

AGX GROUP BERHAD
Registration No. 201901042663 (1351993-K)
(Incorporated in Malaysia)

MINUTES OF THE FOURTH ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY HELD ON VIRTUAL BASIS THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT UNIT 1A-C, 2ND FLOOR, JALAN USJ 10/1, PUSAT PERNIAGAAN USJ 10, 47610 SUBANG JAYA, SELANGOR DARUL EHSAN ON THURSDAY, 30 MAY 2024 AT 10.00 A.M.

Present :

DIRECTORS

Dato’ Rozalila binti Abdul Rahman (Non-Executive Director/Chairperson)

Dato’ Ponnudorai A/L Periasamy (Executive Director / Group CEO)

Mr Jayasielan A/L Gopal (Executive Director)

¹ Mr Penu Mark (Executive Director)

¹ Mr Neo Lip Pheng, Peter (Executive Director)

Dato’ George Alfonso Miranda (Independent Non-Executive Director)

Mr Ong Teng Yan (Independent Non-Executive Director)

¹ Puan Aida Mosira Binti Mokhtar (Independent Non-Executive Director)

IN ATTENDANCE

Mr Chang Poh Sheng (Chief Financial Officer)

Ms Ivy Leong Shiak Wan (Company Secretary)

¹ Mr James Chan Kuan Chee (Representative from Messrs Crowe Malaysia PLT)

BY INVITATION

Mr Wilson Chiong Zhan Hua (Sponsor from TA Securities)

Puan Intan Marina (Representative from Boardroom Corporate Services Sdn Bhd)

Puan Zuriati binti Yaacob (Representative from Boardroom Corporate Services Sdn Bhd)

Ms Lee Wei Ling (Scrutineer from KW Ng & Co)

Representatives from AGMO Digital Solutions Sdn Bhd

Note

¹ *Joined via online platform at <https://web.vote2u.my>*

The shareholders and proxyholders (collectively referred to as “Members”) who attended and participated in the AGM remotely via online platform at <https://web.vote2u.my> are set out in the Attendee List attached and shall form an integral part of these Minutes.

1.0 OPENING ADDRESS BY THE CHAIRPERSON

1.1 Dato’ Chairperson of the Board of Directors of the Company (the “Board”), Dato’ Rozalila binti Abdul Rahman (“Dato’ Chairperson”), extended a warm welcome to all Members and invitees present at the Fourth (“4th”) AGM of the Company held on a virtual basis through live streaming and online Remote Participation and Voting Facilities (“RPV”), which was in compliance with Section 327 of the Companies Act 2016 and Clause 52 of the Company’s Constitution.

2.0 INTRODUCTION OF BOARD MEMBERS

2.1 Dato’ Chairperson introduced the Board members, Chief Finance Officer, Company Secretary, Poll Administrators and Independent Scrutineer who were present at the Broadcast Venue. She further introduced Board members and the External Auditor from Messrs Crowe Malaysia PLT who were participating remotely for the 4th AGM.

3.0 QUORUM

3.1 The Company Secretary confirmed that a quorum was present for the Meeting. With the requisite quorum being present, the 4th AGM was called to order at 10.05 a.m.

As a good corporate governance, the Chairperson reported that the Company had received one (1) proxy form from the shareholder of the Company for a total of 116,000 ordinary shares representing 0.0268% of the total issued shares of the Company.

4.0 NOTICE

4.1 The Notice convening the 4th AGM having been circulated to the members on 30 April 2024 was taken as read.

4.2 Dato’ Chairperson informed the Members of their right to participate at this AGM by transmitting their questions in real time via the messaging window. For questions which were related or similar in nature, the Company might group them together and provide a single response.

5.0 PROCEDURE FOR MEETING/INSTRUCTION TO POLL VOTING

5.1 Before proceeding with the first agenda of the meeting, Dato’ Chairperson informed the Meeting that pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of the meeting must be voted by way of poll. The registered shareholders, proxies and the corporate representatives were reminded to refrain from any forms of recording of the 4th AGM as this was a private meeting with the members of the Company.

