

MALAKOFF CORPORATION BERHAD

(Registration No. 200601011818/731568-V)

MINUTES OF SIXTEENTH ANNUAL GENERAL MEETING (“16th AGM”) OF MALAKOFF CORPORATION BERHAD (“MCB” OR “COMPANY”) HELD AT BROADCAST VENUE AT LEVEL 7, BLOCK 4, PLAZA SENTRAL, JALAN STESEN SENTRAL 5, 50470 KUALA LUMPUR ON THURSDAY, 28 APRIL 2022 AT 10.00 A.M.

PRESENT

- 1 Tan Sri Datuk Dr. Ir. Ahmad Tajuddin Ali (“**Chairman**”) *(Independent Non-Executive Chairman)*
- 2 Encik Anwar Syahrin Abdul Ajib *(Managing Director/ Chief Executive Officer)*
- 3 Dato’ Sri Che Khalib Mohamad Noh *(Non-Independent Non-Executive Director)*
- 4 Datuk Ooi Teik Huat *(Non-Independent Non-Executive Director)*
- 5 Datuk Idris Abdullah *(Independent Non-Executive Director)*
- 6 Datuk Dr. Syed Muhamad Syed Abdul Kadir *(Independent Non-Executive Director)*
- 7 Datuk Rozimi Remeli *(Independent Non-Executive Director)*
- 8 Dato’ Mohd Naim Daruwish *(Non-Independent Non-Executive Director)*

IN ATTENDANCE

Encik Noor Raniz Mat Nor *(Company Secretaries)*
Cik Cheryl Rinai Kalip

SHAREHOLDERS PRESENT

Total: 705 shareholders, holding 7,768,986 ordinary shares of MCB (“**Malakoff Shares**”)]

PROXIES PRESENT

Total: 170 proxies representing 3,970,262,869 Malakoff Shares, of which 2,447,781,180 Malakoff Shares were represented by the Chairman.

INVITEES PRESENT

As per Attendance List as attached.

AUDITORS PRESENT

Messrs KPMG PLT
(represented by Mr. Foong Mun Kong)

POLLING AGENT PRESENT

Boardroom Share Registrars Sdn Bhd

SCRUTINEER PRESENT

Boardroom Corporate Services Sdn Bhd

PROCEEDINGS OF MEETING

1. CHAIRMAN

YBhg. Tan Sri Datuk Dr. Ir. Ahmad Tajuddin Ali chaired the 16th AGM of the Company.

2. PRELIMINARY

The Chairman welcomed all shareholders and proxies who attended the 16th AGM, his fellow members of the Board of Directors (“**Board**”) and members of MCB’s senior management team. The Chairman informed that the meeting was the seventh AGM of the Company since its listing on the Main Board of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) in May 2015.

3. QUORUM

Upon confirmation by the Company Secretary that a quorum was present, the Chairman called the meeting to order.

The Chairman informed that all other Directors of the Company were participating in the AGM remotely from various locations. He further explained that the Company continues to observe the latest Guidance Note on the Conduct of General Meetings issued by Securities Commission of Malaysia on 16 July 2021 and had opted for virtual general meeting that could better maintain a physical distance at all times as prescribed in the Standard Operating Procedures by the Malaysian National Security Council, with the fewest possible number of essential individuals physically present at the broadcast venue.

The Chairman then introduced each and every member of the Board who were present at the broadcast venue and those participating via online. He further introduced the senior management and advisors who were also present at the broadcast venue.

4. PRESENTATION BY MANAGING DIRECTOR/ CHIEF EXECUTIVE OFFICER (“MD”/“CEO”)

The Chairman then invited Encik Anwar Syahrin Abdul Ajib, the MD/CEO of MCB, to provide a brief presentation on the overview of the Company’s business environment for 2021. His presentation encompasses the following areas:

- 2021 Business Environment Review
- 2021 Performance Highlights
- Malakoff 2.0 Strategic Transformation
- Malakoff’s Sustainability Framework

The Chairman thanked the MD/CEO of MCB for his presentation and proceeded to the next agenda of the meeting.

5. RESPONSES TO MINORITY SHAREHOLDERS WATCH GROUP’S (“MSWG”) QUERIES VIDE LETTER DATED 11 APRIL 2022

The Chairman informed the meeting that MSWG had through its letter dated 11 April 2022 raised several questions and the Company had responded to the questions accordingly prior to the meeting. He then invited Mr Saravanan Desigamanie to read out the questions and the Company’s response.

A copy of MSWG’s letter together with MCB’s written reply are attached hereto as **Appendix 1**.

6. NOTICE CONVENING THE MEETING

The Chairman proceeded with the notice convening the meeting stipulated on pages 306 to 312 of the Integrated Annual Report 2021A (“**IAR**”) 2021 which was taken as read.

The Chairman informed that the AGM was the principal forum for dialogue with all shareholders. He further highlighted that his presence together with the Board members was to provide clarifications to any questions in relation to the Agenda items and the 10 resolutions to be tabled at the meeting.

Before proceeding to the business of the meeting, the Chairman addressed the door gift or food voucher issue that was raised by several shareholders. He clarified that there was no distribution of door gift or food voucher to the shareholders as stipulated in the Administrative Details circulated to the shareholders together with the Notice of 16th AGM of the Company.

The Chairman informed that the AGM portal was opened since 9 a.m. and following the early opening of the said portal, the Management received several questions from the shareholders and proxy holders. He also informed that all questions would be addressed before the tabling of the resolutions at the meeting.

The Chairman further explained that in accordance with the requirements of the Main Market Listing Requirements of Bursa Malaysia and the Company's Constitution, all motions to be tabled at the meeting would be voted by way of poll. Boardroom Share Registrar Sdn Bhd had been appointed as the Polling Administrator whilst Boardroom Corporate Services Sdn Bhd had been appointed as the Scrutineer.

