

MITRAJAYA HOLDINGS BERHAD
Registration No. 199301013519 (268257-T)
(Incorporated in Malaysia)

**MINUTES OF THE TWENTY-NINTH ANNUAL GENERAL MEETING OF THE
COMPANY HELD MITRAJAYA TRAINING CENTRE, B-04-10, BLOCK B, JALAN
PRIMA 5/5, PUSAT PERDAGANGAN PUCHONG PRIMA, PERSIARAN PRIMA
UTAMA, TAMAN PUCHONG PRIMA, 47150 PUCHONG, SELANGOR DARUL
EHSAN ON WEDNESDAY, 15 JUNE 2022 AT 10.00 A.M.**

PRESENT: As per Attendance List

AGM29/1 PRELIMINARY

General Tan Sri Ismail Bin Hassan (R), the Chairman of the Company welcomed all present to the Meeting. He then introduced the members of the Board whom were present to the shareholders, proxies and corporate representatives ("Members") participating in the Meeting.

AGM29/2 QUORUM

The requisite quorum of two (2) members being present pursuant to Article 90 of the Company's Constitution, the Chairman declared the Meeting duly convened at 10.02 a.m.

AGM29/3 NOTICE OF MEETING

The Notice of Meeting, having been previously circulated to all Members and duly advertised in New Straits Times newspaper on 29 April 2022 was taken as read.

**AGM29/4 AUDITED FINANCIAL STATEMENTS AND REPORTS OF THE
DIRECTORS AND AUDITORS**

The Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon, which had been previously circulated to Shareholders within the prescribed period were tabled for discussion.

The Chairman invited the General Manager of the Construction Division, Mr Goh Shu Jin, to brief the floor on the current project of the Group. After Mr Goh's presentation, the Chairman invited Ms Cho Wai Ling to present the financial highlights for 2021.

After Ms Cho's presentation, the Chairman invited the members to raise questions on the financial statements. There were no questions raised and the Chairman announced that the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon were then received.

The Chairman then informed the members present that as required by Bursa Securities, all the resolutions to be tabled at the meeting would be voted on by poll. He then proceeded to table all the resolutions.

AGM29/5 DIRECTORS' FEES

The Chairman then informed that the second item on the agenda of the Twenty-Ninth Annual General Meeting was on the payment of Directors' fees for the financial year ended 31 December 2021. He said that the proposal was to pay each of the Independent Directors a fee of RM15,000.00 for 2021.

He then tabled the motion "THAT the payment of Directors' fees of RM60,000 to the Independent Directors for the financial year ended 31 December 2021 be approved."

There were no questions from the floor. On the proposal of Mr Lee Guan Hock and seconded by Ms Choo Yee Ling, the Chairman then put forth the motion of Resolution 1 to be vote on by poll at the end of the meeting.

AGM29/6 ALLOWANCE

The Chairman informed that the next agenda was to seek the members' approval on the payment of allowances for the period from July 2022 to June 2023. He said that the allowances comprise of meeting attendances allowance of RM500 per meeting for Independent Non-Executive Directors and special allowance of RM47,400 for the qualified director under Listing Requirements.

He then tabled the motion "THAT the payment of allowances of not more than RM80,000 for the period from July 2022 to June 2023 be approved."

There were no questions from the floor. On the proposal of Mr Lee Guan Hock and seconded by Ms Choo Yee Ling, the Chairman then put forth the motion of Resolution 2 to be vote on by poll at the end of the meeting.

**AGM29/7 RE-ELECTION OF DIRECTOR
- MR TAN ENG PIOW**

The Chairman informed the Meeting that in accordance with Article 129 of the Company's Constitution, Mr Tan Eng Piow and Tan Sri Dato' Seri Mohamad Noor Bin Abdul Rahim were to retire at the meeting and they are eligible for re-election.

The Chairman proposed the motion "THAT Mr Tan Eng Piow, retiring in accordance with Article 129 of the Company's Constitution, be and is hereby re-elected as a director of the Company."

There were no questions from the floor. On the proposal of Mr Lee Guan Hock and seconded by Ms Choo Yee Ling, the Chairman then put forth the motion of Resolution 3 to be vote on by poll at the end of the meeting.

AGM29/8

RE-ELECTION OF DIRECTOR

- TAN SRI DATO' SERI MOHAMAD NOOR BIN ABDUL RAHIM

The Chairman then proposed the motion "THAT Tan Sri Dato' Seri Mohamad Noor Bin Abdul Rahim, retiring in accordance with Article 129 of the Company's Constitution, be and is hereby re-elected as a director of the Company."

There were no questions from the floor. On the proposal of Mr Lee Guan Hock and seconded by Ms Choo Yee Ling, the Chairman then put forth the motion of Resolution 4 to be vote on by poll at the end of the meeting.

