

BCB BERHAD
[Registration No. 198801004645 (172003-W)]
(Incorporated In Malaysia)

Minutes of the Thirty-Fourth Annual General Meeting (“34th AGM”) of the Company held at Prime City Hotel, Venus Room, 6th Floor, 20, Jalan Bakawali, 86000 Kluang, Johor Darul Ta’zim on Tuesday, 13 December 2022 at 11.00 a.m.

Present : Dato’ Ismail Bin Karim (Chairman, Independent Non-Executive Director)
Tan Sri Dato’ Tan Seng Leong (Group Managing Director)
Mr. Tan Vin Sern (Executive Director)
Ms. Tan Lindy (Executive Director)
Ms. Tan Lay Hiang (Executive Director)
Mr. Tan Kok Wee (Independent Non-Executive Director)
Ms. Law Lee Yen (Independent Non-Executive Director)

All members and proxies entered in the Attendance List

By Invitation : All guests entered in the Attendance List

In Attendance : Ms. Maggie Wong Mee Kiat (Company Secretary)

WELCOMING ADDRESS

Dato’ Ismail Bin Karim, (“the Chairman”), Independent Non-Executive Director of the Company, welcomed and thanked all shareholders and proxy holders for being present at the 34th AGM of the Company.

NOTICE OF MEETING

The notice convening the meeting, having been circulated earlier to all the shareholders of the Company within the prescribed period, was taken as read.

QUORUM

The Company Secretary confirmed that the requisite quorum was present as at the commencement of the meeting and therefore, the Chairman called the meeting to order and proceed with the agenda.

VOTE BY POLL

The Chairman informed that voting would be carried out by poll on all the resolutions tabled at the 34th AGM. The Company had engaged Tricor Investor & Issuing House Services Sdn. Bhd. as the Poll Administrator and Messrs. Thomas Wong & Co as the independent scrutineer.

He highlighted that Resolutions 1 to 8 tabled at the meeting require simple majority votes of more than 50% of the shareholders and proxies who attend and vote at the meeting.

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022

The Chairman informed that the Audited Financial Statements for the financial year ended 30 June 2022 and the Reports of Directors and Auditors thereon were circulated to all the shareholders of the Company within the statutory period.

Then being no question raised, the Chairman declared that the Audited Financial Statements for the financial year ended 30 June 2022 and the Reports of Directors and Auditors thereon, be received.

**2. ORDINARY RESOLUTION 1
RE-ELECTION OF TAN SRI DATO' TAN SENG LEONG**

The following motion was proposed by Low Wan Yee and seconded by Yeo Hwee Sin:

"THAT Tan Sri Dato' Tan Seng Leong retiring pursuant to Rule 131 of the Company's Constitution, be re-elected as Director of the Company."

**3. ORDINARY RESOLUTION 2
RE-ELECTION OF MS. TAN LINDY**

The following motion was proposed by Lee Pei Pei and seconded by Ang Chui Pin:

"THAT Ms. Tan Lindy retiring pursuant to Rule 131 of the Company's Constitution, be re-elected as Director of the Company."

**4. ORDINARY RESOLUTION 3
ELECTION OF DATO' ISMAIL BIN KARIM**

The following motion was proposed by Tee Chee Heng and seconded by Cheong Man Ling:

"THAT Dato' Ismail Bin Karim retiring pursuant to Rule 116 of the Company's Constitution, be elected as Director of the Company."

**5. ORDINARY RESOLUTION 4
DIRECTORS' FEES AND DIRECTORS' BENEFITS**

The following motion was proposed by Quek Shin Yi and seconded by Lee Xin Hui:

"THAT the payment of Directors' fees of up to RM180,000.00 and benefits of up to RM20,000.00 from 14 December 2022 until the next Annual General Meeting of the Company be and are hereby approved."

**6. ORDINARY RESOLUTION 5
RE-APPOINTMENT OF AUDITORS**

The following motion was proposed by Yeo Hwee Sin and seconded by Tee Chee Heng:

“THAT Messrs BDO PLT be re-appointed as the Company’s Auditors for the ensuing year AND THAT the Board of Directors be authorised to determine their remuneration.”

SPECIAL BUSINESS:

**7. ORDINARY RESOLUTION 6
AUTHORITY TO ISSUE SHARES**

The following motion was proposed by Cheong Man Ling and seconded by Lee Pei Pei:

“THAT subject always to Sections 75 and 76 of the Companies Act 2016 (“the Act”), the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, the Directors of the Company be and are hereby authorised to issue not more than ten per centum (10%) of the total number of issued shares of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.

AND FURTHER THAT pursuant to Section 85 of the Act read together with Rule 76 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 and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Act; AND THAT the Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company.”

**8. ORDINARY RESOLUTION 7
PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Chairman informed that the interested Directors and Major Shareholders, namely Tan Sri Dato’ Tan Seng Leong, Tan Lindy, Tan Lay Hiang, Puan Sri Datin Lim Sui Yong, Tan Vin Sern, and persons connected with them will abstain from voting in respect of their direct and indirect interests in the Company on this resolution.