The Chairman also placed on record that a number of shareholders had appointed him as their proxy, and he would vote according to their instructions. He then invited the shareholders and proxy holders to view a short video on the remote polling process presented by the Polling Administrator.

The Chairman invited all the shareholders/proxies who wished to commence voting on the proposed resolutions as the online voting platform was opened for the shareholders/proxies to cast their votes during the meeting proceedings. He further encouraged the shareholders to participate and ask questions in real time until the closure of the Question and Answer (“Q&A”) session was announced. He then proceeded to deliberate on all the pertinent questions raised by the shareholders and proxies which were addressed by the Board and Management as set out in **Appendix 2** hereof.

Upon the closure of the Q&A session, the Chairman proceeded with the tabling of the resolutions as follows:

**7. AGENDA 1
TO DISCUSS THE AUDITED FINANCIAL STATEMENTS (“AFS”) OF
THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER
2021 (“FYE 2021”) AND THE DIRECTORS’ REPORT AND AUDITORS’
REPORT**

The Chairman explained that the AFS for the FYE 2021 tabled under Agenda 1 was for discussion only as stipulated under Section 340(1) of the Companies Act, 2016 and the Company's Constitution, the Company's AFS did not require shareholders' approval and hence, the matter would not be put forward for voting.

The Chairman declared that the AFS of the Company for the FYE 2021 and the Directors' Report and Auditors' Report thereon be received by the shareholders.

**8. AGENDA 2 (i) - ORDINARY RESOLUTION 1
RE-ELECTION OF DATUK DR. SYED MUHAMAD SYED ABDUL KADIR WHO RETIRES AS DIRECTOR IN ACCORDANCE WITH ARTICLE 105 OF THE COMPANY'S CONSTITUTION**

(Under the explanatory note 2 of the Notice of 16th AGM dated 29 March 2022, any of the Directors who is a shareholder of the Company shall abstain from voting on the resolution in respect of his re-election at the 16th AGM. As Datuk Dr. Syed Muhamad Syed Abdul Kadir held 150,000 ordinary shares in the Company, he had therefore abstained from voting on this resolution)

The Chairman confirmed that Datuk Dr. Syed Muhamad Syed Abdul Kadir had indicated his willingness to be re-elected.

The following **Resolution 1** on the re-election of Datuk Dr. Syed Muhamad Syed Abdul Kadir tabled at the meeting was proposed as follows:

"THAT Datuk Dr. Syed Muhamad Syed Abdul Kadir, who retires in accordance with Article 105 of the Company's Constitution, be and is hereby re-elected as the Director of the Company."

**9. AGENDA 2 (ii) - ORDINARY RESOLUTION 2
RE-ELECTION OF DATUK IDRIS ABDULLAH WHO RETIRES AS DIRECTOR IN ACCORDANCE WITH ARTICLE 105 OF THE COMPANY'S CONSTITUTION**

The Chairman confirmed that Datuk Idris Abdullah had indicated his willingness to be re-elected.

The following **Resolution 2** on the re-election of Datuk Dr. Syed Muhamad Syed Abdul Kadir tabled at the meeting was proposed as follows:

"THAT Datuk Idris Abdullah, who retires in accordance with Article 105 of the Company's Constitution, be and is hereby re-elected as the Director of the Company."

**10. AGENDA 3 (i) - ORDINARY RESOLUTION 3
RE-ELECTION OF TAN SRI DATUK DR. IR. AHMAD TAJUDDIN ALI WHO RETIRES AS DIRECTOR IN ACCORDANCE WITH ARTICLE 111 OF THE COMPANY'S CONSTITUTION**

At this juncture, the Chairman handed over the Chair to Datuk Dr. Syed Muhamad Syed Abd Kadir to proceed with Resolution 3 as the resolution was in relation to his own re-election.

Datuk Dr. Syed Muhamad Syed Abd Kadir who took over as Chairman, confirmed that Tan Sri Datuk Dr. Ir. Ahmad Tajuddin Ali has indicated his willingness to be re-elected.

The following **Resolution 3** on the re-election of Tan Sri Datuk Dr. Ir. Ahmad Tajuddin Ali was proposed as follows:

“THAT Tan Sri Datuk Dr. Ir. Ahmad Tajuddin Ali, who retires in accordance with Article 111 of the Company’s Constitution, be and is hereby re-elected as the Director of the Company.”

Datuk Dr Syed Muhamad Syed Abd Kadir then handed over the Chair to Tan Sri Datuk Dr. Ir. Ahmad Tajuddin Ali to continue with the other resolutions in the Agenda of the meeting.

**11. AGENDA 3 (ii) - ORDINARY RESOLUTION 4
RE-ELECTION OF DATO’ MOHD NAIM DARUWISH WHO RETIRES AS DIRECTOR IN ACCORDANCE WITH ARTICLE 111 OF THE COMPANY’S CONSTITUTION**

The Chairman confirmed that Dato’ Mohd Naim Daruwish had indicated his willingness to be re-elected.

The following **Resolution 4** on the re-election of Dato’ Mohd Naim Daruwish tabled at the meeting was proposed as follows:

“THAT Dato’ Mohd Naim Daruwish, who retires in accordance with Article 111 of the Company’s Constitution, be and is hereby re-elected as the Director of the Company.”

