

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

**MINUTES OF THE TWELFTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ENTIRELY THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT BO3-C-13-1, MENARA 3A, NO. 3, JALAN BANGSAR, KL ECO CITY, 59200 KUALA LUMPUR, ON TUESDAY, 19 NOVEMBER 2024 AT 10.30 A.M.**

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Present at Broadcast Venue : **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  
Hajar Roslin Binti Mohamad

**Key Senior Management**

Eddie Thoo W'y-Kit (Chief Financial Officer)

**Company Secretary**

Ms Yeng Shi Mei

Attended via Video Conferencing : **Key Senior Management**  
Tan Siang Pin (Chief Sales Officer)

**Principal Adviser, M & A Securities Sdn. Bhd.**

Chong Hsu-Yeung  
Wong Wai Chyi

**External Auditors, Messrs Baker Tilly Monteiro Heng PLT**

Kenny Yeoh Khi Khen  
Desmond Wong Kit-Keong  
Eng Yee Ling  
Euginie Tai Yin Pei

**Attendance of Members**

The attendance of members/corporate representatives/proxies is as per the Summary of Attendance List via the Remote Participation and Voting facilities ("RPV") provided by AscendServ Capital Markets Services Sdn. Bhd. via Dvote Online website.

## **CHAIRPERSON**

On behalf of the Board, the Chairperson welcomed the members and attendees who participated at the Company's Twelfth ("12th") Annual General Meeting ("AGM"). The Chairperson informed that the 12th AGM was conducted entirely through live streaming from the Broadcast Venue.

The Chairperson then introduced the Board members, Company Secretary, External Auditors and Principal Adviser 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 informed that the Constitution of the Company required the presence of at least two members or proxies or corporate representatives to form a quorum. For a virtual meeting, the quorum shall be determined by the number of members who logged in at the commencement of the meeting.

Upon confirming the presence of the requisite quorum pursuant to the Company's Constitution, the Chairperson called the meeting to order at 10.30 a.m.

## **ANNOUNCEMENT ON ADMINISTRATIVE MATTERS**

The meeting was informed that pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of the general meeting must be voted by poll.

Pursuant to the Company's Constitution, the Chairperson declared that all resolutions set out in the Notice of 12th AGM be voted by poll. The poll would be conducted after all items on the agenda were dealt with.

The Chairperson briefed the members on the following:

- (1) The Company had appointed AscendServ Capital Markets Services Sdn. Bhd. as the Poll Administrator to conduct the poll voting and Scrutineer Solutions Sdn. Bhd. as the Independent Scrutineer to verify the poll results.
- (2) The guide on remote voting procedures and the manner to raise questions at the meeting through Dvote platform were then presented to the members.

The Chairperson then proceeded with the business of the agenda of the 12th AGM.

**1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MAY 2024 TOGETHER WITH THE DIRECTORS' AND THE AUDITORS' REPORTS THEREON**

- 1.1 The Audited Financial Statements for the financial year ended 31 May 2024 (“**AFS FY 2024**”), together with the Directors' and the Auditors' Reports, 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 FY 2024 was meant for discussion only and pursuant to the Companies Act 2016, the AFS FY 2024 did not require 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 2024 were presented to the members.
- 1.4 The Chairperson declared that the AFS FY 2024, together with the Directors' and the Auditors' Reports thereon, be received.

**2. RESOLUTION 1: RE-ELECTION OF MOHD HOSHAIRY BIN ALIAS WHO RETIRES 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 Mohd Hoshairy Bin Alias, who was retiring pursuant to Clause 76(3) of the Company's Constitution. She put the following motion to the meeting for consideration:

*“THAT Mohd Hoshairy Bin Alias 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 NOR'AZAMIN BIN SALLEH WHO RETIRES 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 Nor'Azamin Bin Salleh, who was retiring pursuant to Clause 76(3) of the Company's Constitution. She then put the following motion to the meeting for consideration:

*“THAT Nor'Azamin Bin Salleh 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 SALEENA BINTI MOHD ALI WHO RETIRES PURSUANT TO CLAUSE 76(3) OF THE COMPANY'S CONSTITUTION, AS DIRECTOR OF THE COMPANY**

- 4.1 Resolution 3 concerned the re-election of the Chairperson, who was retiring pursuant to Clause 76(3) of the Company's Constitution. The Chairperson passed the chair to Mr Yee.

4.2 Mr Yee put the following motion to the meeting for consideration:

*“THAT Saleena Binti Mohd Ali retiring pursuant to Clause 76(3) of the Company’s Constitution and being eligible, be hereby re-elected as Director of the Company.”*

4.3 Mr Yee then passed the chair back to Chairperson.

**5. RESOLUTION 4: RE-ELECTION OF HAJAR ROSLIN BINTI MOHAMAD WHO RETIRES PURSUANT TO CLAUSE 78 OF THE COMPANY’S CONSTITUTION, AS DIRECTOR OF THE COMPANY**

The Chairperson proceeded to Resolution 4 on the re-election of Hajar Roslin Binti Mohamad, who was retiring pursuant to Clause 78 of the Company’s Constitution. She then put the following motion to the meeting for consideration:

*“THAT Hajar Roslin Binti Mohamad retiring pursuant to Clause 78 of the Company’s Constitution and being eligible, be hereby re-elected as Director of the Company.”*

**6. RESOLUTION 5: PAYMENT FOR UNDER PROVISION OF DIRECTOR’S FEES TO HAJAR ROSLIN BINTI MOHAMAD FOR THE PERIOD FROM THE ELEVENTH (11TH) AGM UNTIL THE 12TH AGM**

