

**B.I.G. INDUSTRIES BERHAD 199001003718 (195285-D)**  
(Incorporated in Malaysia)

Minutes of the Thirty-Second (“32<sup>nd</sup>”) Annual General Meeting of the Company held at Bilik Petaling, Kelab Shah Alam Selangor, No. 1A, Jalan Aerobik 13/43, Persiaran Kayangan, 40704 Shah Alam, Selangor Darul Ehsan on Friday, 25 November 2022 at 10.00 am.

**PRESENT**

- |                               |  |
|-------------------------------|--|
| Datuk Lee Chuen Wan           | - Non-Independent Non-Executive Chairman<br>(Also as proxy for shareholders) |
| Ms Choong Wye Lin             | - Executive Director   |
| Mr Lau Chia En                | - Senior Independent Non-Executive Director                                  |
| Mr Leong Kah Mun              | - Independent Non-Executive Director   |
| Puan Edeleen Binti Dell Akbar | - Independent Non-Executive Director<br><u>Shareholders and Proxies</u>      |
|                               | - As per the attendance sheets attached                                      |

**IN ATTENDANCE**

- |                  |                     |
|------------------|---------------------|
| Ms Wong Yoke Lin | - Company Secretary |
|------------------|---------------------|

**BY INVITATION**

- |                          |   |
|--------------------------|---|
| Mr Puan Teng Soon        | - Group Finance Manager   |
| Mr Ong Teng Yan          | ) Representatives of Baker  |
| Mr Brandon Loo Weng Chun | ) Tilly Monteiro Heng PTL,  |
| Ms Lee Wen Phei          | ) External Auditors   |
| Ms Teh Sew Hong          | } Representatives of Sierac Corporate                                       |
| Ms Yap Wen Xue           | } Advisers Sdn Bhd, Independent Advisers                                    |
| Ms Goh Siew Lan          | ] Poll Administrator  |
| Ms Melissa Liew          | - Representative of Scrutineer Solutions Sdn Bhd,<br>Independent Scrutineer |

**1. OPENING REMARKS**

The Chairman welcomed all members of the Board of Directors (“Board”), shareholders, proxies and other attendees to the meeting. The Chairman introduced the members of the Board, the Company Secretary, the Group Finance Manager, the External Auditors and the Independent Advisers who were present at the meeting to shareholders.

The Chairman informed that the Company had received proxy forms from shareholders for 26,902,478 shares representing approximately 42.38% of the issued ordinary shares of the Company.

**2. QUORUM**

A quorum being present in accordance with Clause 74 of the Constitution of the Company, the Chairman called the meeting to order.

**3. VOTING AND ADMINISTRATIVE MATTERS**

The Chairman announced that as required pursuant to paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions put to vote at general meeting would be decided by poll. Scrutineer Solutions Sdn Bhd was appointed as the Independent Scrutineer to validate the votes casted at the annual general meeting (“AGM”).

The Chairman further announced that shareholders were welcomed to raise questions during the meeting. The Board and management would endeavor to answer the questions posed during the meeting. The polling process for the resolutions would be conducted upon completion of the deliberation of all items to be transacted.

#### **4. NOTICE OF MEETING**

The Chairman briefed that the Notice of the AGM dated 26 October 2022 was announced to Bursa Malaysia Securities Berhad, published on the Company's website and advertised in the New Straits Times newspapers.

The Chairman proposed that the Notice of the AGM dispatched to all members of the Company on 26 October 2022 be taken as read. As there were no objections, the Chairman declared that the Notice of the AGM as read.

#### **5. AUDITED FINANCIAL STATEMENTS**

The Chairman informed that the first item on the agenda was to table the Audited Financial Statements of the Company for the financial year ended 30 June 2022 and the Directors' and Auditors' Reports thereon at the AGM pursuant to Section 340(1)(a) of the Companies Act 2016 for discussion only and the same would not be put forward for voting.

Subsequently, the Audited Financial Statements of the Company for the financial year ended 30 June 2022 and the Directors' and Auditors' Reports thereon be received.

#### **6. ORDINARY RESOLUTION 1**

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

The second item on the agenda was to approve the payment of Directors' fees and benefits payable to the Non-Executive Directors.

The resolution "THAT the payment of Directors' fees and benefits payable to the Non-Executive Directors of up to an aggregate amount of RM260,000 for the period from this AGM until the conclusion of the next AGM be approved" was put to the meeting for consideration.

#### **7. ORDINARY RESOLUTION 2**

##### **- Re-election of Mr Lau Chia En**

The third item on the agenda was to re-elect Mr Lau Chia En who retired pursuant to Clause 95 of the Constitution of the Company and being eligible offered himself for re-election. Mr Lau Chia En had indicated his willingness to stand for re-election.

The resolution "THAT Mr Lau Chia En who retires pursuant to Clause 95 of the Company's Constitution, and being eligible, be re-elected as Director of the Company" was put to the meeting for consideration.

**8. ORDINARY RESOLUTION 3**  
**- Re-election of Puan Edeleen Binti Dell Akbar**

The fourth item on the agenda was to re-elect Puan Edeleen Binti Dell Akbar who retired pursuant to Clause 102 of the Constitution of the Company and being eligible offered herself for re-election. Puan Edeleen Binti Dell Akbar had indicated her willingness to stand for re-election.

