



MUDAJAYA GROUP BERHAD

Registration No. 200301003119 (605539-H)
(Incorporated in Malaysia)

MINUTES OF THE 19TH ANNUAL GENERAL MEETING OF THE COMPANY HELD AND CONDUCTED VIRTUALLY FROM THE BROADCAST VENUE AT LEVEL 11, MENARA MUDAJAYA, NO. 12A, JALAN PJU 7/3, MUTIARA DAMANSARA, 47810 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA AND THROUGH THE ONLINE MEETING PLATFORM OF LUMI AGM PROVIDED BY BOARDROOM SHARE REGISTRARS SDN BHD IN MALAYSIA AT [HTTPS://MEETING.BOARDROOMLIMITED.MY](https://meeting.boardroomlimited.my) ON WEDNESDAY, 15 JUNE 2022 AT 2.30 P.M.

- PRESENT :** **Directors at the Broadcast Venue:**
Dato' Amin Rafie Bin Othman (*in the Chair*)
James Wong Tet Foh (*Group Managing Director & Chief Executive Officer*)
Eric Lee Eng Leong (*Non-Independent Executive Director*)
Chew Hoy Ping (*Senior Independent Non-Executive Director*)
- Director present remotely via video conferencing:**
Oei Su Lee (*Independent Non-Executive Director*)
- SHAREHOLDERS/ PROXIES :** As per Attendance Record issued by the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd
- IN ATTENDANCE :** **Present at the Broadcast Venue:**
- Company Secretary
Angelyn Lee
- Share Registrar/Poll Administrator
Ibnu Sufian Bin Mas'on (*Boardroom Share Registrars Sdn Bhd*)
- Scrutineers
Ruzeti Emar Mohd Rosli (*Boardroom Corporate Services Sdn Bhd*)
Jeffrey Yeoh Choong Yee (*Boardroom Corporate Services Sdn Bhd*)
- Present remotely via video conferencing:**
- External Auditors
Chew Beng Hong (*KPMG PLT*)
Chan Zhen Ni (*KPMG PLT*)
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1. **CHAIRMAN AND OPENING ADDRESS**

Dato' Amin Rafie Bin Othman ("**Dato' Chairman**") presided as Chairman of the Annual General Meeting ("**AGM**") in compliance with Section 327(2) of the Companies Act 2016 which states that the Chairperson must be present at the Broadcast Venue in Malaysia. He welcomed all shareholders and proxies who have logged in to join the AGM and then called the AGM to order. He informed that this virtual AGM was held to ensure the safety and health of all shareholders to limit the spread of Covid-19. Dato' Chairman then led the shareholders and proxies to observe a moment of silence in remembrance of the late Dato' Yusli Bin Mohamed Yusoff who passed away on 10 March 2022. He also encouraged shareholders/proxies who are Muslims to offer their Al-Fatihah prayer on behalf of the late Dato' Yusli.

Dato' Chairman introduced the members of the Board and the Company Secretary present at the Broadcast Venue and one director who was in attendance virtually. He further introduced the external auditors from Messrs KPMG PLT who were in attendance virtually.

2. **QUORUM**

Dato' Chairman informed that there was sufficient quorum for the AGM based on the confirmation from the Company Secretary.

3. **NOTICE OF AGM**

Dato' Chairman informed that the notice convening the AGM had been duly sent to all shareholders. The notice was also announced to Bursa Malaysia Securities Berhad ("**Bursa Securities**") on 28 April 2022 and advertised in the NST newspaper on 29 April 2022. The notice was tabled and taken as read.

4. **PRESENTATION BY GROUP MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER ("MD")**

Dato' Chairman informed that the Company had received a letter dated 19 May 2022 from the Minority Shareholders Watch Group ("**MSWG**").

Before Dato' Chairman proceeded with the business of the AGM, he invited the MD, Mr James Wong Tet Foh ("**Mr James Wong**") to present an overview of the Group's performance and strategies to the shareholders and proxies, as well as to read out the questions from MSWG and the Company's reply. Mr James Wong presented the Group's business performance and outlook, financial highlights, key events in 2021/2022 and future strategies for the Group.