The following motion was proposed by Ang Chui Pin and seconded by Low Wan Yee:

“THAT subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties (“Recurrent Related Party Transactions”) as set out in Section 2.1.5 of the Circular to the Shareholders dated 28 October 2022 (“the Circular”) which are necessary for the day-to-day operations and carried out in the ordinary course of business and are on terms not

more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

THAT such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the said AGM;
- (b) 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 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier;

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the Recurrent Related Party Transactions contemplated and/or authorised by this Ordinary Resolution;

AND THAT, the estimates given of the Recurrent Related Party Transactions specified in Section 2.1.5 of the Circular being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Section 2.1.8 of the Circular."

9. ORDINARY RESOLUTION 8 PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

The following motion was proposed by Lee Xin Hui and seconded by Quek Shin Yi:

"THAT subject always to compliance with the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") or any other regulatory authorities and all other applicable rules, regulations, guidelines or approval for the time being in force or as may be amended from time to time, the Directors be and are hereby authorised to make purchases of ordinary shares in the Company's issued share capital as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:

- (i) the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained earnings of the Company at the time of the said purchase(s); and
- (iii) the authority conferred by this resolution shall commence immediately upon the passing of this ordinary resolution and shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier;

AND THAT upon completion of the purchase by the Company of its own shares, the Directors be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manner:

- (i) cancel all the shares so purchased; and/or
- (ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders or resell on the market of Bursa Securities; and/or
- (iii) retain part thereof as treasury shares and cancel the remainder;

and in any other manner as prescribed by the Act, rules and regulations made pursuant to the Act and the Main Market Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force;

AND THAT authority be and is hereby given to the Directors and/or anyone of them to complete and do all such acts and things as they may consider necessary or expedient in the best interest of the Company, including executing all such documents as may be required or necessary and with full powers to assent to any modifications, variations and/or amendments as the Directors in their discretion deem fit and expedient to give effect to the aforesaid purchase(s) contemplated and/or authorised by this Ordinary Resolution."

ANY OTHER BUSINESS

The Chairman informed the meeting that the Company did not receive any notice of other business to be transacted. He then invited the Poll Administrator to brief the shareholders on the voting procedures.

POLLING

Pn. Azizah Binti Kadir, representative of Tricor Investor & Issuing House Services Sdn. Bhd., the Poll Administrator briefed the floor on the polling procedures. Thereafter, the shareholders and proxies proceeded to cast their vote accordingly.

The meeting was adjourned for 15 minutes to enable the counting of votes. Mr. Wong Tun Boon who represented Messrs. Thomas Wong & Co as the independent scrutineer was invited to observe the conduct of the counting process.

POLL RESULTS

The Chairman welcomed all the shareholders and proxies back to the Meeting. He invited the independent scrutineer to announce the results on voting by poll as set out in Appendix I attached hereto.

Thereafter, the Chairman declared that all the resolutions tabled at the 34th AGM carried.

CLOSURE OF MEETING

There being no other business, the meeting ended at 11.40 a.m. with a vote of thanks to the Chair.

SIGNED AND CONFIRMED BY

Dato' Ismail Bin Karim
Chairman
Date: 13 December 2022

BCB BERHAD
(198801004645)

34th Annual General Meeting

Prime City Hotel, Venus Room, 6th Floor, 20, Jalan Bakawali, 86000 Kluang, Johor Darul Tazim

On 13-December-2022 at 11:00AM

Result On Voting By Poll

Resolution(s)	Vote For			Vote Against			Total Votes			
	No of Units	%	No of P/S	%	No of Units	%	No of Units	%	No of P/S	%
Ordinary Resolution 1	290,955,800	100.0000	12	100.0000	0	0.0000	290,955,800	100.0000	12	100.0000
Ordinary Resolution 2	290,955,800	100.0000	12	100.0000	0	0.0000	290,955,800	100.0000	12	100.0000
Ordinary Resolution 3	290,955,800	100.0000	12	100.0000	0	0.0000	290,955,800	100.0000	12	100.0000
Ordinary Resolution 4	290,955,800	100.0000	12	100.0000	0	0.0000	290,955,800	100.0000	12	100.0000
Ordinary Resolution 5	290,955,800	100.0000	12	100.0000	0	0.0000	290,955,800	100.0000	12	100.0000
Ordinary Resolution 6	290,955,800	100.0000	12	100.0000	0	0.0000	290,955,800	100.0000	12	100.0000
Ordinary Resolution 7	44,436,900	100.0000	7	100.0000	0	0.0000	44,436,900	100.0000	7	100.0000
Ordinary Resolution 8	290,955,800	100.0000	12	100.0000	0	0.0000	290,955,800	100.0000	12	100.0000



Resolution(s)	Pre-determined Abstain *		Abstain / Spoilt #	
	No of Units	No of P/S	No of Units	No of P/S
Ordinary Resolution 1	0	0	0	0
Ordinary Resolution 2	0	0	0	0
Ordinary Resolution 3	0	0	0	0
Ordinary Resolution 4	0	0	0	0
Ordinary Resolution 5	0	0	0	0
Ordinary Resolution 6	0	0	0	0
Ordinary Resolution 7	246,518,900	5	0	0
Ordinary Resolution 8	0	0	0	0

* These votes refer to holders who have pre-determined abstain from voting in proxy forms or holders refrained from voting due to conflict of interest.

These refer to:

- 1) Holders who have chosen not to vote (e-voting) or
- 2) Abstain / Spoilt votes as reflected in poll slips (poll slip voting)

