

**SEREMBAN ENGINEERING BERHAD**  
**Registration No.: 197901001059 (45332-X)**  
(Incorporated in Malaysia)

Minutes of Forty-Second Annual General Meeting of the Company (“AGM” or “Meeting”) held at the Broadcast Venue at Wisma MIE, Level 10, No. 2, Jalan Industri PBP 2, Taman Industri Pusat Bandar Puchong, 47160 Puchong, Selangor at 10.00 a.m. on Thursday, 16 December 2021

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- Present : The attendance below was as per Attendance List of Directors and Company Secretary in “Annexure 1”.
- : Dato’ Ir. Mohtar Bin Musri (Non-Independent Non-Executive Director)
  - : Mr. Wong Wai Hung (Executive Director cum Chief Executive Officer)
  - : Encik Abdul Rahman Bin Mohd Amin (Executive Director)
  - : Encik Rosnan Bin Rosli (Non-Independent Non-Executive Director)
  - : Ms. Chan Foong Ping (Independent Non-Executive Director)
- In Attendance : Ms. Pang Kah Man (Company Secretary)
- The attendance of shareholders/proxies and others was as per summary of Attendance List in Annexure 2.

1. **CHAIRMAN OF THE MEETING**

Dato’ Ir. Mohtar Bin Musri (“Dato’ Chairman”) was in the chair.

2. **QUORUM**

The quorum for the Meeting was confirmed as present.

3. **NOTICE OF THE MEETING**

The Notice convening this Meeting (or “AGM Notice”) had been sent to all shareholders within the prescribed time.

4. **PRELIMINARY OF THE MEETING**

- 4.1 Dato’ Chairman briefed that the conduct of this fully virtual meeting was in alignment with the revised Guidance Notes and Frequently Asked Questions on the Conduct of General Meetings issued by the Securities Commission Malaysia and allowed under Section 327 of the Companies Act 2016 (“the Act”) and Regulation 72 of the Company’s Constitution. He then introduced the Directors as well as the Company Secretary who were present at the Broadcast Venue.
- 4.2 Before the Meeting dealt with the business on hand, Dato’ Chairman briefed the Meeting that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a listed corporation must, among others, ensure that any resolution set out in the notice of any general meeting, was voted by poll. For this purpose, Tricor Investor & Issuing House Services Sdn. Bhd (“Tricor”) was appointed as the Poll Administrator and Scrutineer Solutions Sdn. Bhd. was appointed as the Independent Scrutineer.
- 4.3 Dato’ Chairman announced that all resolutions would be put to vote remotely using the Remote Participation and Voting (“RPV”) facilities provided by Tricor.

- 4.4 Dato' Chairman informed that all Agenda items to be transacted at the AGM would be deliberated after the Questions and Answers ("Q&A") session. For those questions which were not answered during the AGM, the response would either be emailed to the shareholders after the Meeting or posted on the Company's website.
- 4.5 Before the Meeting dealt with the business on hand, a video clip on the online remote voting was played. Thereafter, Dato' Chairman proceeded with the business on hand.

5. **AGENDA 1  
RECEIPT OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR  
ENDED 30 JUNE ("FYE") 2021 TOGETHER WITH THE REPORTS OF THE  
DIRECTORS' AND AUDITORS' THEREON**

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Noted : The motion was put for discussion only as the provision of Section 340(1)(a) of the Act and the Company's Constitution did not require a formal approval of the shareholders.

Resolved : THAT the Audited Financial Statements of the Company for FYE 2021 together with the Reports of the Directors' and Auditors' thereon be hereby received.

6. **AGENDA 2 (ORDINARY RESOLUTION NO.1)  
PAYMENT OF DIRECTORS' FEES AND ALLOWANCES UP TO RM382,800.00 FOR  
FYE 2022**

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Noted : This resolution was to approve payment of Directors' fees up to RM382,800 for FYE 2022 payable monthly in arrears after each month of completed service of the Directors during the subject financial year.

7. **AGENDA 3 (ORDINARY RESOLUTIONS NO. 2 AND 3)  
RE-ELECTION OF MS. CHAN FOONG PING AND ENCIK ROSNAN BIN ROSLI AS  
DIRECTORS, RETIRING PURSUANT TO REGULATION 90 OF THE COMPANY'S  
CONSTITUTION**

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Noted : The two items of the Agenda were related to the re-election of Ms. Chan Foong Ping and Encik Rosnan Bin Rosli, who retired at the Meeting pursuant to Regulation 90 of the Company's Constitution. The retiring Directors, being eligible, had offered themselves for re-election.

