

CLASSIC SCENIC BERHAD (633887-M)

(Incorporated in Malaysia)

Minutes of the Nineteenth Annual General Meeting (“19th AGM”) of the Company held at Putra Court, Kelab Rahman Putra Malaysia, Jalan BRP 2/1, Bukit Rahman Putra, 47000 Sungai Buloh, Selangor Darul Ehsan on Wednesday, 15 June 2022 at 10.00 a.m.

Present : Shareholders
As per Attendance List

Directors

| | |
|----------------------------|--|
| Datuk Iskandar Bin Sarudin | Independent Non-Executive Chairman |
| Mr Lim Chee Beng | Managing Director |
| Mr Vo Nghia Huu | Executive Director |
| Ms Lim Kim Lee | Executive Director cum Chief Financial Officer |
| Ms Ooi Youk Lan | Non-Independent Non-Executive Director |
| Mr Lew Chong Kiat | Independent Non-Executive Director |
| Mr Teh ZiYang | Independent Non-Executive Director |

External Auditors

| | |
|--------------------|-------------------------------------|
| Mr Chan Chee Keong | Representative from Messrs KPMG PLT |
| Mr Low Yow Khun | Representative from Messrs KPMG PLT |

By Invitation : As per Attendance List

In Attendance : Ms Elaine Sin May Peng Representing the Company Secretary,
Ms Wong Youn Kim

1. CHAIRMAN, QUORUM AND NOTICE OF MEETING

The meeting was convened with Datuk Iskandar Bin Sarudin in the Chair who welcomed everyone to the 19th AGM of the Company.

Upon confirmation by Ms Elaine Sin, representative of Ms Wong Youn Kim, the Company Secretary that a quorum was present at the commencement of the meeting pursuant to Clause 70 of the Company’s Constitution, the Chairman called the meeting to order.

The Chairman proceeded to introduce the Board of Directors and External Auditors. He then declared that the Notice of the meeting was taken as read as the Notice of the AGM dated 26 April 2022 had been circulated to all members of the Company in accordance with the Company’s Constitution.

Before proceeding with the Agenda of the AGM, Ms Lim Kim Lee, the Executive Director cum Chief Financial Officer was invited to make a presentation on the Group’s performance, i.e. Financial Review 2021 vs 2020, new milestones for year 2021, ESG Initiative on Green Energy, Group strategies and business outlook for 2nd Half 2022 for the information of those present at the 19th AGM.

After the presentation had concluded with no question from the floor, the representative of the Company Secretary was called upon to explain the proceedings of the meeting and voting procedures to the shareholders.

She informed the shareholders that the businesses to be transacted in the 19th AGM involved the moving and passing of 10 proposed Ordinary Resolutions and that each of the proposed Ordinary Resolution would require the approval of a simple majority of the members or their proxies present and voting in this meeting.

She said each motion would require one proposer and a seconder before the motions were put to the floor to vote and that in order to have smooth proceedings, the meeting would proceed with the questions and answers session first and after having each of the motions properly proposed and seconded accordingly, the poll voting would commence immediately thereafter.

3. **AUDITED FINANCIAL STATEMENTS, DIRECTORS' AND AUDITORS' REPORTS FOR THE YEAR ENDED 31 DECEMBER 2021**

Before the Company's Audited Financial Statements for the year ended 31 December 2021 together with the Reports of the Directors and Auditors pursuant to Section 340(1)(a) of the Companies Act 2016 were tabled before the Members and to be received by the Members present at the meeting, the following questions were raised by a proxyholder present at the 19th AGM; and answers provided by Ms Lim Kim Lee, the Executive Director cum Chief Financial Officer in response to those questions are as stated below :-

Q1. The Group's performance for year 2021 was quite good with high cash position as stated on page 61 of the Annual Report 2021. Why did the Company not distribute/declare dividend for its shareholders?

A1. The Group has healthy cash and cash equivalent of approximately RM16.5 million as at 31 December 2021. In year 2021, the Group undertook some major CAPEX for its business expansion via its internal funds instead of distributing it to shareholders. The Group had utilized part of the available funds to acquire the Bidor plant to expand the business. Shareholders may not see growth instantaneously but in the next 2 to 3 years. The funds within the Group are being handled with care. Nevertheless, the Company had rewarded the shareholders in other forms, i.e. via the issuance of bonus shares and warrants, in year 2021. Shareholders would be able to trade the warrants for returns.

Q2. Can the Company estimate how long would it take for the CAPEX to generate returns?

A2. The operations of the Bidor plant started upon its acquisition. Therefore, shareholders would not need to wait too long to see the significant improvement.

The meeting noted the proxyholder accepted the explanations and hoped the Company would be able to declare higher dividends in the future.

Upon the completion of the questions and answers session, the Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2021 together with the Directors' and Auditors Reports were taken as laid before the shareholders pursuant to Section 340(1)(a) of the Companies Act 2016.

