

ANEKA JARINGAN HOLDINGS BERHAD
(Registration No. 201801030681 (1292707-D))
(“AJH” or “the Company”)
(Incorporated in Malaysia)

Minutes of the Third Annual General Meeting of the Company conducted on a fully virtual basis and entirely via remote participation and voting via online meeting platform <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC: D6A357657) provided by Boardroom Share Registrars Sdn. Bhd. in Malaysia on Friday, 25 February 2022 at 10.00 a.m.

Directors : Dato’ Ir. Tan Gim Foo (*Independent Non-Executive Chairman*)
Present Pang Tse Fui (*Managing Director*)
Chong Ngit Sooi (*Executive Director*)
Loke Kien Tuck (*Executive Director*)
Dato’ Noraini binti Abdul Rahman (*Independent Non-Executive Director*)
Wee Kee Hong (*Independent Non-Executive Director*)

In Attendance : Liew Chak Hooi (*Company Secretary*)

Shareholders : As per the attendance list
and proxies

1. **INTRODUCTION AND QUORUM**

Dato’ Ir. Tan Gim Foo, the Chairman of the Board of Directors (“the Chairman”) extended a warm welcome to all members present at the Company’s Third Annual General Meeting (“3rd AGM” or “Meeting”) which was conducted on a fully virtual basis via online meeting platform provided by Boardroom Share Registrars Sdn. Bhd. (“Boardroom”) for the purpose of considering the business of the Company as set out in the Notice of 3rd AGM dated 28 December 2021.

Upon confirming the presence of a quorum, the Chairman duly called the Meeting to order.

2. **NOTICE**

There being no objection, the Notice convening the Meeting, having been circulated earlier to all the shareholders of the Company within the prescribed notice period, was taken as read.

3. **VOTING**

In line with the requirements of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 3rd AGM would be conducted on a poll.

The Chairman informed that he would exercise his right as the Chairman of the Meeting to demand for a poll in accordance with the provisions of the Company’s Constitution in respect of all resolutions which would be put to vote at the Meeting. The Company had appointed Boardroom as the Poll Administrators to conduct the poll by way of electronic voting and SKY Corporate Services Sdn. Bhd. as the Independent Scrutineers to verify the poll results.

The Chairman further informed that the poll voting would be conducted virtually via the Remote Participation and Electronic Voting facility provided by Boardroom, and notified that members may use the messaging icon to transmit their questions on the agenda items. The Directors present would answer the relevant questions at the question and answer (“Q&A”) session after presentation of the agenda items. Should there be any questions that are not answered during the Meeting, a response would be given either through email after the Meeting or by posting on the Company’s website.

The Chairman then invited Boardroom to explain to the members present the voting procedures and steps for remote voting vide a video presentation.

4. **PRESENTATION ON COMPANY’S UPDATES**

On the invitation of the Chairman, Mr. Pang Tse Fui, the Managing Director of the Company (“Mr. Pang”) presented to the Meeting the updates on the Group covering amongst others, the following:-

- (a) Company’s overview;
- (b) Overview of the financial information of the Group for the financial year ended 31 August 2021 as compared to the financial year ended 31 August 2020 as well as the impacts of COVID-19 to the Group;
- (c) Forward looking information of the Group which encompassed amongst others, the projects secured during the financial year ended 31 August 2021, and new projects secured as of January 2022; and
- (d) Proposed private placement and proposed bonus issue of warrants as announced by the Company 16 December 2021.

The Chairman thanked Mr. Pang for his presentation.

The Chairman then announced the commencement of the voting session which would close upon his subsequent announcement after dealing with all the items on the agenda.

5. **AUDITED FINANCIAL STATEMENTS AND REPORTS**

The Audited Financial Statements (“AFS”) of the Company for the financial year ended 31 August 2021 (“FYE2021”) and the Reports of the Directors and Auditors thereon which had been circulated to all shareholders of the Company within the statutory period were tabled and laid before the Meeting and were declared by the Chairman to be duly received.

6. **ORDINARY RESOLUTION 1**

- **DIRECTORS’ FEES AND BENEFITS OF UP TO RM220,000.00 FROM 26 FEBRUARY 2022 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

Shareholders’ approval was sought for the following resolution:-

“THAT the payment of Directors’ Fees and benefits of up to RM220,000.00 from 26 February 2022 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved.”

7. **ORDINARY RESOLUTION 2**
- **RE-ELECTION OF DIRECTOR – DATO’ IR. TAN GIM FOO**

Shareholders’ approval was sought for the following resolution:-

“THAT Dato’ Ir. Tan Gim Foo, the Director who was retiring pursuant to the Company’s Constitution, and being eligible, be and is hereby re-elected to the Board.”

8. **ORDINARY RESOLUTION 3**
- **RE-ELECTION OF DIRECTOR – MR. CHONG NGIT SOOI**

Shareholders’ approval was sought for the following resolution:-

“THAT Mr. Chong Ngit Sooi, the Director who was retiring pursuant to the Company’s Constitution, and being eligible, be and is hereby re-elected to the Board.”

