

**SENI JAYA CORPORATION BERHAD**  
[Registration No. 199301025122 (279860-X)]  
(Incorporated in Malaysia)

MINUTES OF THE TWENTY-EIGHTH ANNUAL GENERAL MEETING OF THE COMPANY DEEMED HELD WHERE THE CHAIRMAN OF THE MEETING WAS IN KUALA LUMPUR, WILAYAH PERSEKUTUAN AND ON A FULLY VIRTUAL BASIS HOSTED ON SECURITIES SERVICES E-PORTAL AT <HTTPS://SSHBSB.NET.MY/> PROVIDED BY SS E SOLUTIONS SDN. BHD. IN MALAYSIA ON MONDAY, 28 JUNE 2021

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- DIRECTORS** : Dato' Sri Anne Teo  
(Chairman of the Meeting/ Executive Chairman)
- Datin Lee Nai Yee  
(Non-Independent Non-Executive Director)
- Mr. Julian Koh Lu Ern  
(Independent Non-Executive Director)
- MEMBERS** : As per Attendance List
- PROXY HOLDERS** : As per Attendance List
- CORPORATE REPRESENTATIVES** : As per Attendance List
- INVITEES/OTHERS** : As per Attendance List
- IN ATTENDANCE** : Ms. Chua Siew Chuan (Company Secretary)  
Ms. Tan Siok Ying (Assisting the Company Secretary)

**CHAIRMAN**

Dato' Sri Anne Teo ("**Dato' Sri Chairman**") was in the Chair. Dato' Sri Chairman welcomed all present to the live streaming of the Twenty-Eighth Annual General Meeting ("**28<sup>th</sup> AGM**" or the "**Meeting**") of the Company and called the Meeting to order at 3:00 p.m.

Dato' Sri Chairman informed all that on 28 May 2021, the Government of Malaysia had announced the implementation of Full Movement Control Order ("**FMCO**") starting from 1 June 2021 to 14 June 2021, which had been extended to 28 June 2021 and further extended until further notice in order to contain the spread of the COVID-19 outbreak.

In view of this, the Securities Commission Malaysia ("**SC**") had further revised its Guidance Note and FAQs on the conduct of General Meetings for Listed Issuers to state that effective 1 June 2021, when a listed issuer conducts its general meeting during FMCO, the listed issuer is only allowed to conduct a fully virtual general meeting where all meeting participants are required to participate in the meeting online.

The Board in compliance to the revised SC Guidance Note, had decided that the 28<sup>th</sup> AGM be conducted on a fully virtual basis through live streaming and remote participation and voting facility hosted on Securities Services e-Portal provided by SS E Solutions Sdn. Bhd.

Dato' Sri Chairman proceeded to introduce the Directors, the Company Secretary and the External Auditors of the Company.

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**QUORUM**

The requisite quorum being present pursuant to Clause 94 of the Company's Constitution, Dato' Sri Chairman declared the Meeting duly convened.

**PROCEEDINGS**

Dato' Sri Chairman informed the Meeting that voting for the Meeting would be conducted by way of poll, in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Dato' Sri Chairman further informed that there were shareholders who were unable to participate in the Meeting remotely and had appointed her to vote on their behalf. Accordingly, Dato' Sri Chairman would be voting in her capacity as proxy in accordance with the shareholders' instructions, where indicated.

Dato' Sri Chairman informed the Meeting that there is no legal requirement for a proposed resolution to be seconded and as such, the voting module had been made accessible to all to cast and submit their votes from the start of the Meeting and would continue to be accessible for an additional 10 minutes after the Meeting have dealt with all the questions transmitted during the Meeting.

Ms. Chua Siew Chuan, the Company Secretary informed that Dato' Sri Chairman would take the Meeting through each item on the Agenda, followed by a question and answer ("Q&A") session. Shareholders and proxies were advised to use the query box facility under the live stream player within the same e-Portal page to transmit their questions or remarks during the Meeting.

The Meeting was further informed that SS E Solutions Sdn. Bhd. was the poll administrator and Commercial Quest Sdn. Bhd. was the independent scrutineer to verify the results of the poll voting. A step-by-step guide together with a short audio clip on the online voting module within SSeP was then played.

Dato' Sri Chairman also informed the Meeting that the Company was using the Record of Depositors as of 21 June 2021 for the 28th AGM.

**NOTICE**

The Notice convening the Meeting dated 28 May 2021 having been circulated within the prescribed period was with the permission of the Meeting, taken as read.

**1.0 AUDITED FINANCIAL STATEMENTS ("AFS") FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON**

Dato' Sri Chairman informed that the first item on the Agenda was to receive the AFS for the financial year ended 31 December 2020 together with the Reports of the Directors and the Auditors thereon.