AGM29/9

RE-APPOINTMENT OF AUDITORS

The Chairman informed that the next agenda was to re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company for the financial year ending 31 December 2022 and to authorize the Directors to fix Auditors' remuneration.

The Chairman proposed the motion "THAT Baker Tilly Monteiro Heng PLT be re-appointed as Auditors of the Company for the financial year ending 31 December 2022 and that the Board of Directors be authorized to fix their remuneration."

There were no questions from the floor. On the proposal of Mr Lee Guan Hock and seconded by Ms Choo Yee Ling, the Chairman then put forth the motion of Resolution 5 to be vote on by poll at the end of the meeting.

SPECIAL BUSINESS

AGM29/10

CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – GENERAL TAN SRI ISMAIL BIN HASSAN (R)

The Chairman informed the Meeting that he was interested in the next resolution and invited Mr Tan Eng Piow to chair the proceedings.

Mr Tan Eng Piow took over the chair and informed the Meeting that General Tan Sri Ismail Bin Hassan (R), Tan Sri Dato' Seri Mohamad Noor Bin Abdul Rahim, Ir Zakaria Bin Nanyan and Mr Roland Kenneth Selvanayagam had served as Independent Directors for more than 9 years and the Board was seeking the approval of the shareholders for their continuation in office. He highlighted that if Resolutions No. 6, 7, 8 and 9 were not carried, then Tan Sri Ismail, Tan Sri

Mohamad Noor, Ir Zakaria and Mr Roland would be re-designated as Non-Independent Directors.

Mr Tan Eng Piow proposed the motion “THAT approval be and is hereby given to General Tan Sri Ismail Bin Hassan (R) who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company.”

There were no questions from the floor. On the proposal of Ms Choo Yee Ling and seconded by Pn. Fauziah Binti Ismail, Mr Tan then put forth the motion of Resolution 6 to be vote on by poll at the end of the meeting.

Mr Tan Eng Piow then handed the chair back to the Chairman.

AGM29/11 CONTINUATION IN OFFICE AS INDEPENDENT DIRECTOR – TAN SRI DATO’ SERI MOHAMAD NOOR BIN ABDUL RAHIM

The Chairman proposed the motion “THAT approval be and is hereby given to Tan Sri Dato’ Seri Mohamad Noor Bin Abdul Rahim who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company.”

There were no questions from the floor. On the proposal of Ms Choo Yee Ling and seconded by Pn. Fauziah Binti Ismail, the Chairman then put forth the motion of Resolution 7 to be vote on by poll at the end of the meeting.

AGM29/12 CONTINUATION IN OFFICE AS INDEPENDENT DIRECTOR – IR ZAKARIA BIN NANYAN

The Chairman proposed the motion “THAT approval be and is hereby given to Ir Zakaria Bin Nanyan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company.”

There were no questions from the floor. On the proposal of Ms Choo Yee Ling and seconded by Pn. Fauziah Binti Ismail, the Chairman then put forth the motion of Resolution 8 to be vote on by poll at the end of the meeting.

AGM29/13 CONTINUATION IN OFFICE AS INDEPENDENT DIRECTOR – MR ROLAND KENNETH SELVANAYAGAM

The Chairman proposed the motion “THAT approval be and is hereby given to Mr Roland Kenneth Selvanayagam who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine

years, to continue to act as an Independent Non-Executive Director of the Company.”

There were no questions from the floor. On the proposal of Ms Choo Yee Ling and seconded by Ms Heng Siok Chen, the Chairman then put forth the motion of Resolution 9 to be vote on by poll at the end of the meeting.

AGM29/14 AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The Chairman informed that the next item on the agenda was to seek the shareholders’ authority for the Directors to issue shares not exceeding 20% of the total number of issued shares of the Company.

The Chairman proposed for the Resolution 10 as set out in the Notice of Meeting be put to vote.

There were no questions from the floor. On the proposal of Ms Choo Yee Ling and seconded by Pn. Fauziah Binti Ismail, the Chairman then put forth the motion of Resolution 10 to be vote on by poll at the end of the meeting.

AGM29/15 PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARE OF THE COMPANY

The Chairman informed that the last resolution was to grant authority for the Company to purchase its own shares of up to 10% of the total number of issue shares.

The Chairman proposed for the Resolution 11 as set out in the Notice of Meeting be put to vote.

There were no questions from the floor. On the proposal of Ms Choo Yee Ling and seconded by Ms Heng Siok Chen, the Chairman then put forth the motion of Resolution 11 to be vote on by poll at the end of the meeting.

AGM29/16 POLLING

The Chairman informed that the Company had appointed Scrutineer Solutions Sdn Bhd as the Scrutineers for the poll and Tricor Investor & Issuing House Services Sdn Bhd as the Poll Administrators for the e-polling. He then invited the members present to proceed to the voting kiosk to cast their vote.

