

MGB BERHAD

Registration No.: 200201021504 (589167-W)
(Incorporated in Malaysia)

MINUTES OF THE TWENTY-FIRST ANNUAL GENERAL MEETING OF MGB BERHAD (“**MGB**” OR “**THE COMPANY**”) HELD ON A FULLY VIRTUAL BASIS VIA REMOTE PARTICIPATION AND ELECTRONIC VOTING (“**RPV**”) VIA THE ONLINE MEETING PLATFORM AT TIIH ONLINE WEBSITE AT <https://tjih.online> PROVIDED BY TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN. BHD. ON TUESDAY, 20 JUNE 2023 AT 10.00 A.M.

PRESENT	:	<u>Directors</u> Dato’ Abdul Majit bin Ahmad Khan (<i>Chairman</i>) Tan Sri Dato’ Sri Ir. Lim Hock San, JP Datuk Wira Lim Hock Guan, JP Datuk Lim Lit Chek Dato’ Beh Hang Kong Puan Nadhirah Binti Abdul Karim
SHAREHOLDERS / PROXIES (hereinafter collectively referred to as “ Members ”)	:	As per attendance sheets
BY INVITATION	:	Mr Lim Kim Hoe (Deputy Chief Executive Officer) Mr Wong Tack Leong (Deputy Chief Executive Officer)
IN ATTENDANCE	:	Mr Chong Voon Wah (Company Secretary) Ms Khoo Wei Lee (Company Secretary)
EXTERNAL AUDITORS	:	Ms Teoh Wei Yein (Representative from Messrs UHY)
POLL ADMINISTRATOR	:	Ms Lim Lay Kiow (Representative from Tricor Investor & Issuing House Services Sdn. Bhd.)
INDEPENDENT SCRUTINEERS	:	Ms Melissa Liew (Representative from Scrutineer Solutions Sdn. Bhd.)

1. CHAIRMAN

Dato’ Abdul Majit bin Ahmad Khan (“**Dato’ Chairman**”) took the Chair and extended a warm welcome to all present at the Twenty-First Annual General Meeting of the Company (“**21st AGM**” or “**the Meeting**”) and thanked all for participating in the 21st AGM remotely from various locations through live streaming.

Dato’ Chairman highlighted that pursuant to the revised Guidance and Frequently Asked Questions of the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022, Corporate Governance Guide by Bursa Malaysia Berhad and in compliance with Section 327 of the Companies Act 2016 (“**the Act**”), the 21st AGM is conducted by way of fully virtual basis via online platform which the domain is registered in Malaysia.

He added that the Board, with adherence to the Guidance to Practice 13.3 of Malaysian Code on Corporate Governance (MCCG) whereby to take proactive measures to ensure greater shareholder participation by leveraging technology to facilitate electronic voting and remote shareholder participation by conducted the 21st AGM virtually through live streaming.

Dato' Chairman encouraged the shareholders and proxies who were attending the Meeting remotely to use the query box facility in the live stream to raise their questions in relation to the agenda items for the Meeting at any time during the meeting. The Board of Directors shall endeavour to respond to the questions, including those questions which were sent in before the Meeting via the RPV, during the questions and answers session.

Dato' Chairman then introduced the Directors, Deputy Chief Executive Officers, the Company Secretary and the representatives from Messrs UHY, being External Auditors of the Company, who were present at the 21st AGM.

2. QUORUM

The requisite quorum being present pursuant to Article 53 of the Company's Constitution, Dato' Chairman declared the Meeting was duly convened.

3. NOTICE OF THE MEETING

With the consent of the shareholders and proxies present, the Notice convening the Meeting having been circulated within the prescribed period to shareholders, was taken as read.

4. POLLING

Dato' Chairman briefed the Meeting that In line with Paragraph 8.29A of the Main Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Malaysia**"), the voting at the 21st AGM would be conducted by poll.

Dato' Chairman informed that the Company had appointed Tricor Investor & Issuing House Services Sdn. Bhd. ("**Tricor**") as the Poll Administrator to conduct the polling process and Scrutineer Solutions Sdn. Bhd. ("**Scrutineer Solutions**") as the independent scrutineers to validate the poll results. The polling process for the resolutions would be conducted upon completion of the deliberation of all agenda items to be transacted at the 21st AGM.

