

**EWEIN BERHAD**

Company No. 200601023136 (742890-W)  
(Incorporated in Malaysia)

**MINUTES OF ANNUAL GENERAL MEETING**

MINUTES OF THE SIXTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AND CONDUCTED BY WAY OF VIRTUAL MEETING ENTIRELY THROUGH LIVE STREAMING VIA REMOTE PARTICIPATION AND VOTING FACILITIES FROM THE BROADCAST VENUE AT THE MEETING ROOM, SUITE 1-01-02, MENARA IJM LAND, NO. 1, LEBUH TUNKU KUDIN 3, 11700 GELUGOR, PULAU PINANG, ON FRIDAY, 24 JUNE 2022 AT 10.30 A.M.

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ATTENDANCE : As per attendance list

**1. COMMENCEMENT**

Ms Ewe Lay Khim (“**Madam Chairman**”) welcomed all members, Directors and invited guests to the Company’s Sixteenth Annual General Meeting (“**16<sup>th</sup> AGM**”).

Madam Chairman then introduced the Board members, Company Secretaries and Auditors to the shareholders and proxies who attended the 16<sup>th</sup> AGM.

After confirming that a quorum was present pursuant to the Company’s Constitution, Madam Chairman called the meeting to order at 10.01 a.m. Madam Chairman then requested the Company Secretary, Mr Allen Chee (“**Allen Chee**”) to assist to go through the agenda for the 16<sup>th</sup> AGM.

**2. NOTICE OF MEETING**

With the consent of members present, the notice convening the Meeting was taken as read.

Mr Allen Chee informed the members, corporate representatives and proxies that pursuant to paragraph 8.29A of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of General Meeting must be voted by poll and requires that at least one Scrutineer be appointed to validate the votes cast.

Madam Chairman in her capacity as Chairman of the meeting, had demanded a poll be taken on all resolutions pursuant to the Company’s Constitution.

Mega Corporate Services Sdn. Bhd. was appointed as Poll Administrator and Cygnus Technology Solutions Sdn Bhd (“**CTSSB**”) was appointed as the Scrutineer for the meeting to validate the poll voting.

Mr Allen Chee then briefed the members on the flow of the 16<sup>th</sup> AGM and the voting procedures.

Members were informed that they may submit their questions online, if any.

The members and proxies were informed that the voting session was available at this juncture until the closure of the voting session to be announced later. The result of the poll voting will be announced after the Scrutineer had verified the poll results upon closure of the voting session.

**3. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The audited financial statements for the financial year ended 31 December 2021 together with the reports of the directors and auditors thereon were tabled.

Members were informed by Mr Allen Chee that this Agenda was meant for discussion purpose and did not require shareholders' approval.

Mr Allen Chee informed the members that they may submit their questions, if any and the Directors of the Company would address the questions during the Question & Answer ("Q&A") session later.

**4. ORDINARY RESOLUTION 1 - TO APPROVE THE PAYMENT OF A FINAL SINGLE TIER DIVIDEND OF 0.5 SEN PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021**

Members were informed by Mr Allen Chee that it was proposed to approve the payment of a final single tier dividend of 0.5 sen per ordinary share for the financial year ended 31 December 2021. Subject to shareholders' approval, the said proposed dividend will be paid out on 22 September 2022 to depositors registered in the Records of Depositors at the close of business on 8 September 2022.

**5. ORDINARY RESOLUTION 2 - TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND DIRECTORS' BENEFITS OF RM355,000.00 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022**

Members were informed by Mr Allen Chee that it was proposed to approve the payment of Director's fees and Director's benefits of RM355,000.00 for the financial year ending 31 December 2022.

**6. ORDINARY RESOLUTION 3 - TO RE-ELECT MS EWE LAY KHIM WHO IS RETIRING PURSUANT TO ARTICLE 95 OF THE COMPANY'S CONSTITUTION**

Members were informed that Ms Ewe Lay Khim was retiring in accordance with Article 95 of the Company's Constitution, and being eligible, has offered herself for re-election.

