

**INFOMINA BERHAD**  
**[Registration No. 200701018579 (776590-U)]**  
(Incorporated in Malaysia)

**MINUTES OF THE ELEVENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD  
AT SIME DARBY CONVENTION CENTRE, AUDITORIUM, LEVEL LG1, 1A, JALAN BUKIT  
KIARA 1, 60000 KUALA LUMPUR, ON THURSDAY, 16 NOVEMBER 2023 AT 10.00 A.M.**

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Present : **Directors**  
Saleena Binti Mohd Ali (Chairperson)  
Yee Chee Meng (“Mr Yee”)  
Lim Leong Ping @ Raymond Lim  
Nasimah Binti Mohd Zain  
Mohd Hoshairy Bin Alias  
Tay Weng Hwee  
Nor’Azamin Bin Salleh  
Muhriz Nor Iskandar Bin Mohamed Murad

**Principal Adviser, M & A Securities Sdn Bhd**  
Chong Hsu-Yeung  
Cedric Koh Jia Ming

**External Auditors, Messrs Baker Tilly Monteiro Heng PLT**  
Paul Tan Hong  
Desmond Wong  
Wee Ching Yee  
Chin Yun Huei

**Company Secretaries**  
Ms Yeng Shi Mei (Company Secretary)  
Ms Foo Jia Yee }  
Ms Dhanya Sripathy } Representatives from Tricor  
Ms Lee Jia Yi } Corporate Services Sdn Bhd

**Attendance of Members**

The attendance of members/corporate representatives/proxies was as per the Attendance List.

**CHAIRPERSON**

On behalf of the Board, the Chairperson welcomed the members and attendees to the Company’s Eleventh (“11<sup>th</sup>”) Annual General Meeting (“AGM”).

The Chairperson introduced the Board members and Company Secretary to the members.

## **NOTICE**

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

## **QUORUM**

The Chairperson advised the meeting that the Company's Constitution required the presence of at least two members or proxies or corporate representatives to form a quorum.

Upon confirming the presence of the requisite quorum pursuant to the Company's Constitution, the Chairperson called the meeting to order at 10.00 a.m.

## **ANNOUNCEMENT ON ADMINISTRATIVE MATTERS**

The meeting was informed that pursuant to Paragraph 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 11<sup>th</sup> AGM must be voted by poll.

Pursuant to the Company's Constitution, the Chairperson declared that all resolutions in the Notice of 11<sup>th</sup> AGM would be voted by poll, to be conducted after all items on the agenda had been dealt with.

The meeting was informed of the following:-

- (1) The Company had appointed Tricor Investor & Issuing House Services Sdn Bhd ("TIIH") as the Poll Administrator to conduct the poll voting and Scrutineer Solutions Sdn Bhd as the Independent Scrutineer to verify the poll results; and
- (2) Save for Resolution 11, which required a Special Resolution, the remaining Resolutions required a simple majority of more than 50% votes from those members present in person or by proxies and voting at the meeting.

The Chairperson proceeded to the business of the agenda of the 11<sup>th</sup> AGM as follows:-

### **1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MAY 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

- 1.1 The Audited Financial Statements for the financial year ended 31 May 2023 ("AFS FYE 2023") together with the Reports of the Directors and Auditors, having been circulated to all the members of the Company within the statutory period, were tabled before the meeting for discussion.
- 1.2 The Chairperson informed that the AFS FYE 2023 was meant for discussion only and pursuant to the Companies Act 2016, the AFS FYE 2023 did not require a formal approval of the members. Therefore, it was not put forward for voting.

- 1.3 The Financial Highlights of the Group for the financial year ended 31 May 2023 were presented to the members.
- 1.4 The Chairperson declared that AFS FYE 2023 together with the Reports of the Directors and Auditors thereon, be received.