5. **PROCEEDINGS AND POLLING**

Dato' Chairman informed the shareholders and proxies that the voting of resolutions at the AGM would be conducted by way of poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities. For this purpose, Dato' Chairman exercised his right as Chairman of the Meeting to demand for a poll in accordance with Clause 72 of the Company's Constitution in respect of all the resolutions which would be put to vote at the AGM.

He further informed that the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd was the appointed Poll Administrator to conduct the electronic polling process and Boardroom Corporate Services Sdn Bhd was the appointed Scrutineers to verify the poll results.

Boardroom Share Registrars Sdn Bhd then presented a short video to brief the shareholders and proxies on how to submit questions via the message icon as well as the online voting process.

Dato' Chairman announced that the online voting session has commenced and would be open throughout the AGM until the closure of the voting session which he would announce later. Shareholders and proxies could submit their votes in real-time while the AGM was in progress.

Dato' Chairman proceeded to table all the resolutions in the agenda of the AGM, as follows:

6. **AUDITED FINANCIAL STATEMENTS, DIRECTORS' AND AUDITORS' REPORTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021**

The Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Directors' and Auditors' Reports thereon were tabled to the shareholders.

Dato' Chairman informed that the Audited Financial Statements were required to be laid before the shareholders pursuant to Section 340(1)(a) of the Companies Act 2016 and the Audited Financial Statements did not require a formal approval by the shareholders. Hence, it was not put forward for voting.

Dato' Chairman then declared that the Audited Financial Statements for the financial year ended 31 December 2021 together with the Directors' and Auditors' Reports thereon were received and duly tabled at this AGM.

7. **ORDINARY RESOLUTION 1**

- **Re-election of Mr Chew Hoy Ping pursuant to Clause 106 of the Company's Constitution**

Dato' Chairman tabled Ordinary Resolution 1 on the re-election of Mr Chew Hoy Ping who retired by rotation pursuant to Clause 106 of the Company's Constitution. Mr Chew, being eligible, has offered himself for re-election.

8. **ORDINARY RESOLUTION 2**

- **Re-election of Ms Oei Su Lee pursuant to Clause 89 of the Company's Constitution**

Dato' Chairman tabled Ordinary Resolution 2 on the re-election of Ms Oei Su Lee who retired pursuant to Clause 89 of the Company's Constitution. Ms Oei Su Lee, being eligible, has offered herself for re-election.

9. **ORDINARY RESOLUTION 3**

- **Payment of Directors' Fees and Benefits**

Dato' Chairman tabled Ordinary Resolution 3 on the payment of Directors' fees and benefits to the Non-Executive Directors of the Company for the period from 16 June 2022 until the conclusion of the next AGM of the Company.

He informed that the benefits payable to the Non-Executive Directors comprised fixed allowance and meeting attendance allowance. Details of the remuneration were set out under Explanatory Note 4 in the Notice of AGM.

10. ORDINARY RESOLUTION 4

• Re-appointment of Messrs KPMG PLT as Auditors

Dato' Chairman tabled Ordinary Resolution 4 on the re-appointment of Messrs KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

He informed that Messrs KPMG PLT have indicated their willingness to continue in office for the ensuing year.

11. ORDINARY RESOLUTION 5

• Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

Dato' Chairman tabled Ordinary Resolution 5, which was to empower the Directors to issue shares in the Company to facilitate capital raising in a timely and cost effective manner. This mandate was sought to avoid any delay and cost involved in convening a general meeting merely to approve such issue of shares. This authority, unless revoked or varied at a general meeting, would expire at the conclusion of the next AGM.

12. ORDINARY RESOLUTION 6

• Authority to Issue and Allot New Securities in the Company under the Proposed General Mandate for Rights Issue on a Pro Rata Basis [“Proposed Rights Issue Mandate”]

Dato' Chairman tabled Ordinary Resolution 6 on the Proposed Rights Issue Mandate to allow the Company to undertake a rights issue of new securities on a pro rata basis, which must not exceed 50% of the total number of issued shares of the Company. This mandate was sought to facilitate the Company to raise funds efficiently and expeditiously to meet its funding requirements, should the Company be required to do so.

13. ORDINARY RESOLUTION 7

• Proposed Renewal of Authority for the Purchase by the Company of its Own Shares

Dato' Chairman tabled Ordinary Resolution 7 on the Proposed Renewal of Authority for the Purchase by the Company of its Own Shares. This resolution would allow the Company to purchase its own shares of up to 10% of the total number of issued shares of the Company.