4. **PAYMENT OF DIRECTORS' FEES TO THE NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT OF RM180,000 FROM 16 JUNE 2022 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

Ordinary Resolution 1 – Approval of payment of Directors' fees to the Non-Executive Directors up to an amount of RM180,000 from 16 June 2022 until the conclusion of the next Annual General Meeting ("Payment of Directors' fees") was tabled before the meeting.

Upon Ordinary Resolution 1 being duly proposed by Ms Tan Jo Lynn and seconded by Mr Lai Shien Nang, the motion to approve the Payment of Directors' fees would be voted by way of poll.

5. **PAYMENT OF DIRECTORS' BENEFITS TO THE NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT OF RM30,000 FROM 16 JUNE 2022 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

Ordinary Resolution 2 – Approval of payment of Directors' benefits to the Non-Executive Directors up to an amount of RM30,000 from 16 June 2022 until the conclusion of the next Annual General Meeting (“Payment of Directors' benefits”) was tabled before the meeting.

Upon Ordinary Resolution 2 being duly proposed by Ms Chew Tze Yee and seconded by Ms Tan Jo Lynn, the motion to approve the Payment of Directors' benefits would be voted by way of poll.

6. **RE-ELECTION OF DIRECTORS**

Ordinary Resolution 3 – Re-election of Mr Lim Chee Beng was tabled before the meeting.

Upon Ordinary Resolution 3 being duly proposed by Mr Tan Chen Keong and seconded by Mr Lee Yoong Ngen, the motion to re-elect Mr Lim Chee Beng who was retiring pursuant to Clause 97 of the Company's Constitution would be voted by way of poll.

Ordinary Resolution 4 – Re-election of Datuk Iskandar Bin Sarudin was tabled before the meeting.

Upon Ordinary Resolution 4 being duly proposed by Mr Lee Yoong Ngen and seconded by Ms Tan Jo Lynn, the motion to re-elect Datuk Iskandar Bin Sarudin who was retiring pursuant to Clause 106 of the Company's Constitution would be voted by way of poll.

Ordinary Resolution 5 – Re-election of Mr Vo Nghia Huu was tabled before the meeting.

Upon Ordinary Resolution 5 being duly proposed by Mr Lee Yoong Ngen and seconded by Ms Chew Tze Yee, the motion to re-elect Mr Vo Nghia Huu who was retiring pursuant to Clause 106 of the Company's Constitution would be voted by way of poll.

Ordinary Resolution 6 – Re-election of Ms Lim Kim Lee was tabled before the meeting.

Upon Ordinary Resolution 6 being duly proposed by Mr Lee Yoong Ngen and seconded by Ms Chew Tze Yee, the motion to re-elect Ms Lim Kim Lee who was retiring pursuant to Clause 106 of the Company's Constitution would be voted by way of poll.

Ordinary Resolution 7 – Re-election of Mr Lew Chong Kiat was tabled before the meeting.

Upon Ordinary Resolution 7 being duly proposed by Mr Lee Yoong Ngen and seconded by Ms Tan Jo Lynn, the motion to re-elect Mr Lew Chong Kiat who was retiring pursuant to Clause 106 of the Company's Constitution would be voted by way of poll.

Ordinary Resolution 8 – Re-election of Mr Teh ZiYang was tabled before the meeting.

Upon Ordinary Resolution 8 being duly proposed by Mr Lai Shien Nang and seconded by Ms Tan Jo Lynn, the motion to re-elect Mr Teh ZiYang who was retiring pursuant to Clause 106 of the Company's Constitution would be voted by way of poll.

7. **RE-APPOINTMENT OF AUDITORS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022**

Ordinary Resolution 9 – Re-appointment of Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Directors to fix their remuneration was tabled before the meeting.

Upon Ordinary Resolution 9 being duly proposed by Mr Lee Yoong Ngen and seconded by Ms Tan Jo Lynn, the motion to re-appoint Messrs KPMG PLT who have indicated their willingness to continue in office as Auditors of the Company for the financial year ending 31 December 2022 at a remuneration to be fixed by the Directors would be voted by way of poll.

SPECIAL BUSINESS

8. **Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

Ordinary Resolution 10 – Authority to Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 was tabled before the meeting.

Upon Ordinary Resolution 10 being duly proposed by Ms Chew Tze Yee and seconded by Mr Lee Yoong Ngen, the motion to authorise the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 as set out in the notice of meeting would be voted by way of poll.

The Chairman informed the shareholders that as the Company did not receive any notice to transact any other business, the meeting would proceed with the poll for the Ordinary Resolutions as set out in the Notice of 19th AGM and called upon the representative of the Company Secretary to brief the shareholders on the polling procedures.

9. **BRIEFING BY COMPANY SECRETARY ON POLLING**

The representative of the Company Secretary informed the shareholders that Boardroom Share Registrars Sdn Bhd would conduct the poll and Boardroom Corporate Services Sdn Bhd has been appointed as the Scrutineer to verify the poll results.

