

HIAP HUAT HOLDINGS BERHAD

[Registration No. 200901038858 (881993-M)]
(Incorporated in Malaysia)

MINUTES OF THE THIRTEENTH ANNUAL GENERAL MEETING (“13TH AGM”) OF HIAP HUAT HOLDINGS BERHAD (“HIAP HUAT” OR “THE COMPANY”) CONDUCTED ON A VIRTUAL BASIS THROUGH LIVE STREAMING AND REMOTE PARTICIPATION AND VOTING (“RPV”) FROM THE BROADCAST VENUE AT LOT 4.1, 4TH FLOOR, MENARA LIEN HOE, NO 8, PERSIARAN TROPICANA, TROPICANA GOLF & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA ON MONDAY, 29 MAY 2023 AT 9.00 A.M.

Present:

Directors

Zulkifly Bin Zakaria (*Independent Non-Executive Chairman/Senior Independent Non-Executive Director*)

Dato’ Chan Say Hwa (*Group Managing Director*)

Datin Chow Pui Ling (*Executive Director*)

Soo Kit Lin (*Executive Director*)

Woo Yew Tim (*Independent Non-Executive Director*)

Lee Yew Weng (*Independent Non-Executive Director*)

Cheng Mun Mun (*Independent Non-Executive Director*)

Company Secretary

Tan Tong Lang

The shareholders and proxyholders (collectively referred to as “Members”) who attended and participated at the 13th AGM remotely were set out in the Attendance List.

1.0 CHAIRMAN

- 1.1. En. Zulkifly Bin Zakaria (“the Chairman”) presided the meeting and welcomed the Members to the 13th AGM of the Company.
- 1.2. There being a quorum present at the meeting, the Chairman declared the meeting duly convened at 9.00 a.m.
- 1.3. The Chairman introduced the Directors and Company Secretary present and drew attention to some housekeeping matters and poll voting, which would be conducted after completion of deliberations of all agenda items for the seven (7) ordinary resolutions in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Members were informed that Aldpro Corporate Services Sdn. Bhd. was appointed as the Poll Administrator to conduct the polling process, whilst Ms. Ding Lai Ying was appointed as the Scrutineer to verify the poll results.
- 1.4. With the consent of the meeting, the notice convening the 13th AGM was taken as read.

2.0 TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.

2.1 The first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 31 December 2022, together with the Reports of the Directors and Auditors thereon (“Audited Financial Statements”).

2.2 The Chairman explained that the agenda item was meant for discussion only as Section 340(1) of the Companies Act, 2016 does not require a formal approval of the members for the Audited Financial Statements. Hence, this agenda item would not be put to vote.

2.3 The Chairman informed that the Board of Directors would be pleased to deal with any questions from members on the Audited Financial Statements.

3.0 TO APPROVE THE PAYMENT OF DIRECTORS’ FEES OF UP TO RM250,000.00 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023 AND OTHER BENEFITS PAYABLE OF UP TO RM50,000 COMMENCING FROM THE CONCLUSION OF THE 13TH AGM UP TO THE NEXT AGM OF THE COMPANY TO BE DIVIDED AMONGST OF THE DIRECTORS OF THE COMPANY.

3.1 The Chairman informed that the next agenda was to approve the payment of Directors’ fees of up to RM250,000.00 for the financial year ending 2023 and other benefits payable of up to RM50,000 commencing from the conclusion of the 13th AGM up to the next AGM of the Company to be divided amongst of the Directors of the Company.

3.2 There being no question raised by the Members, the Chairman proceeded with the next agenda of the meeting.

4.0 TO RE-ELECT DATO’ CHAN SAY HWA AS DIRECTOR, WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 105(1) OF THE COMPANY’S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

4.1 The Chairman informed that the next agenda was to re-elect Dato’ Chan Say Hwa as Director, who retires by rotation in accordance with Clause 105(1) of the Company’s Constitution and who being eligible, has offered himself for re-election.

4.2 There being no question raised by the Members, the Chairman proceeded with the next agenda of the meeting.

5.0 TO RE-ELECT MS. CHENG MUN MUN, WHO RETIRES IN ACCORDANCE WITH CLAUSE 114 OF THE COMPANY’S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HERSELF FOR RE-ELECTION

5.1 The Chairman informed that the next agenda was to re-elect Ms. Cheng Mun Mun, who retires in accordance with Clause 114 of the Company’s Constitution and who being eligible, has offered herself for re-election.

5.2 There being no question raised by the Members, the Chairman proceeded with the next agenda of the meeting.

6.0 TO RE-APPOINT TGS TW PLT (“TGS”) AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

6.1 The Chairman informed that the next agenda was to re-appoint TGS as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

6.2 There being no question raised by the Members, the Chairman proceeded with the next agenda of the meeting.

7.0 AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

7.1 The Chairman informed that the next agenda was to seek approval from the shareholders to authorise the Directors of the Company to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.

“THAT pursuant to section 85 of the Companies Act 2016, read in conjunction with Clause 61 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from the allotment and issuance of shares.

THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 (“the Act”), the Constitution of the Company, the Ace Market Listing Requirements (“AMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered to issue and allot shares in the Company, at any time to such persons 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 pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time.

AND THAT authority under this resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or when it is required by law to be held, whichever is earlier, AND THAT the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.”