14. QUESTIONS & ANSWERS SESSION

With the completion of all the agenda items, Dato' Chairman opened the session for Questions & Answers, and invited shareholders and proxies to submit their questions by using the message icon on the Lumi AGM site.

Dato' Chairman informed that the Company had not received any questions from shareholders prior to this AGM.

Dato' Chairman then read out the questions received from shareholders and proxies during the AGM via the message icon on the Lumi AGM site. The questions were addressed by Dato' Chairman, the MD (Mr James Wong) and the Executive Director (Mr Eric Lee), as set out below:

- Q1. *Please consider giving e-voucher to participating shareholders as token of appreciation for effort and cost of attending and supporting the Company. In view of the recent implementation of minimum wages, what is the expected impact (in terms of profit) in the current year?*

Mr James Wong responded that as the AGM is a virtual meeting, there would be no distribution of e-vouchers. Moreover, the Company has to conserve cash during this recovery period post Covid pandemic.

On the second question relating to minimum wages, Mr James Wong responded that there was a minimal impact on the profit & loss account.

- Q2. *May I know what is the Company's future outlook? Will the Board consider giving door gifts such as e-vouchers or e-wallets for those participating in this AGM as a token of appreciation?*

Dato' Chairman responded that the MD's presentation has covered the Company's future outlook. The question on door gifts has been answered by Mr James Wong under Q1 above.

- Q3. *While this financial year showed some profit, our Company's significant decline in revenues (also shown in the latest quarterly results) seems to indicate unsustainable profits; so how is our struggling Company strategising on growth and better profitability initiatives going forward? When can shareholders receive dividends again? Is a rights issue on the way?*

Dato' Chairman responded that the MD's presentation has covered future strategies for the Group, however he invited Mr James Wong to provide further details.

Mr James Wong commented that with the economic disruption caused by the Covid-19 pandemic, it was a blessing in disguise not to secure projects during such period of uncertainty. As the Company is currently under recovery phase, the tender team has been fairly busy working on new tenders. As indicated in the MD's presentation, Management was close to concluding the negotiation of 2 construction projects in the short term.

Earnings of the Group were mainly derived from the Power and Property segments, whilst efforts were being made by the Property division to monetise unsold inventories as much as possible.

On the question in relation to dividend declaration, as mentioned in the past years' AGMs, the Company would conserve its resources as much as it could to grow the Company's businesses in a more sustainable manner.

Rights issue would be one of the avenues that the Company could utilise to raise financial resources, whenever necessary.

- Q4. *Please refer to page 174 of the Annual Report, item 30 Operating Segment: Power – profit after tax (“PAT”) of RM29,324,000 in 2021 (only RM5,762,000 in 2020). Why PAT suddenly jump so high? Can the Company maintain such profit for the coming years? If not, why?*

Mr Eric Lee responded that the sharp increase in PAT was primarily due to the gain on fair valuations of the RKM plant in India. Previously in the books, due to equity accounting, the plant’s carrying value was nil. During the financial year 2021, Management had carried out a fair valuation exercise to reclassify the assets and currently in the books, the carrying value stood at RM21 million with a valuation of RM86 million.

From the operations, as Mr James Wong highlighted in his presentation, the Power segment was the major contributor whilst the Construction segment was very much dependent on the success in the tendering exercise. Management is hopeful that new projects would be secured moving forward.

- Q5. *I am a shareholder and a licensed scrap collector. For many AGMs, I have submitted requests to allow us to bid competitively for construction recyclables. Last year the Company promised we can bid but we were not called. Many years ago we were successful only once.*

Mr James Wong explained that firstly, the Company has in place standard operating procedures (“SOP”) on call for bids whenever the Company has scrap materials to be disposed of. For the last 2 years, business activities were impacted by the Covid-19 pandemic which resulted in less scrap wastage. Secondly, in order to minimise wastage as part of Mudajaya’s Environmental, Social and Governance (ESG) initiatives, Management has adopted the ‘cut and bend’ approach in the supply order of steel bars i.e. steel bars are cut and shaped to the right size and length at the factory before being delivered to the site. In doing so, there would be minimal wastage at the site. Management would continue to adopt the SOP and would extend invitation to qualified bidders for future disposal for scraps, if any.