9. **ORDINARY RESOLUTION 4**
- **RE-APPOINTMENT OF AUDITORS**

Shareholders’ approval was sought for the following resolution:-

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

10. **SPECIAL BUSINESS**
ORDINARY RESOLUTION 5
- **AUTHORITY FOR DIRECTORS TO ISSUE SHARES**

Shareholders’ approval was sought for the following resolution:-

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental and/or regulatory authorities (if any), the Directors be and are hereby empowered to issue and allot new shares in the Company at any time, to such person or persons, 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 issued pursuant to this resolution does not exceed ten per cent (10%) 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 the approval from Bursa Securities for the listing and quotation of the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company.”

11. **SPECIAL BUSINESS**
SPECIAL RESOLUTION
- **PROPOSED AMENDMENTS TO THE COMPANY’S CONSTITUTION**

Shareholders’ approval was sought for the following resolution:-

“THAT the amendments to the Company’s Constitution as set out in Appendix I of the Annual Report 2021 be and are hereby approved and adopted (“Proposed Amendments”).

THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things that are necessary and/or expedient to give full effect to the Proposed Amendments.”

12. **Q&A SESSION**

The Chairman invited Mr. Pang to address the following questions:-

- 12.1 Question: *Has the outstanding amount of RM5,271,137.48 due from Impero Land Sdn. Bhd. (“Impero Land”) as stated in the recent announcement been impaired as at 30 November 2021?*

Mr. Pang responded that the amount of RM5.27 million due from Impero Land was not impaired in the unaudited quarterly report for the first quarter ended 30 November 2021 which had been announced to Bursa Malaysia Securities Berhad as the Management was still in negotiations with Impero Land over the settlement of the invoices. Aneka Jaringan Sdn. Bhd. (“AJSB”) had initiated the arbitration proceedings under Construction Industry Payment and Adjudication Act 2012 in January 2022 after AJSB disagreed with Impero Land’s proposed settlement before Chinese New Year. AJSB was in the process of appointing an adjudicator, and AJSB is confident that this case would be settled in its favour.

- 12.2 Question: *In view of all the ongoing projects during the financial year 2021 were delayed due to the pandemic, what is the potential liquidated damages (“LAD”) that the Company will face in the event of late completion of these projects?*

Mr. Pang responded that LAD would be highly dependent on the projects and duration of the delays. However, extension of time approval had been obtained from the customers which will cover the affected projects during the mandatory movement control periods or events out of control by the Group. So far, all the projects are covered by extension of time due to pandemic.

- 12.3 Question: *What is the outstanding order book currently?*

Mr. Pang responded that the order book of the Group as of 30 November 2021 stood at RM152.3 million. The Group had secured approximately RM56.0 million new orders for the financial year ending 31 August 2022 to-date while there are a few more in the pipeline. As at 31 August 2021, the tender book of the Group stood at RM850 million.

- 12.4 Question: *Any significant sales to be achieved in 2022 and any plan for dividend distribution?*

Mr. Pang responded that the Group is expected to perform better than 2021. There is no plan on dividend distribution in 2021.

The Chairman then concluded the Q&A session.

The Chairman recapped that to facilitate the online voting process, he had earlier announced the commencement of the voting session and that the voting session would continue for another 10 minutes.

13. **POLLING**

At 10.40 a.m., the Chairman announced the closure of the voting session.

The Meeting was adjourned at 10.40 a.m. for approximately 20 minutes for the Poll Administrators and Scrutineers to count and validate the votes cast by the shareholders.

14. **RESULTS OF THE POLL**

At 11.00 a.m., the Chairman called the Meeting back to order for the declaration of results. He informed that he had received the poll results and directed the shareholders present to refer to the poll results displayed on the screen.

The poll results in respect of all the Resolutions were as follows:-

Resolutions	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 1 To approve the payment of Directors' Fees and benefits of up to RM220,000.00 from 26 February 2022 until the conclusion of the next Annual General Meeting of the Company.	413,521,600	99.9812	77,700	0.0188
Resolution 2 To re-elect Dato' Ir. Tan Gim Foo as Director of the Company.	413,599,300	100.0000	0	0.0000
Resolution 3 To re-elect Chong Ngit Sooi as Director of the Company.	413,599,300	100.0000	0	0.0000
Resolution 4 To re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	413,584,300	99.9964	15,000	0.0036
Resolution 5 To approve the authority for Directors to issue shares.	413,584,200	99.9963	15,100	0.0037
Resolution 6 To approve the proposed amendments to the Company's Constitution.	413,584,300	99.9964	15,000	0.0036

The Chairman declared that Resolutions 1, 2, 3, 4, 5 and 6 were duly carried.

14. **CLOSURE**

There being no further business to be transacted, the Meeting was closed at 11.05 a.m. with a vote of thanks to the Chairman.

READ AND CONFIRMED BY

signed

CHAIRMAN

Date: 5 April 2022