

**NI HSIN GROUP BERHAD**  
[Registration No.: 200401014850 (653353-W)]

MINUTES OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT LANGKAWI BALLROOM, BUKIT JALIL GOLF & COUNTRY RESORT, JALAN 3/155B, BUKIT JALIL, 57000 KUALA LUMPUR, MALAYSIA ON WEDNESDAY, 26 JUNE 2024 AT 9.30 A.M.

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**PRESENT:**

**DIRECTORS**

Encik Sofiyan Bin Yahya	- Independent Non-Executive Chairman
Ms Ng Shwu Ching	- Executive Director
Encik Rizvi Bin Abdul Halim	- Executive Director
Mr Lai Kian Huat	- Executive Director
Ms Khoo Wuan Ru	- Executive Director
Ms Chermaine Poo @ Poo Chii Miin	- Independent and Non-Executive Director
Mr Tung Fook Heng	- Independent and Non-Executive Director
Dato' Shamsuddin Bin Mohd Mahayidin	- Independent and Non-Executive Director

**SHAREHOLDERS AND PROXIES**

As per Attendance List

**IN ATTENDANCE**

Mr Lim Seng Koon	- Representing the Company Secretary
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**BY INVITATION**

As per Attendance List

The shareholders and proxies (collectively referred to as "**Members**"), and invitees who attended the Twentieth Annual General Meeting ("**20th AGM**" or "**the Meeting**") are set out in the Attendance Lists attached and shall form an integral part of this Minutes.

**INTRODUCTION BY THE CHAIRMAN**

The Chairman, Encik Sofiyan Bin Yahya welcomed all Members and invitees to the 20th AGM of the Company. The Chairman thereafter introduced the Board of Directors, Company Secretary and External Auditors of the Company to all present.

**NI HSIN GROUP BERHAD**

[Registration No. 200401014850 (653353-W)]

*Minutes of the 20th AGM held on 26 June 2024*

**QUORUM**

The Company Secretary confirmed that a quorum was present for the Meeting pursuant to Clause 73 of the Company's Constitution. With the requisite quorum being present, the Chairman called the Meeting to order at 9.30 a.m..

The Company Secretary informed the Members that the Company had received in total 13 proxy forms from the shareholders for a total of 98,230,325 ordinary shares, representing 18.76% of the total number of issued shares of the Company excluding treasury shares. Out of those, there was 1 shareholder who has appointed the Chairman of the Meeting as proxy to vote on behalf and the shares so represented stood at 2,069,000 ordinary shares representing 0.40% of the total number of issued shares of the Company excluding treasury shares.

The Company Secretary further informed that a total of 32 Members were present at the Meeting.

**NOTICE**

The Notice of the 20th AGM having been circulated within the prescribed period, was with the permission of the Members taken as read.

The Chairman requested all present at the 20th AGM to switch off their handphones, tablets or such other similar devices or switch them to silent mode to avoid any disruption to the proceedings of the 20th AGM and encouraged the Members to participate, speak and vote for the resolutions at the 20th AGM.

The Chairman informed that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**"), all resolutions set out in the Notice of the 20th AGM must be voted by poll.

To facilitate the poll process, the Company had appointed Bina Management (M) Sdn. Bhd. as Poll Administrator to conduct the poll voting and Lawco Corporate Services Sdn. Bhd. as independent scrutineers to validate the poll results.

The Chairman also informed that the polling process would be conducted after the deliberation of the items set out in the Agenda. The Chairman then proceeded with the resolutions set out in the Agenda.

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**NI HSIN GROUP BERHAD**

[Registration No. 200401014850 (653353-W)]

*Minutes of the 20th AGM held on 26 June 2024*

**AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon, which have been circulated to all shareholders for the prescribed period, were tabled for discussion.

The Chairman informed that this Agenda item was meant for discussion only and would not be put to vote as approval from the shareholders was not required pursuant to Section 340(1) of the Companies Act 2016 (“**the Act**”). The Chairman invited questions from the floor in respect thereof.

There being no question raised, it was recorded that the Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon had been duly received by the Members.

Thereafter, the Chairman went through each of the motions set out in the Notice of the 20th AGM.

Dato’ Shamsuddin Bin Mohd Mahayidin (“**Dato’ Shamsuddin**”) who was retiring pursuant to Clause 102 of the Constitution of the Company, had expressed his intention not to seek for re-election at the 20th AGM as stipulated in the Notice of the 20th AGM. The Chairman, on behalf of the Board, expressed their appreciation to Dato’ Shamsuddin for his immense contribution to the Group.

**POLLING PROCEDURE**

After all the motions have been tabled to the Meeting, the Chairman directed that the registration of Members for the Meeting to be closed and proceed with the polling process. The Secretary briefed on the polling process and directed the Members to deposit their polling forms into the ballot boxes upon completion. The Members present were then given time to cast their votes.

The Chairman informed that the outcome of the poll would be announced after the short break as it would take time to tabulate the results of the poll. The 20th AGM was adjourned at 9.45 a.m. for the votes to be counted and to enable the independent scrutineers to tabulate the result of the poll.