The Chairperson moved on to Resolution 5 on the payment for under provision of Director’s fees of RM8,000 payable to Hajar Roslin Binti Mohamad for the period from the 11th AGM until the 12th AGM of the Company. She then put the following motion to the meeting for consideration:

*“THAT the payment for under provision of Director’s fees to Hajar Roslin Binti Mohamad amounting to RM8,000 for the period from the 11th Annual General Meeting until the 12th Annual General Meeting be approved.”*

**7. RESOLUTION 6: PAYMENT OF DIRECTOR’S FEES TO SALEENA BINTI MOHD ALI FOR THE PERIOD FROM THE 12TH AGM UNTIL THE NEXT AGM**

7.1 Resolution 6 concerned the payment of Director’s fees to the Chairperson for the period from the 12th AGM until the next AGM of the Company. The Chairperson passed the chair again to Mr Yee.

7.2 Mr Yee then 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 for the period from this 12th Annual General Meeting until the next Annual General Meeting be approved.”*

7.3 Mr Yee then passed the chair back to Chairperson.

**8. RESOLUTION 7: PAYMENT OF DIRECTOR'S FEES TO NOR'AZAMIN BIN SALLEH FOR THE PERIOD FROM THE 12TH AGM UNTIL THE NEXT AGM**

The Chairperson continued with Resolution 7 on the payment of Director's fees to Nor'Azamin Bin Salleh for the period from the 12th 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 for the period from this 12th Annual General Meeting until the next Annual General Meeting be approved."*

**9. RESOLUTION 8: PAYMENT OF DIRECTOR'S FEES TO TAY WENG HWEE FOR THE PERIOD FROM THE 12TH AGM UNTIL THE NEXT AGM**

The Chairperson moved on to Resolution 8 on the payment of Director's fees to Tay Weng Hwee for the period from the 12th 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 for the period from this 12th Annual General Meeting until the next Annual General Meeting be approved."*

**10. RESOLUTION 9: PAYMENT OF DIRECTOR'S FEES TO MUHRIZ NOR ISKANDAR BIN MOHAMED MURAD FOR THE PERIOD FROM THE 12TH AGM UNTIL THE NEXT AGM**

The Chairperson proceeded to Resolution 9 on the payment of Director's fees to Muhriz Nor Iskandar Bin Mohamed Murad for the period from the 12th 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 this 12th Annual General Meeting until the next Annual General Meeting be approved."*

**11. RESOLUTION 10: PAYMENT OF DIRECTOR'S FEES TO HAJAR ROSLIN BINTI MOHAMAD FOR THE PERIOD FROM THE 12TH AGM UNTIL THE NEXT AGM**

The Chairperson moved on to Resolution 10 on the payment of Director's fees to Hajar Roslin Binti Mohamad for the period from the 12th 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 Hajar Roslin Binti Mohamad amounting to RM48,000 for the period from this 12th Annual General Meeting until the next Annual General Meeting be approved."*

**12. RESOLUTION 11: PAYMENT OF DIRECTORS' BENEFITS FOR THE PERIOD FROM THE 12TH AGM UNTIL THE NEXT AGM**

12.1 The Chairperson continued with Resolution 11 on the payment of Directors' benefits for the period from the 12th AGM until the next AGM of the Company.

12.2 The meeting noted that the proposed Directors' benefits are calculated based on the current Board composition and the number of scheduled Board and Committee meetings from the 12th AGM until the date of next AGM. In the event the proposed amount is insufficient due to more meetings, approval will be sought at the next AGM for the shortfall.

12.3 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 for the period from this 12th Annual General Meeting until the next Annual General Meeting be approved."*

**13. RESOLUTION 12: RE-APPOINTMENT OF BAKER TILLY MONTEIRO HENG PLT AS AUDITORS OF THE COMPANY**

The Chairperson proceeded to Resolution 12 on the re-appointment of Auditors. The Chairperson informed that Baker Tilly Monteiro Heng PLT had indicated their willingness to continue office. She then put the following motion to the meeting for consideration:

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

**14. RESOLUTION 13: WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT 2016**

14.1 The Chairperson continued with Resolution 13 on the waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016.

14.2 She informed that the resolution, if passed, would 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.

14.3 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 ("the Act"), 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 Act.”*

**15. RESOLUTION 14: AUTHORITY TO ALLOT SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

15.1 The Chairperson moved on to Resolution 14 on the authority to allot shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

15.2 She informed that subject to the passing of the Resolution 13 on the waiver of pre-emptive rights, the Resolution 14, if passed, will authorise the Directors of the Company, from the date of the 12th AGM, authority to allot shares in the Company up to an amount 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 best interest of the Company. The authority, unless revoked or varied by the Company in a General Meeting, will expire at the next AGM.

15.3 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.”*

**16. ANY OTHER BUSINESS**

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

**QUESTION AND ANSWER (“Q&A”) SESSION**

Chairperson addressed the questions and comments posed by the members during the meeting.

The summary of the questions and comments as well as the Company's responses marked as Appendix A and attached hereto form part of these minutes.

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

After having dealt with all the items on the agenda, the meeting proceeded to the voting on Resolutions 1 to 14 by poll via RPV.

Upon the closing of the voting session, the meeting adjourned for 20 minutes to facilitate the counting of votes by the Poll Administrator and verification of the results by the Independent Scrutineer.

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

The Chairperson reconvened the meeting at 11.55 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 B attached).

Based on the poll results, the Chairperson declared Resolutions 1 to 14 carried.

#### **CLOSURE**

There being no further business, the meeting was closed at 12.00 p.m. with a vote of thanks to the Chair.

Dated: 19 November 2024