

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

**MINUTES OF THE THIRTIETH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT 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, 14 JUNE 2023 AT 10.00 A.M.**

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**PRESENT:** As per Attendance List

**AGM30/1      PRELIMINARY**

The Company Secretary informed that the Chairman of the Board, Tan Sri Dato' Seri Mohamad Noor Bin Abdul Rahim was unwell and apologised for his absenced. Pursuant to Article 93 of the Company's Constitution, the Board appointed Mr Tan Eng Piow as the Chairman of the Meeting.

Mr Tan Eng Piow 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.

**AGM30/2      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 10.03 a.m.

**AGM30/3      NOTICE OF MEETING**

The Notice of Meeting, having been previously circulated to all Members and duly advertised in New Straits Times newspaper on 28 April 2023 was taken as read.

**AGM30/4      AUDITED FINANCIAL STATEMENTS AND REPORTS OF THE DIRECTORS AND AUDITORS**

The Audited Financial Statements for the financial year ended 31 December 2022 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 2022.

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 2022 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.

**AGM30/5      FIRST AND FINAL SINGLE TIER CASH DIVIDEND**

The Chairman informed the Members that the Board of Directors had recommended the payment of a first and final single tier cash dividend of 0.5 sen per ordinary share in respect for the financial year ended 31 December 2022.

The Chairman then tabled the motion "THAT the first and final single tier cash dividend of 0.5 sen per ordinary share in respect of the financial year ended 31 December 2022 be approved."

There were no questions from the floor. On the proposal of Mr Lim Jit Thin and seconded by Mr Teoh Han Chong, the Chairman then put forth the motion of Resolution 1 to be voted on by poll at the end of the meeting.

**AGM30/6      DIRECTORS' FEES**

The Chairman then informed that the third item on the agenda of the Thirtieth Annual General Meeting was on the payment of Directors' fees for the period from 1 January 2022 to 30 June 2023.

He then tabled the motion "THAT the payment of Directors' fees of up to RM94,250 to the Non-Executive Directors for the period from 1 January 2022 to 30 June 2023 be approved."

There were no questions from the floor. On the proposal of Mr Lim Jit Thin and seconded by Mr Teoh Han Chong, the Chairman then put forth the motion of Resolution 2 to be voted on by poll at the end of the meeting.

**AGM30/7 ALLOWANCES**

The Chairman informed that the next agenda was to seek the Members' approval on the payment of allowances for the period from July 2023 to June 2024. He said that the allowances comprise of meeting attendance allowance of RM500 per meeting for Independent Non-Executive Directors and special allowance of RM47,400 for the qualified director under the Listing Requirements.

He then tabled the motion "THAT the payment of allowances of not more than RM80,000 for the period from July 2023 to June 2024 be approved."

There were no questions from the floor. On the proposal of Ms Choo Yee Ling and seconded by Ms Fauziah Binti Ismail, the Chairman then put forth the motion of Resolution 3 to be voted on by poll at the end of the meeting.

**AGM30/8 RE-ELECTION OF DIRECTOR**  
**- MR ROLAND KENNETH SELVANAYAGAM**

The Chairman informed the Meeting that in accordance with Article 129 of the Company's Constitution, Mr Roland Kenneth Selvanayagam and Ms Cho Wai Ling were to retire at the meeting and they were eligible for re-election. Mr Bibhuti Nath Jha, Datuk Mahdi Bin Morad, Dato' Sivaloganathan A/L Yoganathan and Ir Aik Siaw Kong who were appointed during the year were retiring pursuant to Article 128 at the meeting and they were eligible for re-election.

The Chairman proposed the motion "THAT Mr Roland Kenneth Selvanayagam, 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 Ms Choo Yee Ling and seconded by Mr Lim Jit Thin, the Chairman then put forth the motion of Resolution 4 to be voted on by poll at the end of the meeting.

**AGM30/9 RE-ELECTION OF DIRECTOR**  
**- MS CHO WAI LING**

The Chairman then proposed the motion "THAT Ms Cho Wai Ling, 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 Teoh Han Chong and seconded by Ms Choo Yee Ling, the Chairman then put forth the motion of Resolution 5 to be voted on by poll at the end of the meeting.

**AGM30/10 RE-ELECTION OF DIRECTOR**  
**- MR BIBHUTI NATH JHA**

The Chairman then proposed the motion “THAT Mr Bibhuti Nath Jha, retiring in accordance with Article 128 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 Ms Choo Yee Ling and seconded by Ms Fauziah Binti Ismail, the Chairman then put forth the motion of Resolution 6 to be voted on by poll at the end of the meeting.

**AGM30/11 RE-ELECTION OF DIRECTOR**  
**- DATUK MAHDI BIN MORAD**

The Chairman then proposed the motion “THAT Datuk Mahdi Bin Morad, retiring in accordance with Article 128 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 Ms Choo Yee Ling and seconded by Ms Fauziah Binti Ismail, the Chairman then put forth the motion of Resolution 7 to be voted on by poll at the end of the meeting.

