

SCC HOLDINGS BERHAD
Registration No. 200001008871 (511477-A)
(Incorporated in Malaysia)

Minutes of the 23rd Annual General Meeting (“AGM” or the “Meeting”) of **SCC HOLDINGS BERHAD** (the “Company”) duly conducted and held at Swan 2, Level 7, The Pearl Kuala Lumpur, Batu 5, Jalan Klang Lama, 58000 Kuala Lumpur, Wilayah Persekutuan (KL) on **Friday, 26 May 2023** at **2.30 p.m.**

DIRECTORS PRESENT : Mr. Chee Long Sing @ Cher Hwee Seng (Executive Chairman)
Mr. Cher Lip Chun (“Mr Adam”) (Managing Director)
Mr. Cher Sew Seng (Deputy Managing Director)
Dato’ Ismail bin Hamzah (Independent Non-Executive Director)
Datuk Wira Dr. Goy Hong Boon (Independent Non-Executive Director)
Mr. Tan Tian Wooi (Independent Non-Executive Director)

MEMBERS PRESENT : As per attendance list

BY INVITATION : Guests as per attendance list

IN ATTENDANCE : Ms. Thong Pui Yee – Company Secretary

NOTICE OF MEETING

The Chairman welcomed the shareholders to the 23rd AGM of the Company, took the chair and called the Meeting to order at 2.30 p.m. The Chairman then proceeded to introduce the Board members, General Manager, Company Secretary and the External Auditors, namely Messrs. UHY.

As informed by the Company Secretary that there being a quorum present, the Chairman declared the Meeting duly convened.

The Chairman notified that the Notice convening the 23rd AGM on 26 May 2023 had been sent to all the shareholders, Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the Auditors of the Company and the said Notice was advertised in The Star on 27 April 2023 in accordance with the Company’s Constitution. He proposed and the Meeting consented that the Notice of Meeting of 27 April 2023 be taken as read.

The Chairman informed that the voting at the AGM would be conducted on a poll in accordance with Rule 8.31A(1) of Ace Market Listing Requirements of Bursa Securities. For this purpose, the Chairman has exercised his right as the Chairman of the Meeting to demand for a poll in accordance with Clause 121 of the Company’s Constitution in respect of all resolutions which would be put to voting at the Meeting. The voting at the AGM would be conducted by way of poll as the practice would result in a fair and more accurate reflection of the views of shareholders through an efficient and transparent process. This practice would enforce greater shareholders’ rights, and is consistent with the principle of “one share one vote”. The voting facility provided by ShareWorks Sdn. Bhd. and voting session will commence between 2.30 p.m. until the announcement of end of voting session. In this respect, the Share Registrar, ShareWorks Sdn. Bhd. had been appointed the Poll Administrator and SharePolls Sdn. Bhd., the Scrutineer for the poll voting exercise.

The Company had appointed ShareWorks Sdn Bhd as poll administrator to conduct the polling process, and SharePolls Sdn Bhd (“**SharePolls**”) as Scrutineers to verify the poll results. The polling process for the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the AGM.

The Chairman then proceeded to the Agenda for the Meeting.

1. AUDITED FINANCIAL STATEMENTS (“AFS”) FOR THE YEAR ENDED 31 DECEMBER 2022 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Chairman proceeded to Agenda 1 which was to receive the AFS for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.

The Chairman declared that the AFS together with the Reports of the Directors and Auditors were duly tabled and received at the 23rd AGM in accordance with Section 340(1)(a) of the Companies Act 2016 (“CA 2016”). He further explained that the AFS was for discussion only as it did not require shareholders’ approval. Hence, the AFS would not be put forward for voting.

The Chairman reminded the shareholders that the Board will deal with shareholders’ questions after deliberation of all the agenda of the Meeting. The Chairman closed the Agenda and proceeded with the next Agenda.

2. PAYMENT OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023

Ordinary Resolution 1 was the proposed payment of Directors’ fees of up to RM14,000 for the financial year ending 31 December 2023 payable in arrears after each month of completed service of the Directors during the financial year.

The Chairman closed the Agenda and proceeded with the next Agenda.

3. PAYMENT OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024

Ordinary Resolution 2 was the proposed payment of Directors’ fees of up to RM96,000 for the financial year ending 31 December 2024 payable in arrears after each month of completed service of the Directors during the financial year.

The Chairman closed the Agenda and proceeded with the next Agenda.

4. RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH CLAUSE 165 OF THE COMPANY’S CONSTITUTION

The Chairman informed that two (2) Directors who retired by rotation in accordance with Clause 165 of the Company’s Constitution were eligible for re-election. The following retiring Directors who had offered themselves for re-election under Resolutions 3 and 4 respectively:

RE-ELECTION OF DATUK WIRA DR. GOY HONG BOON

Ordinary Resolution 3 was the proposed re-election of Datuk Wira Dr. Goy Hong Boon as Director of the Company.

RE-ELECTION OF MR. TAN TIAN WOUI

Ordinary Resolution 4 was the proposed re-election of Mr. Tan Tian Woui as Director of the Company.

The Chairman closed the Agenda and proceeded with the next Agenda.

5. RE-APPOINTMENT OF MESSRS UHY AS AUDITORS

Ordinary Resolution 5 was the proposed appointment of Messrs UHY be and is hereby re-appointed as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at such remuneration to be determined by the Directors of the Company.

The Chairman closed the Agenda and proceeded with the next Agenda.

6. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE CA 2016

The Chairman informed that the following resolution was tabled for consideration as **Ordinary Resolution 6**.

“**THAT** subject always to the CA 2016, the Constitution of the Company, the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the CA 2016 to allot and issue shares in the Company, at any time and from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being and that the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier unless revoked or varied by an ordinary resolution of the Company at a general meeting (“**Mandate**”); **THAT** approval be and is hereby given for the waiver of the statutory pre-emptive rights of the existing shareholders of the Company to be offered new shares in proportion to their shareholdings ranking equally to the existing issued shares of the Company pursuant to Section 85 of the CA 2016 and Clause 21 of the Constitution of the Company arising from any issuance of new shares pursuant to the Mandate; **AND THAT** the Board of Directors (“**Board**”) of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company arising from any issuance of new shares pursuant to the Mandate.”

The Chairman closed the Agenda and proceeded with the next Agenda.

ANY OTHER BUSINESS

The Chairman informed that the Company did not receive any notice for transaction of any other business at the Meeting.

The Chairman then proceeded with the Questions and Answers (“Q&A”) session.

(1) **Ooi Wei Chung (Shareholder)**

Question:

Good afternoon, I’m Ng Kok Kiong, as proxy for Mr. Ooi Wei Chung, wish to raise a question on the composition of the board of directors, as I knew that there have some of directors who have hold directorship as independent directors more than 12 years, and the corporate governance have the requirement for appointment a woman director for listed issuer, would like to know the board restructure planning?

Reply by the Board:

Mr. Adam replied that the Board of Directors have decided to appoint a woman director as an independent director and the tenure of more than 12 years of the independent directors, one of the directors will be retired and another independent director will be redesignation as a non-independent director. The restructuring of the Board composition will be announced after the conclusion of the AGM.

There being no further questions raised by the shareholders, the Chairman concluded the Q&A session and adjourned the Meeting for the shareholders to cast their votes.

The Chairman declared that the voting session would be closed in 5 minutes and the poll votes would be counted by the poll administrator in the presence of appointed scrutineers.

The Chairman then adjourned the Meeting for 30 minutes for the poll votes to be counted by the Poll Administrator in the presence of the appointed Scrutineer.

The Meeting resumed at 3.13 p.m.

The Chairman informed that the scrutineer had completed the verification of the poll results and announced the results of the poll as follow:

RESULTS OF THE POLL VOTES ON RESOLUTIONS TABLED AT THE AGM ON 26 MAY 2023:

Resolution	Voted For			Voted Against		
	No. of Shareholders	No. of shares	%	No. of Shareholders	No. of shares	%
Ordinary Resolution 1 Payment of Directors’ Fees for the financial year ending 31 December 2023	33	69,231,603	99.9991	3	597	0.0009
Ordinary Resolution 2 Payment of Directors’ Fees for the financial year ending 31 December 2024	33	69,231,546	99.9991	3	654	0.0009

Resolution	Voted For			Voted Against		
	No. of Shareholders	No. of shares	%	No. of Shareholders	No. of shares	%
Ordinary Resolution 3 Re-election of Datuk Wira Dr. Goy Hong Boon	34	69,231,606	99.9991	2	594	0.0009
Ordinary Resolution 4 Re-election of Mr. Tan Tian Wooi	34	69,231,606	99.9991	2	594	0.0009
Ordinary Resolution 5 Re-appointment of Auditors	34	69,231,702	99.9999	1	3	0.0001
Ordinary Resolution 6 Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016	30	69,218,943	99.9809	6	13,257	0.0191

The Chairman then declared all the resolutions for the day carried.

TERMINATION

There being no other business the Meeting terminated at 3.15 p.m. with a vote of thanks to the Chair.

C O N F I R M E D

CHEE LONG SING @ CHER HWEE SENG
 Chairman

Date: 26 May 2023