8. **AGENDA 4 (ORDINARY RESOLUTIONS NO. 4)  
RE-ELECTION OF ENCIK ABDUL RAHMAN BIN MOHD AMIN AS DIRECTOR,  
RETIRING IN ACCORDANCE WITH REGULATION 98 OF THE COMPANY'S  
CONSTITUTION**

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Noted : The Agenda item was related to the re-election of Encik Abdul Rahman Bin Mohd Amin, who retired at the Meeting pursuant to Regulation 98 of the Company's Constitution. The retiring Director, being eligible, had offered himself for re-election.

9. **AGENDA 5 (ORDINARY RESOLUTION NO. 5)  
RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS PLT AS AUDITORS AND  
AUTHORITY FOR THE DIRECTORS TO FIX THEIR REMUNERATION**

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Noted : Based on the Audit Committee's assessment on the performance and independence of PricewaterhouseCoopers PLT as External Auditors for FYE 2021, the Board unanimously recommended their re-appointment for FYE 2022. PricewaterhouseCoopers PLT had earlier indicated their willingness to continue in the office.

10. **AGENDA 6 (ORDINARY RESOLUTION NO. 6 - SPECIAL BUSINESS)  
AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO  
SECTIONS 75 AND 76 OF THE ACT**

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Noted : The proposed resolution, if passed, would grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the Meeting to allot and issue new ordinary shares in the Company up to an amount not exceeding in total of ten percent (10%) of the issued capital of the Company (excluding treasury shares, if any) for the time being for such purposes as they may think fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company.

The General Mandate was a renewal from the previous mandate obtained at the last AGM held on 10 December 2020 which would expire at this conclusion of the Meeting.

The Company did not issue any new ordinary shares based on the previous mandate obtained at the last AGM.

The General Mandate, if granted would provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placement of shares, for the purpose of funding current and/or future investment project(s), working capital and/or payment of bank borrowings and acquisition.

11. **AGENDA 7 (ORDINARY RESOLUTION NO. 7 - SPECIAL BUSINESS)  
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT  
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE  
("RRPT")**

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Noted : The proposed Ordinary Resolution 7, if passed, would authorise the Company and/or its subsidiaries ("SEB Group") to enter into RRPT which were necessary for the SEB Group's day-to-day operations with the respective specified class of the Related Parties, subject to the transactions being entered into on terms which were not more favorable to the Related Parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company.

12. **OTHER BUSINESS**

12.1 Dato' Chairman sought confirmation from the Company Secretary that the Company had not received any notice for transaction of any other business which had been given in accordance with the Act and the Company's Constitution.

13. **Q&A SESSION**

13.1 Following that, Dato' Chairman announced the commencement of the Q&A session and informed that the Board would endeavour to answer as many questions posed which were related to the business of the AGM. The questions and the Company's responses thereto were set out in Annexure 3 attached herewith.

13.2 With no further questions posed, Dato' Chairman notified the shareholders on the closure of the Q&A session.

14. **POLL VOTING SESSION**

14.1 Dato' Chairman notified the shareholders and proxies on commencement of the poll voting session. He further cited the shareholders and proxies who had yet to submit their votes to proceed to cast and submit their votes via the RPV facilities, during which time, the video clip on the procedure for remote voting via the RPV facilities was replayed to provide guidance for shareholders and proxies to cast their vote accordingly.

15. **ANNOUNCEMENT OF POLL RESULTS**

After the votes had been counted and verified by the Independent Scrutineer, Dato' Chairman then called the Meeting to order at 10.45 a.m. The poll results as shown on screen were as follows:

15.1 **Ordinary resolution 1**

	<b>No. and Percentage of Shares</b>
<b>For</b>	58,087,967 (99.9927%)
<b>Against</b>	4,220 (0.0073%)
<b>Total</b>	58,092,187 (100%)

In view thereof, Dato' Chairman declared that Ordinary Resolution 1 was carried as follows:

Resolved : "THAT the payment of Directors' fees and allowances up to RM382,800.00 for the FYE 30 June 2022 is hereby approved."