Before proceeding with the agendas of the meeting, a short system briefing on the voting procedures using the remote participation and voting application was shown during the Meeting and duly noted by the shareholders. The Chairman informed that voting on the resolutions could be done at any time during the Meeting until the conclusion of the questions and answers session.

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon ("**AFS 2022**") which had been previously circulated to all shareholders were laid at the meeting for discussion.

Dato' Chairman informed that the first item on the agenda was to receive the AFS 2022. He explained that as provided by the Act, AFS 2022 were meant for discussion only and did not require shareholders' approval. As such, the Chairman then declared that the AFS 2022 laid at the 21st AGM in accordance with Section 340(1)(a) of the Act was duly noted and received.

**6. ORDINARY RESOLUTION 1
APPROVAL OF THE PAYMENT OF DIRECTORS' FEES AND ALLOWANCE
OF RM143,750.00 TO THE NON-EXECUTIVE DIRECTORS FOR THE
FINANCIAL YEAR ENDED 31 DECEMBER 2022**

Dato' Chairman informed that Ordinary Resolution 1 is to approve the payment of Directors' fees and allowance of RM143,750.00 to the Non-Executive Directors in respect of the financial year ended 31 December 2022. The explanations on Directors' fees and allowance to the Non-Executive Directors are available in Explanatory Note 2 of the Notice of 21st AGM.

Dato' Chairman further informed that the interested Directors would abstain from voting on this resolution.

Dato' Chairman then put the motion to vote the following Ordinary Resolution 1 by way of poll upon completion of the remaining businesses of the Meeting:

“THAT the payment of Directors' fees and allowance of RM143,750.00 to the Non-Executive Directors in respect of the financial year ended 31 December 2022 be and is hereby approved.”

**7. ORDINARY RESOLUTION 2
APPROVAL OF THE DIRECTORS' BENEFITS OF UP TO RM32,550.00 TO THE
NON-EXECUTIVE DIRECTORS FOR THE PERIOD COMMENCING FROM 20
JUNE 2023 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE
COMPANY**

Dato' Chairman informed that Ordinary Resolution 2 is to approve the payment of Directors' benefits of up to RM32,550.00 to the Non-Executive Directors for the period commencing 20 June 2023 until the next annual general meeting of the Company. The explanations on Directors' benefits to the Non-Executive Directors are available in Explanatory Note 3 of the Notice of 21st AGM.

Dato' Chairman further informed that the interested Directors would abstain from voting on this resolution.

Dato' Chairman then put the motion to vote the following Ordinary Resolution 2 by way of poll upon completion of the remaining businesses of the Meeting:

“THAT the payment of Directors' benefits of up to RM32,550.00 to the Non-Executive Directors for the period commencing 20 June 2023 until the next annual general meeting of the Company be and is hereby approved.”

**8. ORDINARY RESOLUTION 3
APPROVAL FOR THE PAYMENT OF A FINAL SINGLE-TIER DIVIDEND OF
RM0.00250 PER SHARE IN RESPECT OF THE FINANCIAL YEAR ENDED 31
DECEMBER 2022**

Dato' Chairman informed that Ordinary Resolution 3 is to approve the payment of a final single-tier dividend of RM0.00250 per share in respect of the financial year ended 31 December 2022. The explanations on payment of the final single-tier dividend of RM0.00250 per share are available in Explanatory Note 4 of the Notice of 21st AGM.

Dato' Chairman then put the motion to vote the following Ordinary Resolution 3 by way of poll upon completion of the remaining businesses of the Meeting:

“THAT the payment of a final single-tier dividend of RM0.00250 per share in respect of the financial year ended 31 December 2022 be and is hereby approved.”

At this juncture, Dato' Chairman declared his interest in Ordinary Resolution 4 in respect of the proposed re-election of himself as a Director of the Company. As such, he invited Tan Sri Dato' Sri Ir. Lim Hock San, JP (“**Tan Sri Dato' Sri Ir. Lim**”) to chair the meeting for Ordinary Resolution 4.

**9. ORDINARY RESOLUTION 4
RE-ELECTION OF DATO' ABDUL MAJIT BIN AHMAD KHAN WHO RETIRES
BY ROTATION PURSUANT TO ARTICLE 90 OF THE COMPANY'S
CONSTITUTION**

Tan Sri Dato' Sri Ir. Lim took over the Chair and continue with Ordinary Resolution 4, that Dato' Abdul Majit bin Ahmad Khan who retires in accordance with Article 90 of the Company's Constitution and being eligible, has offered himself for re-election.