**2. RESOLUTION 1: RE-ELECTION OF LIM LEONG PING @ RAYMOND LIM WHO RETIRES BY ROTATION PURSUANT TO CLAUSE 76(3) OF THE COMPANY'S CONSTITUTION, AS DIRECTOR OF THE COMPANY**

The Chairperson proceeded to Resolution 1 on the re-election of Lim Leong Ping @ Raymond Lim, who was retiring by rotation pursuant to Clause 76(3) of the Constitution of the Company. She put the following motion to the meeting for consideration:-

*"THAT Lim Leong Ping @ Raymond Lim, retiring pursuant to Clause 76(3) of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company."*

**3. RESOLUTION 2: RE-ELECTION OF NASIMAH BINTI MOHD ZAIN WHO RETIRES BY ROTATION PURSUANT TO CLAUSE 76(3) OF THE COMPANY'S CONSTITUTION, AS DIRECTOR OF THE COMPANY**

The Chairperson continued with Resolution 2 on the re-election of Nasimah Binti Mohd Zain, who was retiring pursuant to Clause 76(3) of the Constitution of the Company. She then put the following motion to the meeting for consideration:-

*"THAT Nasimah Binti Mohd Zain, retiring pursuant to Clause 76(3) of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company."*

**4. RESOLUTION 3: RE-ELECTION OF YEE CHEE MENG WHO RETIRES BY ROTATION PURSUANT TO CLAUSE 76(3) OF THE COMPANY'S CONSTITUTION, AS DIRECTOR OF THE COMPANY**

The Chairperson moved on to Resolution 3 on the re-election of Mr Yee, who was retiring pursuant to Clause 76(3) of the Constitution of the Company. She then put the following motion to the meeting for consideration:-

*"THAT Yee Chee Meng, retiring pursuant to Clause 76(3) of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company."*

**5. RESOLUTION 4: PAYMENT OF DIRECTOR'S FEES TO SALEENA BINTI MOHD ALI FOR THE PERIOD FROM THE 11<sup>TH</sup> AGM UNTIL THE NEXT AGM OF THE COMPANY**

- 5.1 Resolution 4 concerned the payment of Director's fees to the Chairperson for the period from the 11<sup>th</sup> AGM until the next AGM of the Company. The Chairperson passed the chair to Mr Yee.

5.2 Mr. Yee put the following motion to the meeting for consideration:-

*“THAT the payment of Director’s fees to Saleena Binti Mohd Ali amounting to RM72,000.00 for the period from the 11th Annual General Meeting until the next Annual General Meeting of the Company be approved.”*

5.3 Mr. Yee then passed the chair back to Chairperson.

**6. RESOLUTION 5: PAYMENT OF DIRECTOR’S FEES TO NOR’AZAMIN BIN SALLEH FOR THE PERIOD FROM THE 11<sup>TH</sup> AGM UNTIL THE NEXT AGM OF THE COMPANY**

The Chairperson continued with Resolution 5 on the payment of Director’s fees to Nor’Azamin Bin Salleh for the period from the 11<sup>th</sup> AGM until the next AGM of the Company. She then put the following motion to the meeting for consideration:-

*“THAT the payment of Director’s fees to Nor’Azamin Bin Salleh amounting to RM72,000.00 for the period from the 11th Annual General Meeting until the next Annual General Meeting of the Company be approved.”*

**7. RESOLUTION 6: PAYMENT OF DIRECTOR’S FEES TO TAY WENG HWEE FOR THE PERIOD FROM THE 11<sup>TH</sup> AGM UNTIL THE NEXT AGM OF THE COMPANY**

The Chairperson moved on to Resolution 6 on the payment of Director’s fees to Tay Weng Hwee for the period from the 11<sup>th</sup> AGM until the next AGM of the Company. She then put the following motion to the meeting for consideration:-

*“THAT the payment of Director’s fees to Tay Weng Hwee amounting to RM60,000.00 for the period from the 11th Annual General Meeting until the next Annual General Meeting of the Company be approved.”*

**8. RESOLUTION 7: PAYMENT OF DIRECTOR’S FEES TO MUHRIZ NOR ISKANDAR BIN MOHAMED MURAD FOR THE PERIOD FROM THE 11<sup>TH</sup> AGM UNTIL THE NEXT AGM OF THE COMPANY**

The Chairperson proceeded to Resolution 7 on the payment of Director’s fees to Muhriz Nor Iskandar Bin Mohamed Murad for the period from the 11<sup>th</sup> AGM until the next AGM of the Company. She then put the following motion to the meeting for consideration:-

*“THAT the payment of Director’s fees to Muhriz Nor Iskandar Bin Mohamed Murad amounting to RM60,000 for the period from the 11th Annual General Meeting until the next Annual General Meeting of the Company be approved.”*

**9. RESOLUTION 8: PAYMENT OF ADDITIONAL DIRECTORS' FEES FOR THE PERIOD FROM THE 11<sup>TH</sup> AGM UNTIL THE NEXT AGM OF THE COMPANY**

9.1 The Chairperson proceeded to Resolution 8 on the payment of additional Directors' fees for the period from the 11<sup>th</sup> AGM until the next AGM of the Company.