**12. AGENDA 4 - ORDINARY RESOLUTION 5
PAYMENT OF DIRECTORS’ FEES UP TO AN AMOUNT OF RM1,230,000 TO THE NON-EXECUTIVE DIRECTORS (“NEDs”) WITH EFFECT FROM THE CONCLUSION OF THE 16th AGM UNTIL THE NEXT AGM OF THE COMPANY**

(Under the explanatory note 6 of the Notice of 16th AGM dated 29 March 2022, the Non-Executive Directors (“NEDs”) who are the shareholders of the Company shall abstain from voting on ordinary resolutions 5 to 7 concerning their own re-election, fees and remunerations to the NEDs at the 16th AGM)

Therefore, the following NEDs who held shares in the Company had abstained from voting on resolutions 5 to 7:

- *Tan Sri Datuk Dr. Ir. Ahmad Tajuddin Ali;*
- *Dato' Sri Che Khalib Mohamad Noh;*
- *Datuk Ooi Teik Huat; and*
- *Datuk Dr. Syed Muhamad Syed Abdul Kadir.*

As explained under Explanatory Note 3 of the Notice of 16th AGM, the proposed resolutions 5 and 6, if passed, would allow the payment of the following Directors' fees and remuneration to the NEDs on a monthly basis and/or as-and-when incurred within the approval period after the NEDs have discharged their responsibilities and rendered their services to the Company:

- Directors' fees; and
- Benefits payable by the Company comprising Board Committee allowances, meeting allowances, annual leave passage and/or annual supplemental fees including benefits-in-kind to the Chairman.

The Current Directors' fees per member/month were provided in the table under Explanatory Note 3 of the Notice of 16th AGM.

The following **Resolution 5** on the payment of Directors' fees up to an amount of RM1,230,000 to the NEDs with effect from the conclusion of the 16th AGM until the next AGM of the Company was tabled at the meeting:

“That the payment of Directors' fees up to an amount of RM1,230,000 to the Non-Executive Directors with effect from the conclusion of the 16th AGM until the next AGM of the Company be and is hereby approved.”

**13. AGENDA 5 (i) - ORDINARY RESOLUTION 6
PAYMENT OF DIRECTORS' BENEFITS TO THE NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT OF RM1,260,000 WITH EFFECT FROM THE CONCLUSION OF THE 16th AGM UNTIL THE NEXT AGM OF THE COMPANY**

The following **Resolution 6** on the payment of Directors' benefits to the NEDs at the capping amount of RM1,260,000 with effect from the conclusion of the 16th AGM until the next AGM of the Company was tabled at the meeting:

“That the payment of Directors' benefits to the Non-Executive Directors at the capping amount of RM1,260,000 with effect from the conclusion of the 16th AGM until the next AGM of the Company be and is hereby approved.”

**14. AGENDA 5 (ii) - ORDINARY RESOLUTION 7
PAYMENT OF DIRECTORS' BENEFITS UP TO AN AMOUNT OF RM250,000 BY THE SUBSIDIARIES OF THE COMPANY TO THE**

DIRECTORS WITH EFFECT FROM THE CONCLUSION OF THE 16th AGM UNTIL THE NEXT AGM OF THE COMPANY

The following **Resolution 7** on the payment of Directors' benefits to the Directors at the capping amount of RM250,000 with effect from the conclusion of the 16th AGM until the next AGM of the Company was tabled at the meeting:

“That the payment of Directors’ benefits to the Directors at the capping amount of RM250,000 with effect from the conclusion of the 16th AGM until the next AGM of the Company be and is hereby approved.”

As for Resolution 7 in the Notice of 16th AGM, the Directors' benefits comprise of monthly allowances and meeting allowances payable to the Directors of Malakoff who are also sitting on the Board of two subsidiaries of Malakoff namely:

1. Malaysian Shoaiba Consortium Sdn Bhd (80%-owned) – Tan Sri Datuk Dr. Ir. Ahmad Tajuddin Ali and Encik Anwar Syahrin Abdul Ajib
2. Alam Flora Sdn Bhd (97.37%-owned) - Dato' Sri Che Khalib Mohamad Noh, Datuk Idris Abdullah and Encik Anwar Syahrin Abdul Ajib

These 2 subsidiaries hold quarterly Board/Board Committee meetings.

15. AGENDA 6 - ORDINARY RESOLUTION 8 RE-APPOINTMENT OF KPMG PLT TO ACT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The following **Resolution 8** on the re-appointment of KPMG PLT was tabled at the meeting:

“THAT Messrs. KPMG PLT, who are eligible and have given their consent for re-appointment, be and are hereby re-appointed as Auditors of the Company, AND THAT the Directors are authorised to fix their remuneration.”

16. AGENDA 7 - ORDINARY RESOLUTION 9 PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS' MANDATE”)

The Chairman explained that under Explanatory Note 4 of the Notice of 16th AGM, Resolution 9 under Agenda 7 if passed, would empower the Company and its subsidiaries (“**Group**”) to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in Section 2.4 of the Circular to Shareholders dated 29 March 2022 which are necessary for the

Group's day-to-day operations and/or in the ordinary course of business of the Group on normal commercial terms and to facilitate the conduct of the Group's business in a timely manner.

The details of the Proposed Shareholders' Mandate were set out in the Circular to Shareholders dated 29 March 2022, that was circulated together with the IAR 2021 of the Company.

The following **Resolution 9** on the Proposed Shareholders' Mandate was tabled at the meeting:

“THAT, subject to Paragraph 10.09 of the MMLR of Bursa Securities, the Company and its subsidiaries (“Group”) be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in Section 2.4 of the Circular to Shareholders dated 29 March 2022, PROVIDED THAT such transactions are necessary for the Group's day-to-day operations and are in the ordinary course of business of the Group and at arm's length basis and on normal commercial terms which are 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:

- (i) the conclusion of the next AGM of the Company following the general meeting at which this Ordinary Resolution shall be passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority conferred by this resolution is renewed;
- (ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier;

AND THAT the Directors of the Company and its subsidiaries be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate as authorised by this Ordinary Resolution.”

