

# Mesiniaga

## MESINIAGA BERHAD

[Registration No. 198101013112 (79244-V)]

(Incorporated in Malaysia)

Minutes of the 42<sup>nd</sup> Annual General Meeting (“42<sup>nd</sup> AGM”) of Mesiniaga Berhad (“the Company”) held on Tuesday, 4 June 2024, at 2.30 p.m. at Auditorium Ismail Sulaiman, Menara Mesiniaga, 1A, Jalan SS 16/1, 47500 Subang Jaya, Selangor Darul Ehsan

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**DIRECTORS PRESENT** Datuk Wan Mohamed Fusil Bin Wan Mahmood (Chairman & Proxy)  
Voon Seng Chuan

Fathil Ismail  
Sim Hong Kee  
Datuk Noor Azian Shaari  
Dato’ Darawati Hussain  
Zaim Husni Omar

**IN ATTENDANCE** Deborah Sharmini Benjamin (Company Secretary)

**BY INVITATION** Ariffin Abd Majid (Chief Financial Officer)  
Nordin Mat Isa (Chief Operating Officer)  
Subathra Ganesan (Partner, PricewaterhouseCoopers Malaysia)  
Tracy Yoon (Director, PricewaterhouseCoopers Malaysia)

**SHAREHOLDERS PRESENT** 54 shareholders and proxies representing 59.24%  
of total shareholding.

### QUORUM

Upon confirmation by the Company Secretary that a quorum was present, the Chairman called the Meeting to order.

### NOTICE OF MEETING

The Chairman informed that the Notice of the 42<sup>nd</sup> AGM and Annual Report 2023 were announced to Bursa Malaysia on 29 April 2024, and with the consent of the Meeting, the Notice of the 42<sup>nd</sup> AGM and Annual Report 2023 were taken as read.

### AGENDA 1 - TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE DIRECTORS’ REPORT AND THE INDEPENDENT AUDITORS’ REPORT THEREON.

The Audited Accounts of the Company for the year ended 31 December 2023, together with the Reports of Directors and Auditors, were duly tabled.

**AGENDA 2 – TO DECLARE A FIRST AND FINAL SINGLE-TIER DIVIDEND OF 2.5 SEN PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 (RESOLUTION 1)**

The Chairman stated that the declaration of a first and final single-tier dividend of 2.5 sen per ordinary share for the financial year ended 31 December 2023 was proposed to be approved. The Chairman further informed that the dividend payment, if approved by the meeting, will be on 3 July 2024.

**AGENDA 3 - TO APPROVE THE PAYMENT OF DIRECTORS' REMUNERATION OF UP TO RM580,000 TO THE NON-EXECUTIVE DIRECTORS FOR THE YEAR ENDING 31 DECEMBER 2024. (RESOLUTION 2).**

The Chairman highlighted that the payment of Directors' Remuneration for the year ended 31 December 2024, amounting to RM580,000, was proposed to be approved. Summarised details of the proposed Directors' Remuneration were duly disclosed.

**AGENDA 4 - TO RE-ELECT THE FOLLOWING DIRECTORS, EACH OF WHOM RETIRES BY ROTATION IN ACCORDANCE WITH ARTICLE 104 OF THE COMPANY'S ARTICLES OF ASSOCIATION, AND BEING ELIGIBLE, OFFER THEMSELVES FOR RE-ELECTION:-**

- a. Sim Hong Kee (Independent Non-Executive Director) **(Resolution 3)**
- b. Zaim Husni bin Omar (Non-Independent Non-Executive Director) **(Resolution 4)**

The Chairman informed that in accordance with Article 104 of the Company's Article of Association, Sim Hong Kee and Zaim Husni bin Omar had indicated their willingness to be re-elected as Directors of the Company.

**AGENDA 5 - TO RE-APPOINT MESSRS. PRICEWATERHOUSECOOPERS PLT AS THE COMPANY'S AUDITORS AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION (RESOLUTION 5).**

Shareholders were informed that Messrs. PricewaterhouseCoopers PLT had indicated its willingness to continue as the Company's auditors for the financial year ending 2024.

