

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

Minutes of the Fifth Annual General Meeting of the Company conducted on a fully virtual basis and entirely via remote participation and voting via the online meeting platform <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC: D6A357657) provided by Boardroom Share Registrars Sdn. Bhd. in Malaysia on Thursday, 22 February 2024 at 10.00 a.m.

Directors : Dato’ Ir. Tan Gim Foo (*Independent Non-Executive Chairman*)
Present : Pang Tse Fui (*Managing Director*)
Ir. 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

Invitees : Representatives of the Sponsor and External Auditors of the Company

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 Fifth Annual General Meeting (“5th AGM” or “Meeting”) which was conducted on a fully virtual basis via the 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 5th AGM dated 28 December 2023.

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, voting for all resolutions set out in the Notice of 5th 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) Industry overview;
- (b) Key events since last annual general meeting (“AGM”);
- (c) Operation overview;
- (d) Financial overview; and
- (e) Expectations for the financial year 2024.

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 2023 (“FYE2023”) 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 23 FEBRUARY 2024 UNTIL THE CONCLUSION OF THE NEXT AGM 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 23 February 2024 until the conclusion of the next AGM of the Company be and is hereby approved.”

7. **ORDINARY RESOLUTION 2**
- **RE-ELECTION OF DIRECTOR – MR. PANG TSE FUI**

Shareholders' approval was sought for the following resolution:-

“THAT Mr. Pang Tse Fui, 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. LOKE KIEN TUCK**

Shareholders' approval was sought for the following resolution:-

“THAT Mr. Loke Kien Tuck, 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 AGM 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 (“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, without first offer to holders of existing issued shares of the Company, 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.

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 63 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares to be issued pursuant to Sections 75 and 76 of the Companies Act 2016.

AND THAT the Board of Directors is exempted from the obligation to offer such new shares first to the existing shareholders of the Company in respect of the issuance and allotment of such new shares pursuant to Sections 75 and 76 of the Companies Act 2016.”

11. **SPECIAL BUSINESS**

ORDINARY RESOLUTION 6

- **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE AND PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)**

Shareholders’ approval was sought for the following resolution:-

“THAT subject always to the provisions of the Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature as stated in Section 2.6 of the Circular to Shareholders dated 28 December 2023 (“Circular”) with the specified classes of related parties mentioned therein which are necessary for the Group’s day-to-day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT the approval shall continue to be in force until:-

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

whichever is the earlier.

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

12. **Q&A SESSION**

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

12.1 Question: *Will there be any new projects coming in?*

Mr. Pang responded that the value of projects secured by the Group to-date for the financial year 2024 amounted to about RM57.0 million and the Group targets to secure another RM120.0 million worth of projects in the financial year 2024. This would provide a strong foothold for the Group when combined with the strong order book from the projects secured in the financial year 2023 carried forward into 2024.

12.2 Question: *Will the Group be going into Nusantara?*

Mr. Pang responded that the Group is targeting to expand its overseas operations to Nusantara, Indonesia. The Management is closely monitoring the situation, as the Company's main customers are looking to secure projects in Nusantara and thus, the Group aims to enter the market through them. However, Management noted that there is a risk of idling machinery due to the lack of infrastructure in the area. Therefore, the Management has to be cautious on the timing of entering into that market.

12.3 Question: *How much is the tender book for the renewable energy business?*

Mr. Pang responded that currently, most of the projects in tender are still in discussions and as such, the Management is unable to confirm the value of the tender book. For the projects tendered which the value is confirmed, the value of tenders is approximately RM5.0 million.

12.4 Question: *What is the nature of the Managing Director's recurrent related party transactions ("RRPT") and why is the amount in the Circular so large?*

Mr. Pang responded that a large portion of the RRPT originates from Fuchi Engineering (M) Sdn. Bhd. ("Fuchi"), a subcontractor of which he is a substantial shareholder. Several projects secured at the end of the financial year 2023, including the Taman OUG Plaza project, required steel strutting, for which Fuchi was enlisted for provision of the engineering services. Mr. Pang assured that the Company has a robust policy on assessment of RRPT to protect the interest of the minority shareholders.

12.5 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 Independent 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 23 February 2024 until the conclusion of the next AGM of the Company.	466,067,202	99.9858	66,100	0.0142
Resolution 2 To re-elect Pang Tse Fui as Director of the Company.	466,133,202	100.0000	100	0.0000
Resolution 3 To re-elect Loke Kien Tuck as Director of the Company.	466,133,202	100.0000	100	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.	466,133,202	100.0000	100	0.0000
Resolution 5 To approve the authority for Directors to issue shares.	466,133,002	99.9999	300	0.0001
Resolution 6 To approve the Proposed Shareholders' Mandate.	282,928,202	100.0000	100	0.0000

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

15. **CLOSURE**

There being no further business to be transacted, the Meeting was closed at 11.03 a.m. with a vote of thanks to the Chairman.

READ AND CONFIRMED BY

CHAIRMAN

Date: 2 April 2024