**17. AGENDA 8 – ORDINARY RESOLUTION 10
RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**

The Chairman explained that Resolution 10 under Agenda 8, would grant the Directors the authority to purchase the Company's own shares of up to 10% of its total number of issued shares subject to Section 127 of the Act and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchases.

The details of the proposed renewal of authority for the Company to purchase its own shares were set out in the Share Buy-Back Statement to Shareholders dated 29 March 2021, that was circulated together with the IAR 2021 of the Company.

The following **Resolution 10** on the renewal of authority for the Company to purchase its own shares tabled at the meeting was proposed as follows:

Proposed Renewal of Authority for the Company to Purchase Its Own Shares

“THAT subject to provisions of the Companies Act 2016 (“Act”), the Constitution of the Company, the MMLR of Bursa Securities and all prevailing laws, rules, regulations, orders, guidelines and requirements for the time being in force, approval and authority be and are hereby given to the Directors of the Company (“Directors”), to the extent permitted by law, to purchase such number of ordinary shares in the Company (“Shares”) 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 best interest of the Company, provided that:

- a) the maximum aggregate number of Shares purchased or held by the Company pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time;
- b) the maximum amount of funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the amount of the retained profits of the Company at the time of purchase; and
- c) the authority conferred by this resolution shall be effective immediately after the passing of this resolution and shall continue to be in force until:
 - (i) the conclusion of the next AGM of the Company at which time the authority will lapse unless the authority is renewed by a resolution passed at that meeting, either conditionally or unconditionally;
 - (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting of the Company,

whichever occurs first;

THAT the Directors be and are hereby authorised to deal with the Shares so purchased, at their discretion, in the following manner:

- (i) cancel the Shares so purchased;
- (ii) retain the Shares so purchased as treasury shares; or
- (iii) retain part of the Shares so purchased as treasury shares and cancel the remainder of the Shares;

THAT where such Shares are held as treasury shares, the Directors be and are hereby authorised to deal with the treasury shares in their absolute discretion, in the following manner:

- (i) distribute the Shares as dividends to shareholders, such dividends to be known as “shares dividends”;
- (ii) resell the Shares or any of the Shares in accordance with the relevant rules of Bursa Securities;
- (iii) transfer the Shares or any of the Shares for the purposes of or under an employees’ share scheme;
- (iv) transfer the Shares or any of the Shares as purchase consideration;
- (v) cancel the Shares or any of the Shares; or
- (vi) sell, transfer or otherwise use the Shares for such other purposes as the Minister may by order prescribe;

AND THAT the Directors be and are hereby authorised and empowered to do all acts and things and to take all such steps as necessary or expedient (including opening and maintaining a Central Depository System account) and to enter into and execute, on behalf of the Company, any instrument, agreement and/or arrangement with any person, and with full power to assent to any condition, modification, variation and/or amendment as may be imposed by Bursa Securities or any relevant regulatory authority, and/or as may be required in the best interest of the Company and to take all such steps as the Directors may deem fit, necessary and expedient in the best interest of the Company in order to implement, finalise and give full effect to the purchase by the Company of its Shares.”

18. ANNOUNCEMENT OF RESULTS

At 12.35 pm, the Chairman called the meeting to order and announced the results of the polling as follows:

Ordinary Resolution No. 1

- 1) FOR was 50.0110%; and
- 2) AGAINST was 49.9890%.

Ordinary Resolution No. 2

- 1) FOR was 50.0046%; and
- 2) AGAINST was 49.9954%.

Ordinary Resolution No. 3

- 1) FOR was 87.0587%; and
- 2) AGAINST was 12.9413%.

Ordinary Resolution No. 4

- 1) FOR was 99.7529%; and
- 2) AGAINST was 0.2471%.

Ordinary Resolution No. 5

- 1) FOR was 99.9720%; and
- 2) AGAINST was 0.0280%.

Ordinary Resolution No. 6

- 1) FOR was 99.9679%; and
- 2) AGAINST was 0.0321%.

Ordinary Resolution No. 7

- 1) FOR was 99.9674%; and
- 2) AGAINST was 0.0326%.

Special Resolution No. 8

- 1) FOR was 96.4400%; and
- 2) AGAINST was 3.5600%.

Special Resolution No. 9

- 1) FOR was 99.9700%; and
- 2) AGAINST was 0.0300%.

Special Resolution No. 10

- 1) FOR was 85.9648%; and
- 2) AGAINST was 14.0352%.

The Chairman declared that all the motions were duly passed and approved by the Shareholders of the Company at the meeting.

19. ANY OTHER BUSINESS

The Chairman informed that the Company did not receive any notice for “Any Other Business” to be transacted at the 16th AGM.

20. CLOSE OF MEETING

The Chairman expressed his appreciation to the shareholders for their participation in the virtual meeting. There being no further business, the meeting was declared closed at 12.50 pm with a vote of thanks to the Chairman.

Confirmed as correct record,

CHAIRMAN

BY HAND/BY EMAIL

27 April 2022

Minority Shareholders Watch Group ("MSWG")
Tingkat 11, Bangunan KWSP,
No. 3, Changkat Raja Chulan
Off Jalan Raja Chulan
50200 Kuala Lumpur

Attention: Mr Devanesan Evanson, Chief Executive Officer

Dear Sirs,

16th Annual General Meeting of Malakoff Corporation Berhad to be held on 28 April 2022

We refer to your letter dated 11 April 2022 in relation to the above matter.

We are pleased to attach herewith our reply to the MSWG's questions for your kind attention. Should you require any further information or clarification, kindly contact the undersigned.

Thank you.

Yours faithfully,
for **MALAKOFF CORPORATION BERHAD**


Noor Rahiz Mat Nor
Company Secretary

Encl.