The Chairman then proceeded with the voting of all Resolutions tabled at the Meeting. Shareholders were informed that the casting and verification process may take approximately thirty (30) minutes to complete.

The Meeting resumed after thirty (30) minutes, and the Chairman announced the results of the e-polling as follows:

<b>RESOLUTION</b>	<b>FOR</b>		<b>AGAINST</b>	
	Number of shares	Percentage (%)	Number of shares	Percentage (%)
<b>RESOLUTION 1:</b> First and final single-tier dividend for 2.5 sen per ordinary shares for the financial year ended 31 December 2023.	38,341,121	99.9814	7,150	0.0186

The Chairman declared the Resolution 1 is carried.

<b>RESOLUTION</b>	<b>FOR</b>		<b>AGAINST</b>	
	Number of shares	Percentage (%)	Number of shares	Percentage (%)
<b>RESOLUTION 2:</b> Approval of Non-Executive Directors' remuneration of RM580,000 for the year ending 31 December 2024.	30,214,294	99.7440	77,550	0.2560

The Chairman declared the Resolution 2 is carried.

<b>RESOLUTION</b>	<b>FOR</b>		<b>AGAINST</b>	
	Number of shares	Percentage (%)	Number of shares	Percentage (%)
<b>RESOLUTION 3:</b> Re-election of Sim Hong Kee as Independent Non-Executive Director.	38,341,221	99.9816	7,050	0.0184

The Chairman declared the Resolution 3 is carried.

<b>RESOLUTION</b>	<b>FOR</b>		<b>AGAINST</b>	
	Number of shares	Percentage (%)	Number of shares	Percentage (%)
<b>RESOLUTION 4:</b> Re-election of Zaim Husni bin Omar as Non-Independent Non-Executive Director.	38,341,221	98.9816	7,050	0.0184

The Chairman declared the Resolution 4 is carried.

RESOLUTION	FOR		AGAINST	
	Number of shares	Percentage (%)	Number of shares	Percentage (%)
<b>RESOLUTION 5:</b> Re-appointment of Messrs PricewaterhouseCoopers as Auditors	38,341,221	99.9816	7,050	0.0184

The Chairman declared the Resolution 5 is carried.

## TERMINATION

There being no further business, the meeting was terminated at 4:30 p.m. with the vote of thanks to the chair.

Confirmed correct,



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Chairman

**Polling Results**

**MESINIAGA BERHAD**  
**Forty-Second (42nd) Annual General Meeting**  
**Date/Time: 4/06/2024 2:30:00 PM**

**1st Floor, Auditorium Ismail Sulaiman, Menara Mesiniaga, 1A, Jalan SS16/1, 47500 Subang Jaya, Selangor Darul Ehsan**

	FOR			AGAINST			TOTAL			ABSTAIN		
	REC	SHARES	%	REC	SHARES	%	REC	SHARES	%	REC	SHARES	%
<b>Ordinary Resolution</b>												
Resolution 1: First and Final single-tier dividend of 2.5 sen per ordinary shares for the financial year ended 31 December 2023.	31	38,341,121	99.9814	3	7,150	0.0186	34	38,348,271	100.0000	0	0	0.0000
Resolution 2: Approval of Non-Executive Directors' remuneration for the year ending 31 December 2024.	29	30,214,294	99.7440	3	77,550	0.2560	32	30,291,844	100.0000	2	8,056,427	21.0086
Resolution 3: Re-election of Sim Hong Kee as Independent Non-Executive Director.	32	38,341,221	99.9816	2	7,050	0.0184	34	38,348,271	100.0000	0	0	0.0000
Resolution 4: Re-election of Zaim Husni bin Omar as Non-Independent Non-Executive Director.	32	38,341,221	99.9816	2	7,050	0.0184	34	38,348,271	100.0000	0	0	0.0000
Resolution 5: Re-appointment of Messrs. PricewaterhouseCoopers as Auditors.	32	38,341,221	99.9816	2	7,050	0.0184	34	38,348,271	100.0000	0	0	0.0000



*Jawin*

04/06/2024