The 20th AGM resumed at 10.05 a.m. for the announcement of the results of the poll.

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**NI HSIN GROUP BERHAD**

[Registration No. 200401014850 (653353-W)]

*Minutes of the 20th AGM held on 26 June 2024***POLL RESULTS**

The Chairman announced the results of the poll as follows:-

Ordinary Resolution 1	Votes in favour		Votes against		Result
	No. of votes	%	No. of votes	%	
To approve the Directors' fees and benefits payable to the Directors of the Company and its subsidiaries up to an aggregate amount of RM350,000.00 only for the period from 27 June 2024 and up to the date of the next AGM of the Company, to be paid quarterly in arrears	104,435,782	99.9999	54	0.0001	Carried

It was RESOLVED:-

THAT the Directors' fees and benefits payable to the Directors of the Company and its subsidiaries up to an aggregate amount of RM350,000.00 only for the period from 27 June 2024 and up to the date of the next AGM of the Company, to be paid quarterly in arrears, be and is hereby approved.

Ordinary Resolution 2	Votes in favour		Votes against		Result
	No. of votes	%	No. of votes	%	
To re-elect Encik Rizvi Bin Abdul Halim who is retiring pursuant to Clause 95 of the Constitution of the Company	123,803,048	100.0000	54	0.0000	Carried

It was RESOLVED:-

THAT Encik Rizvi Bin Abdul Halim who retired pursuant to Clause 95 of the Constitution of the Company be and is hereby re-elected as Director of the Company.

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**NI HSIN GROUP BERHAD**

[Registration No. 200401014850 (653353-W)]

*Minutes of the 20th AGM held on 26 June 2024*

Ordinary Resolution 3	Votes in favour		Votes against		Result
	No. of votes	%	No. of votes	%	
To re-elect Mr Lai Kian Huat who is retiring pursuant to Clause 95 of the Constitution of the Company	123,803,048	100.0000	54	0.0000	Carried

It was RESOLVED: -

THAT Mr Lai Kian Huat who retired pursuant to Clause 95 of the Constitution of the Company be and is hereby re-elected as Director of the Company.

Ordinary Resolution 4	Votes in favour		Votes against		Result
	No. of votes	%	No. of votes	%	
To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration	123,803,048	100.0000	54	0.0000	Carried

It was RESOLVED:-

THAT Messrs KPMG PLT be and are hereby re-appointed as Auditors of the Company for the ensuing year and that the Directors be authorised to fix their remuneration.

Ordinary Resolution 5	Votes in favour		Votes against		Result
	No. of votes	%	No. of votes	%	
Authority under Section 76 of the Act for the Directors to allot and issue shares	123,803,048	100.0000	54	0.0000	Carried

It was RESOLVED:-

THAT pursuant to Section 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT in connection with the above, pursuant to Section 85 of the Act and Clause 10 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares pursuant to this mandate by the Company.

**NI HSIN GROUP BERHAD**

[Registration No. 200401014850 (653353-W)]

*Minutes of the 20th AGM held on 26 June 2024*

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.

Ordinary Resolution 6	Votes in favour		Votes against		Result
	No. of votes	%	No. of votes	%	
Proposed Renewal of Authority for the Company to Purchase its Own Ordinary Shares	123,803,048	100.0000	54	0.0000	Carried

It was RESOLVED:-

THAT subject to the Act, the provisions of the Constitution of the Company, the Listing Requirements and any other relevant authority or approval for the time being in force or as may be amended from time to time, the Directors of the Company be and are hereby authorised to utilise an amount not exceeding the audited retained profits of the Company to purchase such amount of ordinary shares in the Company 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, necessary and expedient in the interest of the Company, provided that:-

- (a) the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time of the said purchase(s);
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company at the time of purchase; and
- (c) the authority conferred by this resolution shall continue to be in force until:-
  - (i) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
  - (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - (iii) revoked or varied by an ordinary resolution passed by the shareholders in general meeting,

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

**NI HSIN GROUP BERHAD**

[Registration No. 200401014850 (653353-W)]

*Minutes of the 20th AGM held on 26 June 2024*

THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:-

- (a) distribute the shares as share dividends to the shareholders; and/or
- (b) resell the shares or any of the shares on Bursa Securities; and/or
- (c) transfer the shares or any of the shares for the purposes of or under an employees' shares scheme; and/or
- (d) transfer the shares or any of the shares as purchase consideration; and/or
- (e) cancel all the ordinary shares so purchased; and/or
- (f) sell, transfer or otherwise use the shares for such other purposes as allowed by the Act.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary (including executing all such documents as may be required) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the said Directors may deem fit and expedient in the best interests of the Company.

**CONCLUSION OF MEETING**

There being no other business to be transacted, the Meeting concluded at 10.10 a.m. with a vote of thanks to the Chairman.

SIGNED AS A CORRECT RECORD

CHAIRMAN