- 5.2 Dato' Chairperson also informed the Meeting that the Company had appointed AGMO Digital Solutions Sdn Bhd as the Poll Administrator to facilitate the poll voting electronically and KW NG & Co. as the Independent Scrutineer to validate the poll results.
- 5.3 The Meeting was informed that the voting session was available at that point in time until the closure of the voting session to be announced later. The results of the poll voting would be announced after the Independent Scrutineer have verified the poll results.
- 5.4 The Meeting was then briefed on the electronic and remote poll voting process via video presentation.

6.0 PRESENTATION BY CHIEF FINANCE OFFICER

- 6.1 Before proceeding with the business of the Meeting, Dato' Chairperson invited the Chief Financial Officer ("CFO") to present a summary on the business overview of the Group.
- 6.2 The CFO gave his welcoming speech and took the Meeting through a presentation of the Group's performance.

7.0 REPORTS AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

- 7.1 The Audited Financial Statements together with the Reports of the Directors and Auditors ("Audited Financial Statements") of the Company for the financial year ended 31 December 2023 having been circulated to all the members of the Company within the statutory period were taken as read.
- 7.2 Dato' Chairperson informed the Meeting that this item on the agenda was meant for discussion. It would not be put to voting by members as it did not require approval from the members of the Company.
- 7.3 Dato' Chairperson then took the Meeting through the remainder resolutions set out in the Notice of the 4th AGM.

8.0 ORDINARY RESOLUTION 1 FINAL TAX EXEMPT (SINGLE TIER) DIVIDEND OF 0.45 SEN PER ORDINARY SHARE IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

- 8.1 Dato' Chairperson informed the Meeting that the first resolution on the agenda was on declaration of final tax-exempt (single-tier) dividend of 0.45 sen per ordinary share in respect of the financial year ended 31 December 2023.

**9.0 ORDINARY RESOLUTION 2
DIRECTORS' FEES OF RM210,000 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023**

9.1 The next resolution on the agenda was to approve the payment of directors' fees of RM210,000 for the financial year ended 31 December 2023.

**10.0 ORDINARY RESOLUTION 3
DIRECTORS' FEES OF RM180,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024**

10.1 The third resolution on the agenda was to approve the directors' fees of RM180,000/- for the financial year ending 31 December 2024.

**11.0 ORDINARY RESOLUTION 4
DIRECTORS' BENEFIT (EXCLUDING DIRECTORS' FEES) UP TO AN AMOUNT OF RM51,000/- FOR THE PERIOD FROM 1 JANUARY 2023 UNTIL THE 4TH AGM OF THE COMPANY**

11.1 The next resolution on the agenda was to approve the payment of Directors' benefits (excluding directors' fees) up to an amount of RM51,000 for the period from 1 January 2023 until the 4th AGM of the Company.

**12.0 ORDINARY RESOLUTION 5
DIRECTORS' BENEFIT (EXCLUDING DIRECTORS' FEES) UP TO AN AMOUNT OF RM64,000/- FROM THE CONCLUSION OF THE 4TH AGM UNTIL THE NEXT AGM OF THE COMPANY**

12.1 The fifth resolution on the agenda was to approve the payment of Directors' benefits (excluding Directors' fees) up to RM64,000 from the conclusion of the 4th AGM until the next AGM of the Company.

**13.0 ORDINARY RESOLUTION 6
RE-ELECTION OF MR NEO LIP PHENG, PETER AS A DIRECTOR**

13.1 Dato' Chairperson informed the Meeting that the sixth resolution on the agenda was on the re-election of Mr Neo Lip Sheng, Peter as a Director retiring pursuant to Clause 76 of the Company's Constitution and being eligible, offered himself for re-election.

**14.0 ORDINARY RESOLUTION 7
RE-ELECTION OF DATO' GEORGE ALFONSO MIRANDA AS A DIRECTOR**

- 14.1 Dato' Chairperson informed the Meeting that the seventh resolution on the agenda was on the re-election of Dato' George Alfonso Miranda as a Director retiring pursuant to Clause 76 of the Company's Constitution and being eligible, offered himself for re-election.

**15.0 ORDINARY RESOLUTION 8
RE-ELECTION OF MR ONG TENG YAN AS A DIRECTOR**

- 15.1 The eighth resolution on the agenda was on the re-election of Mr Ong Teng Yan as a Director retiring pursuant to Clause 76 of the Company's Constitution and being eligible, offered himself for re-election.