9.2 She informed that this resolution would facilitate the payment of additional Directors' fees, which had been budgeted for the period from the 11<sup>th</sup> AGM until the date of next AGM, in the event the Company appoints additional Non-Executive Director(s).

9.3 The Chairperson then put the following motion to the meeting for consideration:-

*"THAT the payment of additional Directors' fees amounting to RM40,000.00 for the period from the 11th Annual General Meeting until the next Annual General Meeting of the Company be approved."*

**10. RESOLUTION 9: PAYMENT OF DIRECTORS' BENEFITS FOR THE PERIOD FROM THE 11<sup>TH</sup> AGM UNTIL THE NEXT AGM OF THE COMPANY**

10.1 The Chairperson continued with Resolution 9 on the payment of Directors' benefits for the period from the 11<sup>th</sup> AGM until the next AGM of the Company.

10.2 The meeting noted that the proposed Directors' benefits are calculated based on the current Board size and the number of scheduled Board and Committee meetings from the 11<sup>th</sup> AGM until the date of next AGM. In the event the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.

10.3 The Chairperson then put the following motion to the meeting for consideration:-

*"THAT the payment of Directors' benefits of up to an amount of RM60,000.00 to the Independent Non-Executive Directors for the period from the 11th Annual General Meeting until the next Annual General Meeting of the Company be approved."*

**11. RESOLUTION 10: RE-APPOINTMENT OF BAKER TILLY MONTEIRO HENG PLT AS AUDITORS OF THE COMPANY**

The Chairperson proceeded to Resolution 10 on the re-appointment of Auditors. The Chairperson informed that Messrs Baker Tilly Monteiro Heng PLT had indicated their willingness to continue office. She then put the following motion to the meeting for consideration:-

*"THAT Messrs Baker Tilly Monteiro Heng PLT be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting AND THAT the Directors be authorised to fix their remuneration."*

**12. RESOLUTION 11: WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT 2016**

12.1 The Chairperson continued with Resolution 11 on the waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016.

12.2 She informed that the resolution, if passed, will allow the Directors to issue new shares to any person without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.

12.3 The Chairperson then put the following motion to the meeting for consideration:-

*“THAT the shareholders of the Company do hereby waive their statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act 2016, read together with Clause 12(3) of the Constitution of the Company.*

*AND THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution on Authority to Allot Shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016.”*

**13. RESOLUTION 12: AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

13.1 The Chairperson moved on to Resolution 12 on the authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.

13.2 She informed that subject to the passing of the Resolution 11 on the waiver of pre-emptive rights, the Resolution 12, if passed, will authorise the Directors of the Company from the date of the 11<sup>th</sup> AGM, authority to allot shares of not more than 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. The authority, unless revoked or varied by the Company in a General Meeting, will expire at the next AGM.

13.3 The Chairperson then put the following motion to the meeting for consideration:-

*“THAT contingent upon the passing of the Special Resolution on Waiver of Pre-emptive Rights under Section 85 of the Companies Act 2016 (“the Act”) and pursuant to Sections 75 and 76 of the Act, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to allot shares in the Company at any time 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 allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and*

*are also empowered to obtain approval for the listing of and quotation for the additional shares so issued from Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting.”*

#### **14. ANY OTHER BUSINESS**

The Chairperson informed that the Company had not received notice for other business pursuant to the Companies Act 2016.

#### **CONDUCT OF VOTING BY POLL**

After having dealt with all the items on the agenda, the Chairperson invited the representative from TIIH to brief the members on the polling procedures.

The meeting proceeded to vote on Resolutions 1 to 12.

Upon closing the voting session, the meeting adjourned at 11.00 a.m. for the counting of votes.

#### **ANNOUNCEMENT OF POLL RESULTS**

Upon the completion of the counting of votes by the Poll Administrator and verification of the results by the Independent Scrutineer, the Chairperson resumed the meeting at 11.30 a.m. for the declaration of the poll results.

The poll results, which had been verified by the Independent Scrutineer, were projected on the screen for the members’ information (please refer to Appendix A attached).

Based on the poll results, the Chairperson declared Resolutions 1 to 12 carried.

#### **CLOSURE OF MEETING**

There being no further business, the meeting closed at 11.35 a.m. with a vote of thanks to the Chair.

Dated: 16 November 2023