Copy to: Managing Director/ Chief Executive Officer, Malakoff Corporation Berhad

Operational & Financial Matters

1. Note 11.3 to 2021 consolidated financial statements states that a deferred expense amounting to RM206.4m was written off. The deferred expense was a rebate given to Tenaga Nasional Berhad for the 10-year extension period of the Power Purchase Agreement of Segari Energy Ventures Sdn Bhd, effective from 1 July 2017.

Please explain why the deferred expense is no longer recoverable.

Answer:

Segari Energy Ventures Sdn Bhd (“SEV”) had registered gross loss for the financial year ended 31 December 2021 primarily impacted by lower dispatch factor and amortisation of deferred expense. SEV’s gross loss trend is expected to continue over the remaining 10-year extension period of the PPA terms. Should the amortisation of deferred expense be excluded, SEV would have gross profit at the Group level.

Consequently, the Group concluded that the deferred expense is no longer recoverable. As such, the remaining balance of the deferred expense was written off during the financial year ended 31 December 2021.

2. Under Malakoff 2.0 Strategic Transformation, the group aims to increase its thermal power generation to 10,000MW by 2031. Currently, the group has a total effective capacity of 6,410MW with some of the power purchase agreements expiring before 2031.
 - a) Given Malakoff’s road map towards reducing GHG emission intensity by 30% by 2031, what is the likelihood of the Power Purchase Agreements for Tanjung Bin Power Plant and Tanjung Bin Energy Power Plant being extended after its expiry in 2031 and 2041 respectively?

Answer:

We believe that there is still a potential for Power Purchase Agreements (“PPA”) extension for both coal plants after its expiry in 2031 and 2041 respectively.

While we foresee that the PPA extension will be very challenging given the Government’s aspiration to reduce GHG emission intensity in achieving net-zero carbon emission by 2050, maintaining coal plants in the system remains equally important and vital for the stability and security of the grid system, as well as to leverage on the tariffs for electricity consumers in the long run.

Despite the challenges, we will continue our efforts in pursuing the PPA extension to ensure sustainability of our business. We are also exploring the possibility of co-firing the coal plants with alternative fuels that are carbon neutral or carbon free.

- b) Besides the domestic market, where are the geographical regions to which Malakoff intends to expand its thermal power generation capacity under Malakoff 2.0 Strategic Transformation?

Answer:

Besides the domestic market, Malakoff in its effort to be recognized as a global player, is open to participate and explore thermal power generation opportunities, particularly in the Middle East and North African ("MENA") region and in South East Asia, to grow our business.

For the international market, Malakoff is selective in identifying power plant projects/opportunities as they potentially involve huge investments and high risk. Hence, Malakoff would normally pursue such opportunities with credible partners and ensure availability of non-recourse financing.

- c) What is the total capacity of thermal power generation that Malakoff is currently bidding for?

Answer:

We are cognisant of the lack of bidding opportunities or tender exercises for the thermal power generation sector in recent years in Malaysia.

However, Malakoff is actively and aggressively pursuing opportunities to secure new thermal power generation for our future growth in Malaysia through continued engagement with the relevant authorities and stakeholders, as we work towards achieving our long-term power generation target of 10,000 MW by 2031. The current opportunities that we are looking at are sizeable and within our risk appetite.

3. All the domestic power plants reported lower GWh of electricity sold in 2021 compared those of 2019.

- a) What were the reasons for the much steeper decline in the electricity sold from Segari Energy Ventures Sdn Bhd (-93.8%), GB3 Sdn Bhd (-79.9%), Prai Power Plant Sdn Bhd (-80.0%) and Kapar Energy Ventures Sdn Bhd (-31.9%) against the electricity sold from Tanjung Bin Power Sdn Bhd and Tanjung Bin Energy Sdn Bhd which dropped only 10.3% and 2.6% respectively?

Answer:

The electricity generation trend is typically dependent on the demand requirement from the National Grid.

Coal-fired power plants generally operate on a base load regime, followed by the natural gas-fired power plants which operate in a mid-merit regime to complement the demand from the National Grid.

We believe the decline was primarily contributed by a few reasons such as the economic slowdown due to the Covid-19 pandemic and new generating plants with better fuel efficiencies within the Grid.

- b) What had resulted in the capacity factors for Segari Energy Ventures Sdn Bhd, GB3 Sdn Bhd and Prai Power Plant Sdn Bhd dipping below 20% in 2020 and 2021?

Answer:

As mentioned previously, the decline was primarily contributed by the economic slowdown resulting from the various iterations of lockdowns due to the Covid-19 pandemic and new generating plants with better fuel efficiencies within the grid.

With regards to the Prai Power Plant Sdn Bhd, the low-capacity factor in 2020 was also contributed by the major Hot Gas Path Inspection (HGPI) in Q1 and Q2 2020.

Environment, Social, Corporate Governance Matters

4. The company departed from Practice 13.6 of Malaysian Code on Corporate Governance 2021 which requires minutes of general meeting to be circulated to shareholders no later than 30 business days after the general meeting (page 65 of FY21 corporate governance report). In our view, the minutes of general meeting should be prepared and tabled as soon as possible after the meeting while it is fresh in the mind of the Chairman of the general meeting and the board members, so that the minutes could be transcribed and formalised accurately and timely, and action items could be assigned to accountable parties to get the tasks executed accordingly.

- a) How many business days did it take to upload the minutes of the 15th Annual General Meeting (“AGM”) on the company website?

Answer:

It took 75 business days to upload the minutes of the 15th AGM on the Company’s website from the date of the 15th AGM, held on 28 April 2021.

- b) Of the period mentioned in 4a) above, how many business days did it take to

- i) prepare the draft minutes of 15th AGM;

Answer:

The draft AGM minutes were prepared within 30 business days from the date of the 15th AGM. The draft AGM minutes were then circulated together with comments or queries from shareholders relating to the agenda of the 15th AGM and responses from the Board and Management on the same for review.

