%	Against	%	Total Votes	%
134,304,500	100	0	0.0000	134,304,500	100

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

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The results of the poll for the Resolution 5 were as follows:

No. of Votes					
In Favour	%	Against	%	Total Votes	%
134,304,500	100	0	0.0000	134,304,500	100

RESOLUTION 6

THAT MISS WONG SIAW WEI WHO HAS SERVED THE BOARD AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR MORE THAN NINE YEARS, BE HEREBY RETAINED AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The results of the poll for the Resolution 6 were as follows:

No. of Votes					
In Favour	%	Against	%	Total Votes	%
134,304,500	100	0	0.0000	134,304,500	100

RESOLUTION 7

THAT SUBJECT TO THE PASSING OF RESOLUTION 4, YBHG. PUAN SRI CORINNE BUA NYIPA WHO HAS SERVED THE BOARD AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR MORE THAN NINE YEARS, BE HEREBY RETAINED AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The results of the poll for the Resolution 7 were as follows:

No. of Votes					
In Favour	%	Against	%	Total Votes	%
134,304,500	100	0	0.0000	134,304,500	100

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RESOLUTION 8

AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“THE ACT”)

“THAT the Directors 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 (10) percent 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 (“the General Mandate”); 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.”

The results of the poll for the Resolution 8 were as follows:

No. of Votes					
In Favour	%	Against	%	Total Votes	%
134,304,500	100	0	0.0000	134,304,500	100

Dato’ Chairman informed that based on the poll results, he declared Resolutions 1 to 8 were duly carried.

10. CLOSURE OF MEETING

There being no other business to be transacted, Dato’ Chairman declared the meeting closed at 11:25 a.m. and thanked all attendees present at the 17th Annual General Meeting.

SIGNED AS A CORRECT RECORD

CHAIRMAN