Tan Sri Dato' Sri Ir. Lim then put the motion to vote the following Ordinary Resolution 4 by way of poll upon completion of the remaining businesses of the Meeting:

“THAT Dato' Abdul Majit bin Ahmad Khan who is retiring in accordance with Article 90 of the Company's Constitution, and being eligible, be and is hereby re-elected as Director of the Company.”

At this juncture, Tan Sri Dato' Sri Ir. Lim handed over the chair back to the Dato' Chairman for the remaining agendas of the Meeting.

**10. ORDINARY RESOLUTION 5
RE-ELECTION OF DATUK LIM LIT CHEK WHO RETIRES BY ROTATION
PURSUANT TO ARTICLE 90 OF THE COMPANY'S CONSTITUTION**

Dato' Chairman informed the Meeting that Datuk Lim Lit Chek who retires in accordance with Article 90 of the Company's Constitution and being eligible, has offered himself for re-election.

Dato' Chairman then put the motion to vote the following Ordinary Resolution 5 by way of poll upon completion of the remaining businesses of the Meeting:

“THAT Datuk Lim Lit Chek who is retiring in accordance with Article 90 of the Company’s Constitution, and being eligible, be and is hereby re-elected as Director of the Company.”

11. ORDINARY RESOLUTION 6

RE-APPOINTMENT OF MESSRS UHY AS AUDITORS OF THE COMPANY AND TO AUTHORISE DIRECTORS TO FIX THEIR REMUNERATION

Dato’ Chairman informed that Ordinary Resolution 6 is to approve the re-appointment of Messrs UHY as Auditors of the Company. He highlighted that the retiring Auditors, Messrs UHY have indicated their willingness to accept re-appointment and continue to serve as Auditors of the Company.

Dato’ Chairman then put the motion to vote the following Ordinary Resolution 6 by way of poll upon completion of the remaining businesses of the Meeting:

“THAT Messrs UHY be and is hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company AND THAT the Directors be and is hereby authorised to fix their remuneration for and on behalf of the Company.”

12. SPECIAL BUSINESS - ORDINARY RESOLUTION 7

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

Dato’ Chairman informed that Ordinary Resolution 7 is to seek Members’ approval to authorise the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Act.

Dato’ Chairman briefed the Meeting that the above proposal if passed, would provide flexibility for the Company and empower the Directors to allot and issue new shares speedily for the purpose of funding future investment, working capital and/or acquisitions. Dato’ Chairman further briefed the Meeting that the Directors of the Company will be authorised to allot and issue shares when the need arises up to the maximum amount of 10% of the total number of issued share of the Company. In relation thereto, the Members’ approval would be appreciated as this will eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the Members for such issuance of shares.

Dato’ Chairman then put the motion to vote the following Ordinary Resolution 7 by way of poll upon completion of the remaining businesses of the Meeting:

“THAT subject always to the Act, the Constitution of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or person whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being;

THAT pursuant to Section 85 of the Act to be read together with Article 13(c) of the Constitution of the Company, approval be and is hereby given for the Company to waive the statutory pre-emptive rights of the shareholders and empowered the Directors of the Company to issue and allot new ordinary shares pursuant to Sections 75 and 76 of the Act without offering them to the existing members to maintain their relative voting and distribution right and such new shares shall rank pari passu in all respects with the existing class of ordinary shares.

THAT the Directors be also empowered to obtain the approval for the listing and quotation of the additional shares so issued on the Bursa Malaysia;

AND THAT such authority shall be continue in force until the conclusion of the next Annual General Meeting of the Company.”

**13. SPECIAL BUSINESS - ORDINARY RESOLUTION 8
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR
TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)**

Dato’ Chairman informed that Ordinary Resolution 8 is to seek Members’ approval for the Proposed Shareholders’ Mandate. He further informed that the details and rationale relating to the Proposed Shareholders’ Mandate are set out in Part A of the Company’s Circular to Shareholders dated 28 April 2023 (“**the Circular**”).