**16.0 ORDINARY RESOLUTION 9
RE-APPOINTMENT OF AUDITORS**

- 16.1 Dato' Chairperson informed the Meeting that the ninth resolution on the agenda was to re-appoint the retiring Auditors, Messrs Crowe Malaysia PLT, that having indicated their willingness to continue in office. The Audit and Risk Management Committee and the Board of Directors have reviewed the effectiveness of Messrs Crowe Malaysia PLT and had recommended their re-appointment as the Auditors of the Company for the ensuing year until the conclusion of the next AGM and that the Directors be authorised to fix their remuneration.

SPECIAL BUSINESS - ORDINARY RESOLUTION 10**17.0 AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 TO ALLOT AND ISUE SHARES**

- 17.1 Dato' Chairperson informed that the Special Business of the agenda was Ordinary Resolution 10 which was to seek members' approval for the Directors to issue and allot new shares when the need arises, up to maximum amount of 10% of the total number of issued shares of the Company. The Ordinary Resolution 12 if passed, would provide flexibility to the Company and empower the Directors to issue and allot new shares speedily for the purpose of working capital or provide funding for future investments or undertakings. The approval from the members would be appreciated as this would eliminate any delays arising from and cost involved in convening a general meeting to obtain approval from the members for such issuance of shares.

18.0 QUESTIONS AND ANSWERS ("Q&A")

- 18.1 Before proceeding with the polling, Dato' Chairperson informed that the Company has received a question from the member, which was raised during the meeting. The question and corresponding response from the CFO summarised as follows-

Question raised by member	Response from CFO

Mr Shahril Izwan bin Mohd Shaharoni, a shareholder queried whether the Company prepared any door gifts or E-vouchers for this AGM.	The Company currently does not practice a door gift policy for members but instead prefers to reward members through dividend. The possibility of implementing a door gift policy in the future will be discussed, contingent upon factors such as the number of attendees and etc.
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18.2 Dato' Chairperson informed the Meeting of the closure of the Q&A session and the Company would respond to those questions not taken up during the Meeting via email, if any. Those answers would also be published on the Company's website.

19.0 E-POLLING SESSION AND VERIFICATION OF THE POLL RESULTS

19.1 The Meeting was then adjourned for 5 minutes to allow the members to vote via e-polling, followed by another 20 minutes for the Independent Scrutineer to verify the poll results and validate the voting report.

20.0 ANNOUNCEMENT OF RESULTS

20.1 The meeting resumed at 10.58 a.m. for the declaration of the results of the poll. Ms Lee Wei Ling from KW Ng & Co. confirmed that the polling results as counted by the Poll Administrator, AGMO Digital Solutions Sdn Bhd have been verified accordingly.

20.2 Dato' Chairperson announced the results of the poll as follows:-

Resolutions	FOR		AGAINST	
	No. of Votes	%	No. of Votes	%
Ordinary Resolution 1	268,323,900	99.9999	100	0.0001
Ordinary Resolution 2	268,313,900	99.9962	10,100	0.0038
Ordinary Resolution 3	268,310,900	99.9951	13,100	0.0049
Ordinary Resolution 4	268,310,900	99.9951	13,100	0.0049
Ordinary Resolution 5	268,310,900	99.9951	13,100	0.0049
Ordinary Resolution 6	268,313,900	99.9962	10,100	0.0038
Ordinary Resolution 7	268,313,900	99.9962	10,100	0.0038
Ordinary Resolution 8	268,313,900	99.9962	10,100	0.0038
Ordinary Resolution 9	268,312,700	99.9958	11,300	0.0042

Resolutions	FOR		AGAINST	
	No. of Votes	%	No. of Votes	%
Ordinary Resolution 10	268,207,900	99.9567	116,100	0.0433

Based on the results of the poll voting, Dato' Chairperson declared the following resolutions were duly **RESOLVED**: -

1. Ordinary Resolution 1

“**THAT** the payment of Final Tax Exempt (Single Tier) dividend of 0.45 sen per ordinary shares in respect of the Financial year ended 31 December 2023 be and is hereby approved for payment to the shareholder of the Company.”

2. Ordinary Resolution 2

“**THAT** the Directors' fees of RM210,000/- for the year ended 31 December 2023 be and is hereby approved for payment to the Directors of the Company.”