- ii) table the same for the Board’s review; and

Answer:

The draft AGM minutes were then tabled to the Board at the quarterly Board meeting held on 20 August 2021.

iii) confirm the minutes by Chairman of AGM?

Answer:

The AGM minutes were confirmed by the Chairman on 20 August 2021, and subsequently published on the Company's website on the same day.

c) Does the Board intend to apply the abovementioned Practice 13.6 of Malaysian Code on Corporate Governance 2021 for the current 16th AGM?

Answer:

In respect of the 16th AGM, the AGM minutes will be circulated to the shareholders no later than 30 business days after the 16th AGM, in compliance with Practice 13.6.

5. On page 29 of FY15 annual report (Malakoff was relisted in 2015), it was stated that Datuk Idris bin Abdullah was appointed to the Board of the company as an Independent Non-Executive Director on **11 December 2012**. It is also mentioned on page 85 of FY21 annual report that Datuk Idris Abdullah, who is seeking re-election at the current 16th AGM, was appointed to the Board on 11 December 2012.

Please confirm the accuracy of the declaration on page 22 of the FY21 corporate governance report that there was no independent director(s) serving beyond 9 years.

Answer:

Malakoff Corporation Berhad was listed on the Main Market of Bursa Malaysia Securities Berhad in May 2015 and FY2021 would be the 6th year since the listing of Malakoff. Based on the above, none of the Independent Directors of Malakoff has served beyond 9 years since the listing of Malakoff in May 2015.

Nevertheless, pursuant to the updated MCCG 2021, the Board will look into the re-appointment of independent director(s) at the next AGM.

6. Malakoff has set a target of net-zero carbon emissions by 2050. If the concession period for Tanjung Bin Energy Power Plant is extended for 10 years from 2041 to 2051, as assumed in the discounted cash flow for coal fired power plant in note 3.2b to FY21 consolidated financial statements.

a) What is the estimated GHG emission (MTCO₂) generated by Tanjung Bin Energy Power Plant annually?

Answer:

TBE generates an average of around 5-6 million MT CO₂e annually. However, as disclosed under the Group's Sustainability Framework, Malakoff aims to reduce the plants' emissions intensity by 30% by 2031.

- b) Based on the estimated GHG emission estimated for 6a) above, what are the possible mitigation measures to be taken to achieve the above net zero carbon target?

Answer:

- *As part of its carbon emission reduction initiatives, the Group has been intensifying its efforts in growing its renewable energy portfolio via large scale solar, rooftop solar and Waste-to-Energy projects while optimising the efficiencies (heat rate improvement) of the existing fleet.*
- *Additionally, the Group is also exploring potential alternatives utilising emerging technologies such as ammonia and hydrogen in power generation. Further to this, Malakoff recently signed an MoU with ITOCHU Japan to conduct a feasibility study on the potential decarbonisation of its existing coal fired power plants via co-firing of ammonia and/or the development of a new combined-cycle gas turbine power plant using high hydrogen content fuel, subject to the outcome of a feasibility study.*

**MALAKOFF CORPORATION BERHAD (“Malakoff” or “THE COMPANY”)
SIXTEENTH ANNUAL GENERAL MEETING (“16th AGM”) HELD ON 28 APRIL 2022**

PRESENT:

1. Tan Sri Datuk Dr. Ir. Ahmad Tajuddin bin Ali (*Independent Non-Executive Chairman*)
2. Encik Anwar Syahrin bin Abdul Ajib (*Managing Director/ Chief Executive Officer*)
3. Dato’ Sri Che Khalib bin Mohamad Noh (*Non-Independent Non-Executive Director*)
4. Datuk Ooi Teik Huat (*Non-Independent Non-Executive Director*)
5. Datuk Idris bin Abdullah (*Independent Non-Executive Director*)
6. Datuk Dr. Syed Muhamad bin Syed Abdul Kadir (*Independent Non-Executive Director*)
7. Datuk Rozimi bin Remeli (*Independent Non-Executive Director*)
8. Dato’ Mohd Naim bin Daruwish (*Non-Independent Non-Executive Director*)

IN ATTENDANCE:

1. Encik Noor Raniz bin Mat Nor (Company Secretary)
2. Cik Cheryl Rinai Kalip (Joint Company Secretary)

Summary of Key Matters Discussed at the 16th AGM

No	Key Matters Discussed	Response from the MCB
1.	<p><u>Teo Cher Ming - Shareholder</u></p> <p>Does the company expect to be adversely impacted by “Cukai Makmur”? Any numbers that can be shared?</p>	Based on historical pattern, several companies within the Group recorded chargeable income of more than RM100 million. However, we do not foresee that the “Cukai Makmur” will materially impact the Group's profitability.
2.	<p><u>Neoh Jia En - Shareholder</u></p>	