**7. ORDINARY RESOLUTION 4 - TO RE-ELECT MR TAN YEN YEOW WHO IS RETIRING PURSUANT TO ARTICLE 95 OF THE COMPANY'S CONSTITUTION**

Members were informed that Mr Tan Yen Yeow was retiring in accordance with Article 95 of the Company's Constitution, and being eligible, has offered himself for re-election.

8. **ORDINARY RESOLUTION 5 - TO RE-ELECT MR EWE SWEE KIAT WHO IS RETIRING PURSUANT TO ARTICLE 102 OF THE COMPANY'S CONSTITUTION**

Members were informed that Mr Ewe Swee Kiat was retiring in accordance with Article 102 of the Company's Constitution, and being eligible, has offered himself for re-election.

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

Members were informed by Mr Allen Chee that Messrs KPMG PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

10. **ORDINARY RESOLUTION 7 - AUTHORITY TO ISSUE SHARES**

Members were informed by Mr Allen Chee that the next item, item 8 on the agenda, which was Ordinary Resolution 7 on the Authority to issue shares in accordance with Section 75 and Section 76 of the Companies Act 2016.

Members were informed by Mr Allen Chee that to consider the motion on the resolution:

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("**the Act**"), and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at such 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 pursuant to this 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 be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad ("**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."

This resolution is to give Directors the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being at any time at their absolute discretion without convening a general meeting.

The authority will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placing of shares, for the purposes of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).

11. **ORDINARY RESOLUTION 8 - PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")**

Members were informed by Mr Allen Chee that the next item, item 9 on the agenda, which was Ordinary Resolution 8 on the proposed renewal of authority for the Company to purchase its own shares.

Mr Allen Chee further informed the members that the resolution was to allow the Directors of the Company to exercise the power of the Company to purchase up to 10% of the total number of issued shares of the Company at any time within the time period as stated in the Main Market Listing Requirement of Bursa Malaysia Securities Berhad.

Mr Allen Chee then informed the members that they have concluded the agenda of 16<sup>th</sup> AGM and then proceeded with the Q & A session.

#### 11. QUESTION & ANSWER (“Q&A”) SESSION

Mr Allen Chee informed the members that they have received questions from the shareholders.

The complete list of questions received for the 16<sup>th</sup> AGM together with the answers for the same is attached as **Appendix 1**.

#### 12. VOTING SESSION

The Meeting then proceeded with the voting session at 10.43 a.m.

Mr Allen Chee informed the meeting that voting session will be closed in 5 minutes.

The voting session was closed at 10.48 a.m.

#### 13. ANNOUNCEMENT OF POLL RESULTS

13.1 At 10.54 a.m., Mr Allen Chee informed that he had received the poll results which have been verified by CTSSB, the Scrutineer.

The poll results were displayed on the screen for members’ notation.

13.2 Ordinary Resolution 1 – to approve the payment of a final single tier dividend of 0.5 sen per ordinary share for the financial year ended 31 December 2021

Mr Allen Chee on behalf of Madam Chairman announced the poll results in respect of Ordinary Resolution 1 as follows:-

Resolution	Vote For			Vote Against		
	No. of share-holders	No. of Units	%	No. of share-holders	No. of Units	%
Ordinary Resolution 1	39	143,000,121	99.9963	1	5,312	0.0037

Mr Allen Chee on behalf of Madam Chairman declared that Ordinary Resolution 1 was carried.

13.3 Ordinary Resolution 2 – to approve the payment of Directors’ fees and Directors’ benefits for the financial year ending 31 December 2022

Mr Allen Chee on behalf of Madam Chairman announced the poll results in respect of Ordinary Resolution 2 as follows:-

Resolution	Vote For			Vote Against		
	No. of share-holders	No. of Units	%	No. of share-holders	No. of Units	%
Ordinary Resolution 2	29	20,161,610	99.9334	5	13,439	0.0666

Mr Allen Chee on behalf of Madam Chairman declared that Ordinary Resolution 2 was carried.

13.4 Ordinary Resolution 3 – to re-elect Ms Ewe Lay Khim as Director

Mr Allen Chee on behalf of Madam Chairman announced the poll results in respect of Ordinary Resolution 3 as follows:-

Resolution	Vote For			Vote Against		
	No. of share-holders	No. of Units	%	No. of share-holders	No. of Units	%
Ordinary Resolution 3	39	143,000,121	99.9963	1	5,312	0.0037

Mr Allen Chee on behalf of Madam Chairman declared that Ordinary Resolution 3 was carried.