With consent of the members present, the Chairman then adjourned the meeting at 10.42 a.m. for the counting of votes.

MITRAJAYA HOLDINGS BERHAD**Registration No. 199301013519 (268257-T)**

Minutes of Twenty-Ninth Annual General Meeting [Cont'd]

AGM29/17 RESULTS OF POLL

The Chairman re-convened the meeting at 10.51 a.m. and invited the scrutineer to announce the results of poll. The results announced follows were as:

| Ordinary Resolution | FOR | | AGAINST | |
|---------------------|------------------|-----|------------------|---|
| | Number of Shares | % | Number of Shares | % |
| Resolution 1 | 380,236,843 | 100 | 0 | 0 |
| Resolution 2 | 33,761,805 | 100 | 0 | 0 |
| Resolution 3 | 380,236,843 | 100 | 0 | 0 |
| Resolution 4 | 380,236,843 | 100 | 0 | 0 |
| Resolution 5 | 380,236,843 | 100 | 0 | 0 |
| Resolution 6 | 380,236,843 | 100 | 0 | 0 |
| Resolution 7 | 380,236,843 | 100 | 0 | 0 |
| Resolution 8 | 380,236,843 | 100 | 0 | 0 |
| Resolution 9 | 380,236,843 | 100 | 0 | 0 |
| Resolution 10 | 380,236,843 | 100 | 0 | 0 |
| Resolution 11 | 380,236,843 | 100 | 0 | 0 |

The Chairman then declared that Ordinary Resolutions 1 to 11 were carried and RESOLVED:-

- Resolution 1 THAT the payment of Directors' fees of RM60,000 to the Independent Directors for the financial year ended 31 December 2021 be approved.
- Resolution 2 THAT the payment of allowances of not more than RM80,000 for the period from July 2022 to June 2023 be approved.
- Resolution 3 THAT Mr Tan Eng Piow, retiring in accordance with Article 129 of the Company's Constitution, be and is hereby re-elected as a director of the Company.
- Resolution 4 THAT Tan Sri Dato' Seri Mohamad Noor Bin Abdul Rahim, retiring in accordance with Article 129 of the Company's Constitution, be and is hereby re-elected as a director of the Company.
- Resolution 5 THAT Baker Tilly Monteiro Heng PLT be re-appointed as Auditors of the Company for the financial year ending 31 December 2022 and that the Board of Directors be authorized to fix their remuneration.
- Resolution 6 THAT approval be and is hereby given to General Tan Sri Ismail Bin Hassan (R) who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company.
- Resolution 7 THAT approval be and is hereby given to Tan Sri Dato' Seri Mohamad Noor Bin Abdul Rahim who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company.

MITRAJAYA HOLDINGS BERHAD

Registration No. 199301013519 (268257-T)

Minutes of Twenty-Ninth Annual General Meeting [Cont'd]

- Resolution 8 THAT approval be and is hereby given to Ir Zakaria Bin Nanyan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company.
- Resolution 9 THAT approval be and is hereby given to Mr Roland Kenneth Selvanayagam who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company.
- Resolution 10 THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% 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 the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.
- Resolution 11 “THAT subject to the provisions under the Companies Act 2016 (“Act”), the Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all prevailing laws, rules, regulations, orders and guidelines as well as the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company (“MHB Shares”) as may be determined by the Directors of the Company from time to time through Bursa Securities 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 MHB Shares purchased pursuant to this resolution or held as treasury shares does not exceed ten percent (10%) of the total number of issued shares of the Company at the time of purchase; THAT the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy-Back shall not exceed the Company’s retained profits account;
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 and guideline and requirements issued by any relevant authorities for the time being in force to deal with any MHB Shares so prescribed by the Company in the following manner:-
(i) to cancel the MHB Shares so purchased;
(ii) to retain the MHB Shares so purchased as treasury shares for distribution as share dividends to the shareholders of MHB and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently;
(iii) to transfer as share award or share consideration; or
(iv) combination of (i), (ii) and (iii) above;

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

- (i) the conclusion of the Company's next Annual General Meeting following the general meeting at which such resolution was passed at which time the authority would lapse unless renewed by ordinary resolution;
 - (ii) the passing of the date on which the Company's next Annual General Meeting is required by law to be held; or
 - (iii) the authority is revoked or varied by ordinary resolution that the shareholders pass in general meeting;
- whichever occurs first.

AND THAT the Directors be and are hereby authorised to take all steps as are necessary and/or to do all such acts and things as the Directors deem fit and expedient in the interest of the Company to give full effect to the aforesaid Proposed Renewal of Share Buy-Back with full powers to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by the relevant authorities."

AGM29/18 CONCLUSION

There being no further business, the Chairman thanked the members present for their attendance and declared the Meeting closed at 10.53 a.m.

CHAIRMAN