No	Key Matters Discussed	Response from the MCB
	<p>(Issue on impairment loss on investments in subsidiaries)</p> <p>May I know investments in which subsidiaries were impaired during 2020 and 2021, as shown in the holding company level statement of profit and loss described in Page 142 of the Annual Report.</p>	<p>The impairment of investment in subsidiaries involved Segari Energy Ventures Sdn Bhd and GB3 Sdn Bhd whereby these plants are nearing towards the end of their Power Purchase Agreements period.</p>
3.	<p><u>Teo Cher Ming - Shareholder</u></p> <p>The Edge recently highlighted that perpetual sukuk could impact Malakoff current high dividend payout ratio moving forward. Could the Management comment and clarify on this?</p>	<p>Malakoff's dividend payout consideration is primarily subject to:</p> <ol style="list-style-type: none"> 1. Satisfying the prevailing financial covenants of the Group's overall borrowings inclusive of its Perpetual Sukuk. 2. Fulfilling the solvency test requirements under Section 131 and Section 132 of the Companies Act 2016 taking into consideration: <ul style="list-style-type: none"> • Expected financial performance • The level of cash, gearing, ROE and retained earnings • The level of capital expenditure and other investment plans <p>Malakoff remains committed to ensuring sufficient cash flow to support its dividend payout of at least 70% of net profit.</p>
4.	<p><u>Liew Chee Meng – Shareholder</u></p> <ol style="list-style-type: none"> 1. How much does our Company spend to hold this virtual AGM plus remote participation & voting (“RPV”)? 2. Could the Management of the Company be kind enough to give away meal vouchers to participants given the new norms they have to adapt? 	<ol style="list-style-type: none"> 1. The total estimated cost for Malakoff's 16th AGM is RM50,000 (cost of the RPV and scrutineers) 2. As we conduct the AGM virtually, we will not be distributing any meal vouchers. We will consider your proposal at the next AGM.
5.	<p><u>Teo Cher Ming – Shareholder</u></p>	

No	Key Matters Discussed	Response from the MCB
	<p>With regards to Tanjung Bin Plant it seems to be having many issues and the latest incident involved 3 months outage from November 2021 to February 2022. Can the Management share the preventive measures undertaken to reduce these outages moving forward?</p>	<p>The recent outage in Tanjung Bin Energy Power Plant from November 2021 to February 2022 was due to unforeseen blades damage incident at the Low Pressure Steam Turbine. As an immediate solution, the plant has rectified the issue by cropping the damaged blades and returned the unit to operation in mid February 2022, with a slight reduction of capacity. This is a temporary solution while waiting for the delivery of the new blades and the replacement thereon will then be carried out in Quarter 4, 2022. The root cause of the failure has been identified and addressed to prevent recurrence. As an additional measure, the plant has procured 2 sets of Low Pressure Turbine Blades as strategic spares.</p>
6.	<p><u>Teo Cher Ming – Shareholder</u></p> <p>1. In a recent analyst report, it is mentioned that Alam Flora Sdn Bhd (“AFSB”) would have better performance in 2022 compared to 2021 in view of the transition to endemic phase. Can the Management comment on this?</p>	<p>With the current situation entering the endemic phase and brighter economy outlook for 2022 onwards, AFSB, through its wholly-owned subsidiary, Alam Flora Environmental Solutions Sdn Bhd is aggressively looking at the expansion of the non-concession businesses via our Integrated Facility Management (“IFM”), Waste Management Facilities and Recycling and Waste Recovery Business under B2B segment. It is expected that more commercials and industries would be opening up their businesses as we move to the endemic phase and thus potential increase to the said facilities will positively impact the overall business revenue and profit in the current year.</p> <p>In addition to the existing concession segment, AFSB is also making good progress in diversifying and venturing into the construction and demolition waste segment, vessels and ports under marine waste segment, schedule waste management segment and waste recovery business segment.</p>
	<p>2. In a move towards green energy how much of Malakoff’s revenue was generated from renewable energy (“RE”)?</p>	<p>The Group commenced its RE (i.e solar) projects in 2021. As such, the revenue contribution to the Group is minimal compared to our existing mature business segments. The total effective solar generating capacity is 39MW to date. Moving forward, our aspiration target for RE capacity is expected to increase to 1,400MW by 2031.</p>

No	Key Matters Discussed	Response from the MCB
7.	<p><u>Neoh Jia En – Shareholder</u></p> <p>(Clarification on the lack of differentiation between profit attributable to owners of the Company and profit attributable to ordinary shareholders)</p> <p>Paragraph 7 of MFRS 101 define owners of the Company as holders of all equity instruments while MFRS 133 requires that only earnings attributable to ordinary shareholders be used in EPS computation.</p> <p>May I know why is the profit attributable to ordinary shareholders of RM260.416 million used in computing EPS, as shown in Page 232 of the Annual Report, is the same as the profit attributable to owners of the company as shown in the Statement of Profit and Loss in Page 143? If those two profits are equal, kindly clarify where does the profit of RM47.2 million distributed to perpetual sukuk holders, as shown in Page 145 originated?</p>	<p>The distribution to perpetual sukuk holders is equity in nature, and hence, there is no impact to profit and loss. As such, profit attributable to ordinary shareholders and profit attributable to owners of the Company are the same.</p>
8.	<p><u>Lew Tuck Wai – Shareholder</u></p> <p>Under Trade Receivables, an amount of RM206.4 million was written off under “Other Receivables”.</p> <p>1. Please provide details of the amount written off.</p>	<p>1. The write-off was in relation to deferred expense of a subsidiary, Segari Energy Venture (“SEV”). SEV had registered gross loss for the financial year ended 31 December 2021 primarily impacted by lower dispatch factor and amortisation of deferred expense. SEV’s gross loss trend is expected to continue over the remaining period of the PPA terms. Should the amortisation of deferred expense be excluded, SEV would have gross profit at the Group level. Consequently, the Group concluded that the deferred expense is no longer recoverable and therefore it has been written-off during the year.</p>