7.2 There being no question raised by the Members, the Chairman proceeded with the next agenda of the meeting.

8.0 PROPOSED RENEWAL OF SHARES BUY-BACK AUTHORITY FOR THE PURCHASE OF ITS OWN ORDINARY SHARES

8.1 The Chairman informed that the next agenda was to to seek shareholders’ approval for the Proposed Renewal of Shares Buy-Back Authority for the purchase of its own ordinary shares.

8.2 The details and rationale on the Proposed Renewal of Shares Buy-Back Authority for the purchase of its own ordinary shares are set out in the Shares Buy-Back Statement dated 28 April 2023, which can be obtained from the Company’s website.

8.3 There being no question raised by the Members, the Chairman proceeded with the next agenda of the meeting.

9.0 RETENTION OF MR. WOO YEW TIM AS INDEPENDENT NON-EXECUTIVE DIRECTOR PURSUANT TO PRACTICE 5.3 OF THE MALAYSIAN CODE ON CORPORATE GOVERNANCE

- 9.1 The Chairman informed that the last agenda was to retain Mr. Woo Yew Tim as Independent Non-Executive Director pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance, approval be and is hereby given to Mr. Woo Yew Tim who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM.
- 9.2 There being no question raised by the Members, the Chairman proceeded with the next agenda of the meeting.

10.0 QUESTION AND ANSWER (Q&A) SESSION

- 10.1 Following the presentation of all resolutions in the agenda, and before moving to vote by poll, the meeting moved on to the Q&A session. The questions received in the query box were grouped where applicable to avoid repetition. The answers to any questions not addressed during the Q&A session would be emailed at the earliest possible, after the Meeting.

For the benefit of the Members participating remotely, the Chairman read out the questions submitted by shareholders at the 13th AGM and the responses to the question as set out below:

Question 1:

Why does the Company not provide dividend?

Answer 1

The Company is investing a significant amount of money in the expansion of Pulau Indah and prioritising the preservation of internal funds for future growth, hence, the Company is not distributing dividends.

Question 2:

The Company to update the expansion plan in Pulau Indah Industrial Park?

Answer 2

The Company would commence the work on 23 July 2023, during the latter part of this year, with expectations of completing the factory by the end of the first quarter of the following year. The estimated cost for the improvements is around RM15 million. Given the high and costly interest rates at present, the Company has opted to primarily utilise internal funds. Therefore, the Company has been cautious and conservative in response to interest rate fluctuations.

Question 3:

The Company to provide E-Wallet to shareholders.

Answer 3

It was not the Company's policy to distribute the E-Wallet.

Question 4:

The total cost of doing virtual AGM for the Company.

Answer 4

The virtual AGM incurred a total expense of approximately RM10,000.00 and after conducting a comparative analysis, the Company determined that organising a physical AGM would be considerably more expensive than opting for a virtual one.

Question 5:

The Company progress and plan of the transferring listing to the Main board.

Answer 5

The Company is closely reviewing the figures and aims to transition to the Main Market in the near future. Despite the external circumstances, the Company remains optimistic and anticipates even greater achievements.

Question 6:

Since the Company product is sensitive towards crude oil fluctuations, how easy is it for the Company to do cost past through.

Answer 6

The Company did not have prior intentions to proactively enhance oil production for various reasons. However, recognising that every situation has its pros and cons, the Company would leverage the opportunities available and effectively manage oil prices.

10.2 There being no other question raised by Members, the Chairman proceeded with the next agenda of the meeting.

11.0 ANY OTHER BUSINESS

11.1 The Chairman informed that no notice was received to transact any other business pursuant to the Companies Act, 2016 and the Company's Constitution.

12.0 POLLING PROCESS

12.1 The Chairman briefed the meeting on the proceeding of the polling process. He informed that the representatives of the Share Registrar would collect the completed polling forms from the shareholders/proxies and the results of the poll would be verified by the Scrutineers.

12.2 Upon collection of the polling forms, the Chairman, with consent of the meeting, adjourned the meeting at 9.40 a.m. for the counting and verification of the poll results.

13.0 ANNOUNCEMENT OF POLL RESULTS

13.1 The Meeting resumed at 10.00 a.m. for the declaration of poll results. The Chairman informed that the Scrutineers had verified the poll results and that the said results were as projected on the screen, as follows:

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Minutes of Thirteenth Annual General Meeting conducted on 29 May 2023 at 9.00 a.m.

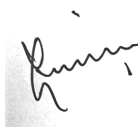
	Vote in favour		Vote against		Results
	No. of shares	%	No. of shares	%	
Ordinary Resolution 1	174,656,282	99.9060	164,500	0.0941	Carried
Ordinary Resolution 2	174,692,082	99.9997	500	0.0003	Carried
Ordinary Resolution 3	174,820,282	99.9997	500	0.0003	Carried
Ordinary Resolution 4	174,820,782	100.00	0	0.0000	Carried
Ordinary Resolution 5	174,782,482	99.9781	38,300	0.0219	Carried
Ordinary Resolution 6	174,815,482	99.9970	5,300	0.0030	Carried
Ordinary Resolution 7	138,998,140	100.00	0	0.000	Carried
Ordinary Resolution 7 (Tier 2)	35,812,959	99.9777	8,000	0.0223	Carried

13.2 Based on the poll results shown on the screen, the Chairman declared that all the resolutions tabled at the 13th AGM were carried.

14.0 CLOSURE

14.1 There being no other business to be discussed, the AGM was closed at 10.15 a.m. with a vote of thanks to the Chairman.

**Confirmed as a correct record of
the proceedings held thereat**



Chairman