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The Meeting noted that formal approval from shareholders was not required for this item on the Agenda pursuant to Section 340(1)(a) of the Companies Act 2016 and hence, the AFS was not put forward for voting. Dato' Sri Chairman declared that the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon, be received

**2.0 ORDINARY RESOLUTION 1**  
**APPROVAL ON THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM145,258/- FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020**

Dato' Sri Chairman informed the Meeting that the next item on the Agenda was to approve the payment of Directors' Fees amounting to RM145,258/- for the financial year ended 31 December 2020.

**3.0 ORDINARY RESOLUTION 2**  
**APPROVAL ON THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM28,500/- FOR THE PERIOD FROM 1 OCTOBER 2020 TO 31 DECEMBER 2020**

Dato' Sri Chairman informed the Meeting that the third item on the Agenda was to approve the payment of Directors' Fees amounting to RM28,500/- for the period from 1 October 2020 to 31 December 2020.

**4.0 ORDINARY RESOLUTION 3**  
**APPROVAL ON THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM257,000/- FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021**

Dato' Sri Chairman informed the Meeting that the fourth item on the Agenda was to approve the payment of Directors' Fees amounting to RM257,000/- for the financial year ending 31 December 2021.

**5.0 ORDINARY RESOLUTION 4**  
**RE-ELECTION OF MR. JULIAN KOH LU ERN WHO RETIRED PURSUANT TO CLAUSE 116 OF THE COMPANY'S CONSTITUTION**

Dato' Sri Chairman informed that the next item on the Agenda was to re-elect the retiring Director, namely Mr. Julian Koh Lu Ern pursuant Clause 116 of the Company's Constitution and being eligible, had offered himself for re-election.

**6.0 ORDINARY RESOLUTION 5**  
**RE-ELECTION OF DATIN LEE NAI YEE WHO RETIRED PURSUANT TO CLAUSE 117 OF THE COMPANY'S CONSTITUTION**

Dato' Sri Chairman informed that the next item on the Agenda was to re-elect the retiring Director, namely Datin Lee Nai Yee pursuant Clause 117 of the Company's Constitution and being eligible, had offered herself for re-election.

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**7.0 ORDINARY RESOLUTION 6**  
**RE-APPOINTMENT OF MESSRS. MAZARS PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

Dato' Sri Chairman informed the Meeting that the next item on the Agenda was to re-appoint Messrs. Mazars PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

The Meeting noted that Messrs. Mazars PLT had indicated their willingness to continue in office as Auditors of the Company.

The Meeting further noted that the Audit Committee and the Board of Directors had reviewed Messrs. Mazars PLT's performance as Auditors of the Company for the past financial years and were satisfied with their effectiveness and performance as Auditors of the Company.

**SPECIAL BUSINESS**

**8.0 ORDINARY RESOLUTION 7**  
**AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

Dato' Sri Chairman informed that the next item on the Agenda was a special business to approve the Ordinary Resolution in respect of the authority to issue shares pursuant to the Companies Act 2016.

The Meeting noted the following salient points:-

- a) The proposed Ordinary Resolution, if passed, will give the Directors of the Company an authority from the date of the 28th AGM of the Company, to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company for the time being pursuant to the Companies Act 2016.
- b) The said 20% General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to working capital, operational expenditures, investment project(s), and/or acquisition(s).
- c) The Board, having considered the current and prospective financial position, needs and capacity of the Group, was of the opinion that the 20% General Mandate is in the best interests of the Company and its shareholders.
- d) The 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2021 and thereafter, the ten per centum (10%) general mandate will be reinstated. Should there be a decision to issue and allot ordinary shares after the said authority has been given, the Company will make the appropriate announcement on the purpose and/or utilisation of proceeds arising from such issuance and allotment.

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**9.0 ANY OTHER BUSINESS**

The Meeting noted that there was no other business to be transacted at the Meeting of which due notice had been given.

**QUESTIONS AND ANSWERS SESSION**

The Meeting noted that there were no questions raised from the shareholders.

**POLLING PROCESS**

At this juncture, the step-by-step guide together with a short audio clip on the SSeP online voting module within SSeP was played again. Shareholders and proxies were given another 10 minutes to cast and submit their votes.

Upon the closure of the voting session, the Scrutineer proceeded to verify the poll results.

After the verification of poll results by the Scrutineer, the results of the poll as annexed hereto was shown on the screen.