3. Ordinary Resolution 3

“**THAT** the Directors' fees of RM180,000/- for the year ending 31 December 2024 be and is hereby approved for payment to the Directors of the Company.”

4. Ordinary Resolution 4

“**THAT** the Directors' benefit (excluding Directors' fees) up to an amount of RM51,000/- for the period from 1 January 2023 until the 4th AGM of the Company be and is hereby approved for payment to the Directors of the Company.”

5. Ordinary Resolution 5

“**THAT** the Directors' benefit (excluding Directors' fees) up to an amount of RM64,000/- for the period from the conclusion of the 4th AGM until the next AGM of the Company be and is hereby approved for payment to the Directors of the Company.”

6. Ordinary Resolution 6

“**THAT** Mr Neo Lip Pheng, Peter be and is hereby re-elected to the Board of Directors.”

7. Ordinary Resolution 7

“**THAT** Dato' George Alfonso Miranda be and is hereby re-elected to the Board of Directors.”

8. Ordinary Resolution 8

“**THAT** Mr Ong Teng Yan be and is hereby re-elected to the Board of Directors.”

9. Ordinary Resolution 9

“**THAT** Messrs Crowe Malaysia PLT be and are hereby appointed the Auditors of the Company for the financial year ending 31 December 2024 at a fee to be fixed by the Directors.”

10. Ordinary Resolution 10

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) and the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company from time to time at such price, 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 pursuant to this Ordinary Resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are also empowered to obtain the approval from Bursa Malaysia for the listing of and quotation for the additional shares so issued on the Bursa Malaysia AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company, or at the expiry of the period within which the next AGM 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.”

21.0 CONCLUSION

21.1 There being no other matters to be transacted, the meeting was called to a close by the Chairman at 11.00 a.m. with a vote of thanks accorded to the Chair.

CONFIRMED AS A CORRECT RECORD

CHAIRPERSON

Dated: 16 July 2024

AGX Group Berhad
 (201901042663)
 2nd Floor, 1A-C, Jalan USJ 10/1a, Pusat Perniagaan USJ 10, 47610 Subang Jaya, Selangor

AGX Group Berhad - 4th Annual General Meeting
 30/05/2024 10:00:00

Result On Voting

Resolutions	Title	Voted For			Voted Against			Total			Result			
		No of Units	%	No of Records	No of Shareholders	%	No of Units	No of Shareholders	%	No of Records		No of Shareholders		
ORDINARY	ORDINARY RESOLUTION 1	268,323,900	99.99996	29	29	100	0.00004	1	1	268324000	100	30	30	CARRIED
ORDINARY	ORDINARY RESOLUTION 2	268,313,900	99.99624	28	28	10100	0.00376	2	2	268324000	100	30	30	CARRIED
ORDINARY	ORDINARY RESOLUTION 3	268,310,900	99.99512	27	27	13100	0.00488	3	3	268324000	100	30	30	CARRIED
ORDINARY	ORDINARY RESOLUTION 4	268,310,900	99.99512	27	27	13100	0.00488	3	3	268324000	100	30	30	CARRIED
ORDINARY	ORDINARY RESOLUTION 5	268,310,900	99.99512	27	27	13100	0.00488	3	3	268324000	100	30	30	CARRIED
ORDINARY	ORDINARY RESOLUTION 6	268,313,900	99.99624	28	28	10100	0.00376	2	2	268324000	100	30	30	CARRIED
ORDINARY	ORDINARY RESOLUTION 7	268,313,900	99.99624	28	28	10100	0.00376	2	2	268324000	100	30	30	CARRIED
ORDINARY	ORDINARY RESOLUTION 8	268,313,900	99.99624	28	28	10100	0.00376	2	2	268324000	100	30	30	CARRIED
ORDINARY	ORDINARY RESOLUTION 9	268,312,700	99.99579	27	27	11300	0.00421	3	3	268324000	100	30	30	CARRIED
ORDINARY	ORDINARY RESOLUTION 10	268,207,900	99.95673	28	28	116100	0.04327	2	2	268324000	100	30	30	CARRIED

KW NG & CO (NF 1681)
 UNIT 1-07-03, BLOK I SETIAWALK,
 PERSIAKAWASAN,
 PUSAT BANDAR PUCHONG,
 47100 PUCHONG, SELANGOR.

Ayau digital (voter)