Dato’ Chairman then put the motion to vote the following Ordinary Resolution 8 by way of poll upon completion of the remaining businesses of the Meeting:

“THAT approval be and is hereby given pursuant to Chapter 10.09 of the Listing Requirements of Bursa Malaysia for the Company and its subsidiaries (“**the Group**”) to enter into the specified recurrent transactions of a revenue or trading nature with the related parties as stated in Section 2.4 of the Circular which is necessary for its day-to-day operations, in its ordinary course of business, made on an arm’s length basis and on normal commercial terms of the Group and on such terms which are no more favourable to the related party than those generally available to the public and which are not detrimental to the minority shareholders of the Company;

THAT the approval given in the aforesaid paragraph, unless revoked or varied by the shareholders of the Company in its general meeting, shall continue to be in force until the conclusion of the next Annual General Meeting of the Company, following this general meeting at which this mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed or the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 340(2) of the Act, (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act), whichever is earlier;

THAT the aggregate value of the transactions conducted pursuant to the Proposed Shareholders’ Mandate during the financial year of the Company be disclosed in the annual report by providing a breakdown of the aggregate value of the transaction, amongst others, based on the following information:

- (i) the type of transactions made; and
- (ii) the names of the related parties involved in each type of transactions made and their relationship with the Group.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required or approved or permitted by the relevant authorities) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Shareholders’ Mandate.”

14. SPECIAL BUSINESS - ORDINARY RESOLUTION 9 PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Dato' Chairman informed that Ordinary Resolution 9 is to seek Members' approval for the Proposed Renewal of Share Buy-Back Authority. He further informed that the details and rationale relating to the Proposed Renewal of Share Buy-Back Authority are set out in Part B, Statement to the Shareholders of the Company's Circular to Shareholders dated 28 April 2023.

Dato' Chairman then put the motion to vote the following Ordinary Resolution 9 by way of poll upon completion of the remaining businesses of the Meeting:

“THAT, subject to the provisions under the Act, the Constitution of the Company, the Listing Requirements of Bursa Malaysia and the approval of such relevant government and/or regulatory authorities where necessary, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company (“**MGB Shares**”) as may be determined by the Directors of the Company from time to time through Bursa Malaysia upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid up share capital of the Company as at the point of purchased (“**Proposed Renewal of Share Buy-Back Authority**”).

THAT the maximum amount of funds to be utilized for the purpose of the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company.

THAT authority be and is hereby given to the Directors of the Company to decide at their discretion as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any MGB Shares so purchases (“**Purchased Shares**”) by the Company in the following manners:

- (i) to cancel the Purchased Shares;
- (ii) to retain the Purchased Shares as treasury shares held by the Company;
- (iii) to distribute the treasury shares as dividend to shareholders;
- (iv) to resell the treasury shares on Bursa Malaysia in accordance with the relevant rules of Bursa Malaysia;
- (v) to transfer the treasury shares for the purposes of or under an employees' share scheme and/or as purchase consideration; and/or
- (vi) in such manner as may be permitted pursuant to Section 127 of the Act, the provision of the Listing Requirements and any other relevant authorities for the time being in force.

THAT the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution until:

- (i) the conclusion of the next Annual General Meeting of the Company, at which time the said authority will lapse unless by an ordinary resolution passes at the general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next Annual General Meeting after that date is required to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting.

Whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to take such steps to give full effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

15. ANY OTHER BUSINESS

After verified and confirmed with the Company Secretary, Dato’ Chairman informed that there was no other business to be transacted at the 21st AGM.

16. QUESTIONS AND ANSWERS DISCUSSED AT THE 21st AGM

Dato’ Chairman then invited Datuk Lim Lit Chek (“**Datuk Lim**”), the Executive Director & Chief Executive Officer of the Company, to address the questions received from the shareholders relating to the resolutions tabled at the 21st AGM.

The following questions were raised by the shareholders/proxies and duly replied by Datuk Lim as follows:

Q1: What is the outlook for the Group’s business from the continuing operations in the year 2023?

While economic recovery is underway, the construction and property division remained challenging due to factors such as inflation and rising interest rates. However, the Board is optimistic that the Group would have a strong recovery and positive outlook for 2023, driven by the several factors and reasons, ie. the labour shortage issue has been resolved; the stabilisation of fluctuation of material prices; And our internal IBS precast concrete has achieved another milestone with higher efficiency in order to increase profit margin.