**ANNOUNCEMENT OF POLL RESULTS**

The Meeting resumed at 3:37 p.m. after the verification of poll results by the Scrutineer. The results of the poll as follows was shown on the screen:-

Resolutions	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
<b><u>Ordinary Resolution 1</u></b> To approve the payment of Directors' fees amounting to RM145,258/- for the financial year ended 31 December 2020	31,372,006	99.9694	9,600	0.0306
<b><u>Ordinary Resolution 2</u></b> To approve the payment of Directors' fees amounting to RM28,500/- for the period from 1 October 2020 to 31 December 2020	31,372,006	99.9694	9,600	0.0306
<b><u>Ordinary Resolution 3</u></b> To approve the payment of Directors' fees amounting to RM257,000/- for the financial year ending 31 December 2021	31,372,006	99.9694	9,600	0.0306

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Resolutions	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
<b><u>Ordinary Resolution 4</u></b> To re-elect Mr. Julian Koh Lu Ern who is due to retire pursuant to Clause 116 of the Company's Constitution and being eligible, has offered himself for re-election	31,410,206	99.9694	9,600	0.0306
<b><u>Ordinary Resolution 5</u></b> To re-elect Datin Lee Nai Yee who is due to retire pursuant to Clause 117 of the Company's Constitution and being eligible, has offered herself for re-election	31,410,206	99.9694	9,600	0.0306
<b><u>Ordinary Resolution 6</u></b> To re-appoint Messrs. Mazars PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration	31,410,206	99.9694	9,600	0.0306
<b><u>Ordinary Resolution 7</u></b> Authority to Issue Shares pursuant to the Companies Act 2016	31,410,206	99.9694	9,600	0.0306

Dato' Sri Chairman then declared that Ordinary Resolutions 1 to 7 were all **CARRIED**.

The Meeting **RESOLVED**:-

**ORDINARY RESOLUTION 1**  
**APPROVAL ON THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM145,258/-**  
**FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020**

*"That the payment of Directors' Fees amounting to RM145,258/- for the financial year ended 31 December 2020, be and is hereby approved for payment."*

**ORDINARY RESOLUTION 2**  
**APPROVAL ON THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM28,500/-**  
**FOR THE PERIOD FROM 1 OCTOBER 2020 TO 31 DECEMBER 2020**

*"That the payment of Directors' Fees amounting to RM28,500/- for the period from 1 October 2021 to 31 December 2020, be and is hereby approved for payment."*

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**ORDINARY RESOLUTION 3  
APPROVAL ON THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM257,000/-  
FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021**

*"That the payment of Directors' Fees amounting to RM257,000/- for the financial year ending 31 December 2021, be and is hereby approved for payment."*

**ORDINARY RESOLUTION 4  
RE-ELECTION OF MR. JULIAN KOH LU ERN WHO RETIRED PURSUANT TO CLAUSE  
116 OF THE COMPANY'S CONSTITUTION**

*"That the Director, Mr. Julian Koh Lu Ern who retired pursuant to Clause 116 of the Company's Constitution, and being eligible for re-election, be and is hereby re-elected as a Director of the Company."*

**ORDINARY RESOLUTION 5  
RE-ELECTION OF DATIN LEE NAI YEE WHO RETIRED PURSUANT TO CLAUSE 116  
OF THE COMPANY'S CONSTITUTION**

*"That the Director, Datin Lee Nai Yee who retired by rotation pursuant to Clause 117 of the Company's Constitution, and being eligible for re-election, be and is hereby re-elected as a Director of the Company."*

**ORDINARY RESOLUTION 6  
RE-APPOINTMENT OF MESSRS. MAZARS PLT AS AUDITORS OF THE COMPANY  
UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO  
AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

*"That Messrs. Mazars PLT be and is hereby re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting and that authority be and is hereby given to the Directors to fix their remuneration."*

**ORDINARY RESOLUTION 7  
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

*"**THAT** subject always to the Companies Act 2016 ("**the Act**"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021 as empowered by Bursa Malaysia Securities pursuant to Bursa Malaysia Berhad's letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers and thereafter, the authority shall be reinstated from twenty percent (20%) to ten percent (10%) of the total number of issued shares of the Company for the time*

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*being as stipulated under Paragraph 6.03(1) of the Bursa Malaysia Securities Main Market Listing Requirements (hereinafter referred to as the "**General Mandate**");*

**AND THAT** *the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so be issued pursuant to the General Mandate on Bursa Malaysia Securities;*

**AND FURTHER THAT** *such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."*

**CONCLUSION**

There being no other business to be transacted, Dato' Sri Chairman concluded the Meeting at 3:39 p.m. and thanked all for their participation at the first ever virtual AGM.

SIGNED AS A CORRECT RECORD

- SIGNED -

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CHAIRMAN  
DATO' SRI ANNE TEO

Dated: 28 June 2021