No	Key Matters Discussed	Response from the MCB
	2. Can any of the amount written off be recovered?	2. As explained, the deferred expense shall not be recoverable.
9.	<p><u>Loo Yeo Ming – Shareholder</u></p> <p>What is your plan for succession planning for future retiring directors?</p>	<p>The Board has looked into sourcing for suitable candidate(s) as additional director (female director) and also for replacement of director who is due for retirement and not seeking for re-election in the near future.</p>
10.	<p><u>Ng Siaw Cheen – Shareholder</u></p> <p>What are the proactive strategies to increase revenue and reduce the operations cost?</p>	<p>Through our 5 Year Business Plan, we have revisited our strategies to increase revenue at the growth and operational excellence spectrums.</p> <p>On the growth side, we are:</p> <ol style="list-style-type: none"> 1. Pursuing our conventional thermal projects/opportunities. 2. Aggressively pursuing growth in environmental solutions business. 3. Pursuing opportunities in RE including solar-based generation domestically and internationally. 4. Tapping broader opportunities of demands for waste-to-energy and recycling from the growing of construction waste and E-waste. 5. Initiating strategic partnerships for water markets and power markets overseas (particularly MENA region and SEA) to grow our business and capabilities in operations. 6. Establishing a stronger team to find good partners and understanding the requirements for business in targeted countries. <p>On operational excellence, we are:</p> <ol style="list-style-type: none"> 1. Reviewing and challenging our operating model to enhance profitability at both our thermal power generation, Environmental Solutions Business and RE sector; 2. Enhancing our team capabilities and drive high performance culture to motivate business growth and operational excellence; and

No	Key Matters Discussed	Response from the MCB
		3. Utilisation of digital to automate, provide insights to allow us to provide better solution to improve our performance.
11.	<p><u>Shahriman bin Ruslan – Shareholder</u></p> <p>Tanjung Bin Energy power plant has been suffering from multiple problems since the date of commissioning and the latest incident was blade failure. This has affected the investment community's trust in the Company's financial capacities. Can the Management or Board provide assurance that there will be no more major disruption to the Company's power plant?</p>	<p>The problems encountered in the earlier years of the plant operation have been addressed and resolved, with the plant subsequently delivering good availability and reliability in the last few years of operation. Those issues were resolved through identification of the root cause, implementing preventive measures, introducing plant improvement initiatives, and at the same time working closely with the equipment Original Equipment Manufacturer. The recent blade failure is an unforeseen event, and we have taken immediate and concerted efforts to address the root cause of failure, and to return the unit back to operation in the shortest duration possible. We believe with these measures in place, the plant would be able to continue delivering the required availability and reliability moving forward.</p>
12.	<p><u>Lee Ming Sim – Shareholder</u></p> <p>With regard to the Prosperity Tax in 2022, what would be the impact on FY2022 dividend?</p>	<p>We do not expect Prosperity Tax to have significant impact to 2022 Group results. Malakoff remains committed to ensuring sufficient cash flow to support its dividend payout of at least 70% of net profit.</p>
13.	<p><u>Ng Kian Wah - Shareholder</u></p> <p>What is Malakoff future prospect as almost all electricity supply stock is not doing well in terms of share price performance?</p>	<ol style="list-style-type: none"> 1. We believe there are still numerous growth opportunities in our core business, particularly in thermal, RE and environmental solutions. Electricity supply will grow in tandem with the country's GDP growth as we gradually transition to the recovery stage. 2. We are also aggressively exploring RE projects to expand the business portfolio towards more sustainable growth, particularly in solar. 3. Vast potential also lies in Waste-to-Energy (“WTE”) as the country's Housing and Local Government Ministry has announced six new WTE plants to be built nationwide by 2025 to efficiently treat solid waste while generating electricity based on a sustainable and integrated waste management concept.

No	Key Matters Discussed	Response from the MCB
14.	<p><u>Lee Mun Hoe – Shareholder</u></p> <p>When would physical AGM resume?</p>	<p>In applying Practice 13.3 of the MCCG 2021 that encourages Large companies such as Malakoff to leverage on technology to facilitate remote shareholders' participation and voting in absentia, the Board will consider to continue holding virtual AGM or hybrid AGM, if necessary, depending on the prevailing regulations by the authority.</p>
15.	<p><u>Ho Yueh Weng – Shareholder</u></p> <ol style="list-style-type: none"> 1. Energy generation has become a major business push by our Company but with the current elevated prices of raw input sources (like coal, O&G), how then can our company remain profitable going forward? 2. To what extent is our Company is able to control and also pass through these cost increase to our customers? 3. How much revenue and profit contribution in terms of percentage will the energy generation segment be then? 4. How much total energy generation will be from solar, other renewable vs fossils fuel based? 5. What risks/disruptions are expected in the energy generation business and how is the Company mitigating such possible risks/disruptions? 	<ol style="list-style-type: none"> 1. The fuel price is passed through via the Energy Payment under the PPA. 2. The Company has no control over the fuel price as it is based on the government regulated fuel price. 3. In FY2021, energy generation segment contributed approximately 85% of the Group's Revenue and 25% of the Group's PATMI. 4. For 2021, the energy generated from renewable energy mainly solar, accounts to 0.1% of the energy generated from fossil fuel based. 5. There are several key disruptions in the energy generation business such as: <ul style="list-style-type: none"> • Uncertainties due to changes in energy policies • Fierce stiff competition from large utility companies • Requirements for clean energy technologies are expected to triple between now until 2050 <p>We have mitigate these issues by:</p>

No	Key Matters Discussed	Response from the MCB
		<ul style="list-style-type: none"> • Continuously monitoring energy policies (local & abroad) via market research and frequent engagement with relevant stakeholders/authorities, including future opportunities • Forming collaboration with strategic partners to enhance our competitive edge • Promoting technological innovation, together with a strong focus on recycling, supply chain resilience and sustainability
16.	<p><u>Lee Poh Woh – Shareholder</u></p> <p>How much is the allowance paid to Directors to attend this AGM?</p>	The meeting allowance for each non-executive director is RM2,500.
17.	<p><u>Hiu Chee Keong – Shareholder</u></p> <p>How will the minimum wage RM1,500 affect the Company's net profit?</p>	The new minimum wage will impact 35% of AFSB's employees. Nonetheless, we do not foresee significant impact of the new minimum wages on the Group's financial results.