**AGM30/12 RE-ELECTION OF DIRECTOR**  
**- DATO’ SIVALOGANATHAN A/L YOGANATHAN**

The Chairman then proposed the motion “THAT Dato’ Sivaloganathan A/L Yoganathan, retiring in accordance with Article 128 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 Ms Choo Yee Ling and seconded by Mr Lim Jit Thin, the Chairman then put forth the motion of Resolution 8 to be voted on by poll at the end of the meeting.

**AGM30/13 RE-ELECTION OF DIRECTOR**  
**- IR AIK SIAW KONG**

The Chairman then proposed the motion “THAT Ir Aik Siaw Kong, retiring in accordance with Article 128 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 Ms Choo Yee Ling and seconded by Mr Lim Jit Thin, the Chairman then put forth the motion of Resolution 9 to be voted on by poll at the end of the meeting.

**AGM30/14 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 ensuing year 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 ensuing year and the Board of Directors be authorized to fix their remuneration."

There were no questions from the floor. On the proposal of Mr Lim Jit Thin and seconded by Mr Teoh Han Chong, the Chairman then put forth the motion of Resolution 10 to be voted on by poll at the end of the meeting.

**SPECIAL BUSINESS**

**AGM30/15 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 10% of the total number of issued shares of the Company.

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 Mr Lim Jit Thin and seconded by Ms Choo Yee Ling, the Chairman then put forth the motion of Resolution 11 to be voted on by poll at the end of the meeting.

**AGM30/16 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 12 as set out in the Notice of Meeting be put to vote.

There were no questions from the floor. On the proposal of Mr Lim Jit Thin and seconded by Ms Choo Yee Ling, the Chairman then put forth the motion of Resolution 12 to be voted on by poll at the end of the meeting.

## AGM30/17 **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 10.37 a.m. for the counting of votes.

## AGM30/18 **RESULTS OF POLL**

The Chairman re-convened the meeting at 10.54 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	407,783,193	100	0	0
Resolution 2	407,783,193	100	0	0
Resolution 3	61,308,155	100	0	0
Resolution 4	385,283,193	94.48	22,500,000	5.52
Resolution 5	407,783,193	100	0	0
Resolution 6	407,783,193	100	0	0
Resolution 7	407,783,193	100	0	0
Resolution 8	407,783,193	100	0	0
Resolution 9	407,783,193	100	0	0
Resolution 10	407,783,193	100	0	0
Resolution 11	385,151,193	94.45	22,632,000	5.55
Resolution 12	407,783,193	100	0	0

The Chairman then declared that Ordinary Resolutions 1 to 12 were carried and **RESOLVED:-**

- Resolution 1 “THAT the payment of first and final single tier cash dividend of 0.5 sen per ordinary share in respect of the for the financial year ended 31 December 2022 be approved.”
- Resolution 2 “THAT the payment of Directors’ fees of up to RM94,250 to the Non-Executive Directors for the period from 1 January 2022 to 30 June 2023 be approved.”
- Resolution 3 “THAT the payment of allowances of not more than RM80,000 for the period from July 2023 to June 2024 be approved.”
- Resolution 4 “THAT Mr Roland Kenneth Selvanayagam, retiring in accordance with Article 129 of the Company’s Constitution, be and is hereby re-elected as a director of the Company.”

**MITRAJAYA HOLDINGS BERHAD**

**Registration No. 199301013519 (268257-T)**

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- Resolution 5      “THAT Ms Cho Wai Ling, retiring in accordance with Article 129 of the Company’s Constitution, be and is hereby re-elected as a director of the Company.”
- Resolution 6      “THAT Mr Bibhuti Nath Jha, retiring in accordance with Article 128 of the Company’s Constitution, be and is hereby re-elected as a director of the Company.”
- Resolution 7      “THAT Datuk Mahdi Bin Morad, retiring in accordance with Article 128 of the Company’s Constitution, be and is hereby re-elected as a director of the Company.”
- Resolution 8      “THAT Dato’ Sivaloganathan A/L Yoganathan, retiring in accordance with Article 128 of the Company’s Constitution, be and is hereby re-elected as a director of the Company.”
- Resolution 9      “THAT Ir Aik Siaw Kong, retiring in accordance with Article 128 of the Company’s Constitution, be and is hereby re-elected as a director of the Company.”
- Resolution 10     “THAT Baker Tilly Monteiro Heng PLT be re-appointed as Auditors of the Company for ensuing year and the Board of Directors be authorized to fix their remuneration.”
- Resolution 11     “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 issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit without first offer to holders of existing issued shares of the Company provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued 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 12     “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) in 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.”



**AGM30/19      CONCLUSION**

There being no further business, the Chairman thanked the members present for their attendance and declared the Meeting closed at 10.56 a.m.

**CHAIRMAN**