- Q6. *To what extent is our Company affected by price of materials, fuel, labour, etc increases/inflation on its existing projects/contracts? To what extent can our Company pass any costs increases to the customers and not lose out on new projects/contracts?*

Mr James Wong responded that he has covered the issue of inflation in his presentation. In 2021, Mudajaya was fortunate to be given the opportunity to re-negotiate 2 contracts namely LRT-GS01 and Pan Borneo’s WPC08. The Company took the opportunity to re-price the rates based on material prices that were nearly at the peak at that time, consequently the impact of inflation was within control. For the MRT-V207 project which had reached its final completion stage, the impact was minimal. The Company would continue to be prudent in its tender approach in light of the inflationary pressures on materials, especially in view of the ongoing economic disruptions. Mudajaya’s Construction team would also seek compensation for price escalation of materials where possible in government-funded contracts.

Q7. *What is the cost of the virtual meeting?*

Mr Eric Lee responded that the estimated cost for holding virtual AGM for this year is about RM23,000, which is similar to the cost for last year's virtual AGM.

With no further questions from the shareholders and proxies, Dato' Chairman concluded the Questions & Answers session.

15. **POLLING PROCESS**

Dato' Chairman reminded the shareholders and proxies to cast their votes on all the resolutions via the electronic voting facility, as the voting session would continue for another 10 minutes. He informed that the verification of votes by the Scrutineers would take approximately 15 minutes after the conclusion of the voting session.

Dato' Chairman informed that he has been appointed to act as proxy for a number of shareholders and he would vote in accordance with their instructions given. He then adjourned the AGM at 3.40 p.m. for the polling process, followed by verification of votes by the Scrutineers.

16. **ANNOUNCEMENT OF POLL RESULTS**

Having received the poll results from the Scrutineers, Dato' Chairman called the AGM to be resumed at 4.05 p.m. for the announcement of the poll results. The poll results were compiled by the Poll Administrator, Boardroom Share Registrars Sdn Bhd and verified by the Scrutineers, Boardroom Corporate Services Sdn Bhd. Mr Jeffrey Yeoh, the representative of Boardroom Corporate Services Sdn Bhd, was invited by Dato' Chairman to read out the poll results, which were also projected on the screen as follows:-

Polling Results

RESOLUTION	VOTES FOR			VOTES AGAINST			VOTES TOTAL	
	NO OF RECORDS	UNITS	%	NO OF RECORDS	UNITS	%	NO OF RECORDS	UNITS
RESOLUTION 1	213	783,920,655	99.9867	44	103,889	0.0133	257	784,024,544
RESOLUTION 2	212	783,908,055	99.9851	45	116,489	0.0149	257	784,024,544
RESOLUTION 3	170	783,281,774	99.9060	85	736,770	0.0940	255	784,018,544
RESOLUTION 4	216	783,932,433	99.9883	41	92,111	0.0117	257	784,024,544
RESOLUTION 5	209	783,891,682	99.9831	48	132,862	0.0169	257	784,024,544
RESOLUTION 6	205	783,877,749	99.9813	52	146,795	0.0187	257	784,024,544
RESOLUTION 7	215	783,985,463	99.9950	42	39,081	0.0050	257	784,024,544

Based on the poll results, Dato' Chairman declared that all the resolutions tabled at the AGM were duly carried. It was RESOLVED as follows:-

(a) **ORDINARY RESOLUTION 1**

- **Re-election of Mr Chew Hoy Ping pursuant to Clause 106 of the Company's Constitution**

THAT Mr Chew Hoy Ping who retired by rotation pursuant to Clause 106 of the Company's Constitution, be hereby re-elected as Director of the Company.

(b) **ORDINARY RESOLUTION 2**

• Re-election of Ms Oei Su Lee pursuant to Clause 89 of the Company's Constitution

THAT Ms Oei Su Lee who retired pursuant to Clause 89 of the Company's Constitution, be hereby re-elected as Director of the Company.

(c) **ORDINARY RESOLUTION 3**

• Payment of Directors' Fees and Benefits

THAT the payment of Directors' fees and benefits to the Non-Executive Directors of the Company for the period from 16 June 2022 until the conclusion of the next AGM of the Company, be hereby approved.