Despite the challenges faced, MGB remains optimistic in the property market especially the affordable housing. Affordable home filled the needs of majority of the nation and with the initiatives of Home Ownership Campaign (HOC) extended until the end of 2023 by Government, we received overwhelming sales of Rumah Idaman. The Group had launched 4,713 Idaman units so far and target to launch another 1,048 Idaman units within this year, out of its on-hand total development Idaman units of 7,210.

As for construction, MGB will continue to replenish its construction orderbooks from its parent group LBS, as well as cautiously participate in tendering external and overseas projects.

Q2: How did MGB manage issues of the rise in building materials as well as other issues such as labour shortage in meeting its order book or demand?

Generally, the challenges related to labour shortage and fluctuating material prices have been effectively addressed and stabilised. Additionally, the implementation of stringent cost rationalisation processes has further aided in the effective management of overhead costs during the current year.

Q3: Can MGB share with us on your precast factory operation in term of its efficiency and outstanding?

The Group currently operates two IBS plants with a combined capacity of delivering 6,000 units of properties per year using IBS Precast Concrete. As part of its strategic objectives, the Group has set a target to increase its capacity to 10,000 units per year. Through ongoing technological advancements in the IBS division, it was anticipated that the Group would be able to achieve greater cost-effectiveness, leading to a positive impact on the Group's overall profitability and a boost in its profit margin.

Q4: Will the Company continue to focus on the construction of affordable house?

The Group is actively engaging with landowners for potential JV on affordable homes and Rumah Idaman projects. In alignment with the Government's initiative and as part of the Group's Corporate Social Responsibility (CSR) efforts, the Group has set a target to complete 30,000 units of affordable homes by 2025.

Q5: Can you elaborate more on the latest development of your proposed entry into Saudi Arabia on your IBS venture ?

The Group is currently engaged in positive discussions with SANY Alameriah Construction Co., Ltd. regarding the proposed collaboration. Should there is any material development on this matter, the Company will make the necessary announcement to Bursa Malaysia Securities Berhad.

After dealing with the questions raised by the shareholders, Datuk Lim handed over the chair back to the Dato' Chairman for the remaining agendas of the Meeting.

17. POLL PROCESS

Dato' Chairman then declared to proceed with the vote polling process for the above 9 resolutions.

After the shareholders casted their votes, the Chairman, with the consent of the Meeting, adjourned the Meeting at 10.38 a.m. for the counting and verification of the poll results while the Company's corporate video was played.

ANNOUNCEMENT OF POLL RESULTS

At 10.57 a.m., Dato' Chairman called the Meeting to order for the declaration of the poll results. He informed the Meeting that he had received the poll results from the independent scrutineers and the Poll Administrator as follows:

Resolutions	Vote in Favour		Vote Against		Results
	No. of Votes	%	No. of Votes	%	
Ordinary Resolution 1	506,205,275	99.9974	13,027	0.0026	Carried
Ordinary Resolution 2	506,205,275	99.9974	13,027	0.0026	Carried
Ordinary Resolution 3	509,755,471	99.9994	2,816	0.0006	Carried

MGB Berhad*Minutes of Twenty-First Annual General Meeting held on 20 June 2023*

Resolutions (Cont.)	Vote in Favour		Vote Against		Results
	No. of Votes	%	No. of Votes	%	
Ordinary Resolution 4	509,745,365	99.9975	12,922	0.0025	Carried
Ordinary Resolution 5	425,171,067	99.9970	12,922	0.0030	Carried
Ordinary Resolution 6	509,757,575	99.9999	712	0.0001	Carried
Ordinary Resolution 7	509,755,265	99.9994	3,022	0.0006	Carried
Ordinary Resolution 8	159,383,436	99.9919	12,922	0.0081	Carried
Ordinary Resolution 9	509,755,271	99.9994	3,016	0.0006	Carried

Based on the above poll results, Dato' Chairman declared that Ordinary Resolutions 1 to 9 on the Agenda were duly carried.

18. TERMINATION

There being no other business to be transacted, the Meeting concluded at 10.58 a.m. with a vote of thanks to Dato' Chairman. Dato' Chairman thanked all present again for their support and attendance.

Confirmed as a correct record of the proceedings thereat,

SIGNED

Dato' Abdul Majit bin Ahmad Khan
Chairman

Dated : 18 July 2023