She then briefed all present at the meeting on the voting procedures which was conducted manually and the said polling would commence immediately after the briefing.

10. **ADJOURNED OF MEETING FOR POLL VOTING**

The meeting was adjourned at 10.50 a.m. for the poll voting to commence immediately.

11. RE-CONVENING OF MEETING AND ANNOUNCEMENT OF RESULTS

The meeting re-convened at 11.25 a.m. for the announcement of the results of the poll voting by the Chairman as follows :-

| Ordinary Resolution | Votes For | | | Votes Against | | |
|---------------------|---------------|---------------------|----------|---------------|---------------------|--------|
| | No. of Shares | No. of Shareholders | % | No. of Shares | No. of Shareholders | % |
| Resolution 1 | 78,186,360 | 26 | 99.9872 | 10,000 | 2 | 0.0128 |
| Resolution 2 | 78,186,360 | 26 | 99.9872 | 10,000 | 2 | 0.0128 |
| Resolution 3 | 78,196,360 | 28 | 100.0000 | 0 | 0 | 0.0000 |
| Resolution 4 | 78,196,360 | 28 | 100.0000 | 0 | 0 | 0.0000 |
| Resolution 5 | 78,196,360 | 28 | 100.0000 | 0 | 0 | 0.0000 |
| Resolution 6 | 78,196,360 | 28 | 100.0000 | 0 | 0 | 0.0000 |
| Resolution 7 | 78,196,360 | 28 | 100.0000 | 0 | 0 | 0.0000 |
| Resolution 8 | 78,196,360 | 28 | 100.0000 | 0 | 0 | 0.0000 |
| Resolution 9 | 78,196,360 | 28 | 100.0000 | 0 | 0 | 0.0000 |
| Resolution 10 | 78,191,580 | 27 | 99.9939 | 4,780 | 1 | 0.0061 |

The Chairman declared that all ten (10) Ordinary Resolutions were approved by the shareholders.

Ordinary Resolution 1

It was resolved that the Directors' fees payable to the Non-Executive Directors up to an amount of RM180,000 from 16 June 2022 until the conclusion of the next Annual General Meeting of the Company be approved.

Ordinary Resolution 2

It was resolved that the Directors' benefits payable to the Non-Executive Directors up to an amount of RM30,000 from 16 June 2022 until the conclusion of the next Annual General Meeting of the Company be approved.

Ordinary Resolution 3

It was resolved that Mr Lim Chee Beng who was retiring pursuant to Clause 97 of the Company's Constitution be re-elected as Director of the Company.

Ordinary Resolution 4

It was resolved that Datuk Iskandar Bin Sarudin who was retiring pursuant to Clause 106 of the Company's Constitution be re-elected as Director of the Company.

Ordinary Resolution 5

It was resolved that Mr Vo Nghia Huu who was retiring pursuant to Clause 106 of the Company's Constitution be re-elected as Director of the Company.

Ordinary Resolution 6

It was resolved that Ms Lim Kim Lee who was retiring pursuant to Clause 106 of the Company's Constitution be re-elected as Director of the Company.

Ordinary Resolution 7

It was resolved that Mr Lew Chong Kiat who was retiring pursuant to Clause 106 of the Company's Constitution be re-elected as Director of the Company.

Ordinary Resolution 8

It was resolved that Mr Teh ZiYang who was retiring pursuant to Clause 106 of the Company's Constitution be re-elected as Director of the Company.

Ordinary Resolution 9

It was resolved that Messrs KPMG PLT who have indicated their willingness to continue in office as Auditors of the Company for the financial year ending 31 December 2022 at a remuneration to be fixed by the Directors be approved.

Ordinary Resolution 10

It was resolved that subject always to the Companies Act 2016 ("Act"), Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant governmental/regulatory bodies (if applicable), the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue new shares in the Company from time to time and upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued during the preceding twelve (12) months pursuant to this resolution, does not exceed 20% of the total number of the issued shares (excluding treasury shares) 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 Securities. ("Proposed 20% General Mandate")

AND THAT such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2022 or a later date as allowed by the relevant authorities at that point in time.

AND THAT with effect from 1 January 2023 or a later date as allowed by the relevant authorities at that point in time, the general mandate shall be reinstated from a 20% limit to a 10% limit pursuant to Paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities provided that the aggregate number of shares to be issued pursuant to this resolution, does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being. "(Proposed General Mandate")

AND 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 ("AGM") of the Company, or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, unless revoked or varied by an ordinary resolution of the Company at a general meeting, whichever is the earlier.

12. **TERMINATION OF MEETING**

There being no other business, the meeting ended at 11.30 a.m. with a vote of thanks to the chair.

Confirmed as correct record,

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DATUK ISKANDAR BIN SARUDIN
Chairman