(d) **ORDINARY RESOLUTION 4**

• Re-appointment of Messrs KPMG PLT as Auditors

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

(e) **ORDINARY RESOLUTION 5**

• Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

THAT subject always to the Companies Act 2016 ("**the Act**"), the Main Market Listing Requirements of Bursa Securities, the Company's Constitution and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act:

- (a) to issue and allot new shares in the Company; and/or
- (b) to grant rights to subscribe for shares in the Company; and/or
- (c) to convert any security into shares in the Company; and/or
- (d) to allot shares under an agreement or option or offer,

at any time and from time to time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of new shares issued pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 20% of the total number of issued shares of the Company for the time being (excluding treasury shares) ("**20% General Mandate**") and THAT such approval of the 20% General Mandate shall continue to be in force until 31 December 2022.

THAT with effect from 1 January 2023, the general mandate shall be reinstated from a 20% limit to a 10% limit provided that the aggregate number of such new shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer by the Company pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares of the Company for the time being (excluding treasury shares) ("**10% General Mandate**").

THAT such approval of the 10% General Mandate shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company held after the approval was given;
- (b) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT the Directors be and are hereby empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new shares on the Main Market of Bursa Securities.

AND THAT the Directors be further authorised to implement, finalise, complete and take all necessary steps and to do all acts, deeds and things as may be necessary or expedient (including executing such documents as may be required) in order to give full effect to the 20% General Mandate and 10% General Mandate, with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

(f) **ORDINARY RESOLUTION 6**

- **Authority to Issue and Allot New Securities in the Company under the Proposed General Mandate for Rights Issue on a Pro Rata Basis (“Proposed Rights Issue Mandate”)**
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THAT subject to the approval of the relevant authorities and/or parties (if required) being obtained, approval be and is hereby given to the Directors of the Company to:

- (a) provisionally issue and allot by way of a rights issue on a pro rata basis of new securities (“**new securities**”) to the shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later by the Company;
- (b) issue such new securities as may be required to give effect to the Proposed Rights Issue Mandate, including any persons entitled on renunciation of the provisional allotments;
- (c) determine and fix the entitlement basis and issue price of the new securities which shall be announced later by the Company;
- (d) utilise the proceeds to be derived from the Proposed Rights Issue Mandate for the purposes as determined and announced later by the Company; and
- (e) vary the manner and/or purpose of utilisation of such proceeds as the Directors may deem fit and in the best interest of the Company,

provided that:

- (i) such new securities to be issued pursuant to this resolution, does not exceed 50% of the total number of issued shares of the Company for the time being (excluding treasury shares); and
- (ii) the new securities are not priced at more than 30% discount to the theoretical ex-rights price.

THAT such approval of the Proposed Rights Issue Mandate shall continue to be in force until 31 December 2022.

THAT the Directors be and are hereby empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new securities on the Main Market of Bursa Securities.

AND THAT the Directors be further authorised to implement, finalise, complete and take all necessary steps and to do all acts, deeds and things as may be necessary or expedient (including executing such documents as may be required) in order to give full effect to the Proposed Rights Issue Mandate, with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

(g) **ORDINARY RESOLUTION 7**

• Proposed Renewal of Authority for the Purchase by the Company of its Own Shares

THAT subject to compliance with the Act, the Company's Constitution, the Main Market Listing Requirements of Bursa Securities and any other relevant rules and regulations that may be in force from time to time, the Company be and is hereby authorised to purchase such number 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 and expedient in the interest of the Company PROVIDED THAT:

- (a) the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time; and
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the latest audited retained profits of the Company.

THAT such authority shall commence upon the passing of this ordinary resolution and shall remain in force until:

- (i) the conclusion of the next AGM of the Company at which time such authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

THAT authority be and is hereby given to the Directors of the Company to decide in their discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or to cancel them and/or to resell the treasury shares and/or to distribute them as share dividends and/or subsequently cancel them or such other manner as may be allowed under the Act and the Main Market Listing Requirements of Bursa Securities.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to give full effect to the aforesaid with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company

17. **CONCLUSION**

The AGM was declared closed by Dato' Chairman at 4.15 p.m. Dato' Chairman thanked all shareholders and proxies for their participation in the virtual AGM.

Confirmed as a true and correct record:-

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CHAIRMAN

Date: 15 June 2022