The resolution “THAT Puan Edeleen Binti Dell Akbar who retires pursuant to Clause 102 of the Company’s Constitution, and being eligible, be re-elected as Director of the Company” was put to the meeting for consideration.

**9. ORDINARY RESOLUTION 4**  
**- Re-appointment of Auditors**

The fifth item on the agenda was to re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Company's Auditors and to authorise the Directors to fix their remuneration. The Auditors had indicated their willingness to continue in office for the financial year ending 30 June 2023.

The resolution “THAT Messrs Baker Tilly Monteiro Heng PLT be re-appointed as the Company’s Auditors and the Directors be authorised to fix their remuneration” was put to the meeting for consideration.

**AS SPECIAL BUSINESS**

**10.1 ORDINARY RESOLUTION 5**  
**- Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

Item 6 on the agenda was on the authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016. The resolution, if passed, would provide flexibility to the Company for any possible fund raising exercises to meet its financial needs, and the Directors would be authorised to allot and issue shares not exceeding 10% of the total number of issued shares of the Company for the time being.

The below resolution was put to the meeting for consideration:

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“Act”) and subject always to the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental / regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company at any time, 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 AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company.”

## **10.2 ORDINARY RESOLUTION 6**

### **- Proposed Shareholders' General Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed RRPT Mandate")**

Item 7 on the agenda was to seek shareholders' approval to give mandate for the Group to enter into recurrent related party transactions of a revenue or trading nature which would be necessary for the day-to-day operations of the Group in the ordinary course of business. Details of the transaction were contained in the Circular to Shareholder dated 26 October 2022.

Any interested Directors, major shareholders and/or persons connected with them would abstain from voting on this resolution.

The below resolution was put to the meeting for consideration:

"THAT subject to the provisions of the Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries ("Group") to enter into and to give effect to any of the recurrent related party transactions involving the interests of Directors, major shareholders or persons connected with such Directors or major shareholders of the Company ("Related Parties") as set out in Section 2.6 of the Circular to Shareholders dated 26 October 2022 ("Circular"), provided that such transactions are of revenue and/or trading nature, which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm's length basis, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

AND THAT such authority shall take effect from the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following this AGM at which the Proposed RRPT Mandate is passed, at which time it will lapse, unless the authority is renewed by an ordinary resolution passed at the said next AGM;
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting.

whichever is the earlier;

AND FURTHER THAT the Directors of the Company be and is hereby authorised to complete and do all such acts, deeds and things as they may consider fit, necessary, expedient and/or appropriate in order to give effect to the Proposed RRPT Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities to give full effect to the Proposed RRPT Mandate in the best interest of the Company."

## **11. ANY OTHER BUSINESS**

There were no questions asked by shareholders during the AGM.

The Chairman informed that there was no notice received for any other business to be transacted at the AGM.

## 12. POLLING AND POLL RESULTS

The Chairman announced the voting by poll. He advised shareholders or proxies to indicate their votes in the Poll Form by putting a cross “X” in the appropriate box/boxes and to sign the Poll Form with a pen. For those who did not have a copy of the Poll Form, they could proceed to the registration counter with their identification card to collect the Poll Form.

He informed that for a proxy if the appointor had given the voting instructions, the Poll Form was completed according to the voting instructions given and the proxy only needed to sign the Poll Form with a pen. If no voting instructions were given by the appointor, the proxy could cast the votes at the proxy’s discretion. The completed Poll Form was required to be dropped in the ballot box. All Poll Forms must be signed by shareholders/proxies with a pen, otherwise the votes would not be counted. The voting session would close in 10 minutes and shareholders could go for refreshment and return for the results in 30 minutes.

After the closure of voting, the meeting was adjourned for 30 minutes while results of the poll were being determined. The results were verified by the Independent Scrutineer.

The meeting resumed at 10.45 am, the Chairman announced the voting results as follows:

Resolution	Vote For		Vote Against		Total Votes		Results
	No. of Units	%	No. of Units	%	No. of Units	%	
Ordinary Resolution 1	26,939,078	100	0	0	26,939,078	100	Carried
Ordinary Resolution 2	26,939,078	100	0	0	26,939,078	100	Carried
Ordinary Resolution 3	26,939,078	100	0	0	26,939,078	100	Carried
Ordinary Resolution 4	26,939,078	100	0	0	26,939,078	100	Carried
Ordinary Resolution 5	26,939,078	100	0	0	26,939,078	100	Carried
Ordinary Resolution 6	9,942,620	100	0	0	9,942,620	100	Carried

The Chairman declared that all the resolutions tabled and voted at the AGM as carried.

**13. CONCLUSION**

The Chairman thanked shareholders for their attendance and declared the meeting concluded at 10.50 am.

Confirmed as a Correct Record

(Signed)

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CHAIRMAN

**B.I.G. INDUSTRIES BERHAD 199001003718 (195285-D)**  
(Incorporated in Malaysia)

**KEY MATTERS DISCUSSED**

At the Thirty-Second Annual General Meeting held on 25 November 2022

There were no key matters discussed at the above meeting.