15.2 **Ordinary resolution 2**

	<b>No. and Percentage of Shares</b>
<b>For</b>	58,091,967 (99.9996%)
<b>Against</b>	220 (0.0004%)
<b>Total</b>	58,092,187 (100%)

In view thereof, Dato' Chairman declared that Ordinary Resolution 2 was carried as follows:

**Resolved** : "THAT Ms. Chan Foong Ping, retiring pursuant to Regulation 90 of the Company's Constitution, be hereby re-elected as Director of the Company."

15.3 **Ordinary resolution 3**

	<b>No. and Percentage of Shares</b>
<b>For</b>	58,091,967 (99.9996%)
<b>Against</b>	220 (0.0004%)
<b>Total</b>	58,092,187 (100%)

In view thereof, Dato' Chairman declared that Ordinary Resolution 3 was carried as follows:

**Resolved** : "THAT Encik Rosnan Bin Rosli, retiring pursuant to Regulation 90 of the Company's Constitution, be hereby re-elected as Director of the Company."

15.4 **Ordinary resolution 4**

	<b>No. and Percentage of Shares</b>
<b>For</b>	58,091,967 (99.9996%)
<b>Against</b>	220 (0.0004%)
<b>Total</b>	58,092,187 (100%)

In view thereof, Dato' Chairman declared that Ordinary Resolution 4 was carried as follows:

**Resolved** : "THAT Encik Abdul Rahman Bin Mohd Amin, retiring in accordance with Regulation 98 of the Company's Constitution, be hereby re-elected as Director of the Company."

15.5 **Ordinary resolution 5**

	<b>No. and Percentage of Shares</b>
<b>For</b>	58,091,967 (99.9996%)
<b>Against</b>	220 (0.0004%)
<b>Total</b>	58,092,187 (100%)

In view thereof, Dato' Chairman declared that Ordinary Resolution 5 was carried as follows:

**Resolved** : "THAT the Auditors, PricewaterhouseCoopers PLT is hereby re-appointed as Auditors of the Company AND THAT the Directors are hereby authorised to fix their remuneration."

#### 15.6 **Ordinary resolution 6**

	<b>No. and Percentage of Shares</b>
<b>For</b>	58,084,167 (99.9862%)
<b>Against</b>	8,020 (0.0138%)
<b>Total</b>	58,092,187 (100%)

In view thereof, Dato' Chairman declared that Ordinary Resolution 6 was carried as follows:

**Resolved** : "THAT pursuant to Sections 75 and 76 of the Act and subject always to the approval of the relevant authorities (where applicable), the Directors of the Company be hereby empowered to allot and issue shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of the issued shares of the Company (excluding treasury shares, if any) for the time being AND THAT the Board of Directors be hereby also empowered to obtain approval for the listing of and quotation for the additional ordinary shares so issued in Bursa Malaysia Securities Berhad and such authority shall continue in force until the conclusion of the next AGM of the Company."

#### 15.7 **Ordinary resolution 7**

	<b>No. and Percentage of Shares</b>
<b>For</b>	124,583 (99.6640%)
<b>Against</b>	420 (0.3360%)
<b>Total</b>	125,003 (100%)

In view thereof, Dato' Chairman declared that Ordinary Resolution 7 was carried as follows:

**Resolved** : "THAT, pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries ("SEB Group") are hereby authorised to enter into and to give effect to specified RRPTs and with specified class of the Related Party as stated in Section 2.3 of the Circular to Shareholders dated 29 October 2021, which are necessary for its day-to-day operations, to be entered into on terms which are not more favourable to the Related Party involved than generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed Shareholders' Mandate");

THAT the Proposed Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders' Mandate shall only continue to be in force until:

- a) the conclusion of the next AGM of the Company following the general meeting at which time the Proposed Shareholders' Mandate has been passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- b) the expiration of the period within which the next AGM 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); or
- c) revoked or varied by a resolution passed by the shareholders in a general meeting,

whichever is the earlier;

AND FURTHER THAT the Directors of the Company and/or any of them be hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Shareholders' Mandate."

16. **CONCLUSION OF MEETING**

There being no further business, the Meeting ended at 10.55 a.m. with a vote of thanks to the Chair.

Dato' Chairman thanked the shareholders and proxies for their presence and continuous support.

Confirmed as correct records:

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Dato' Ir. Mohtar Bin Musri  
Director

Dated this 16 December 2021