13.5 Ordinary Resolution 4 – to re-elect Mr Tan Yen Yeow as Director

Mr Allen Chee on behalf of Madam Chairman announced the poll results in respect of Ordinary Resolution 4 as follows:-

Resolution	Vote For			Vote Against		
	No. of share-holders	No. of Units	%	No. of share-holders	No. of Units	%
Ordinary Resolution 4	39	143,000,121	99.9963	1	5,312	0.0037

Mr Allen Chee on behalf of Madam Chairman declared that Ordinary Resolution 4 was carried.

### 13.6 Ordinary Resolution 5 – to re-elect Mr Ewe Swee Kiat as Director

Mr Allen Chee on behalf of Madam Chairman announced the poll results in respect of Ordinary Resolution 5 as follows:-

Resolution	Vote For			Vote Against		
	No. of share-holders	No. of Units	%	No. of share-holders	No. of Units	%
Ordinary Resolution 5	39	143,000,121	99.9963	1	5,312	0.0037

Mr Allen Chee on behalf of Madam Chairman declared that Ordinary Resolution 5 was carried.

### 13.7 Ordinary Resolution 6 – to re-appoint Messrs. KPMG PLT as auditors and to authorise the Directors to fix the auditors’ remuneration

Mr Allen Chee on behalf of Madam Chairman announced the poll results in respect of Ordinary Resolution 6 as follows:-

Resolution	Vote For			Vote Against		
	No. of share-holders	No. of Units	%	No. of share-holders	No. of Units	%
Ordinary Resolution 6	39	143,000,121	99.9963	1	5,312	0.0037

Mr Allen Chee on behalf of Madam Chairman declared that Ordinary Resolution 6 was carried.

### 13.8 Ordinary Resolution 7 – Authority to issue shares

Mr Allen Chee on behalf of Madam Chairman announced the poll results in respect of Ordinary Resolution 7 as follows:-

Resolution	Vote For			Vote Against		
	No. of share-holders	No. of Units	%	No. of share-holders	No. of Units	%
Ordinary Resolution 7	37	142,997,994	99.9948	3	7,439	0.0052

Mr Allen Chee on behalf of Madam Chairman, declared that the Resolution 7 was carried without modification as follows :-

**ORDINARY RESOLUTION  
AUTHORITY TO ISSUE SHARES**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“**the Act**”), and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at such 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 pursuant to this 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 be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad (“**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.”

13.9 Ordinary Resolution 8 – Proposed Renewal of Share Buy-Back Authority

Mr Allen Chee on behalf of Madam Chairman announced the poll results in respect of Ordinary Resolution 8 as follows:-

Resolution	Vote For			Vote Against		
	No. of share-holders	No. of Units	%	No. of share-holders	No. of Units	%
Ordinary Resolution 8	37	142,997,994	99.9948	3	7,439	0.0052

Mr Allen Chee on behalf of Madam Chairman, declared that the Resolution 8 was carried without modification as follows :-

**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)**

“THAT subject to Sections 112, 113 and 127 of the Act, the Company’s Constitution, the provisions of the Main Market Listing Requirements of the Bursa Securities (“**Listing Requirements**”) and all other applicable laws, rules, regulations and guidelines for the time being in force, the Directors of the Company be and are hereby authorised, to make purchase(s) of ordinary shares in the Company on Bursa Securities subject to the following:-

- (a) The aggregate number of shares which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company for the time being;
- (b) The maximum fund to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits of the Company; and
- (c) Upon completion of the purchase by the Company of its own shares, the Directors of the Company are authorised to deal with the shares so bought-back in their absolute discretion in any of the following manner:-

- (i) cancel the shares so purchased; or
- (ii) retain the shares so purchased as treasury shares and held by the Company; or
- (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; or,
- (iv) distribute the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them; or
- (v) transfer all or part of the treasury shares for purposes of an employees' share scheme, and/or as purchase consideration; or

in any other manner as prescribed by the Act, rules, regulations and guidelines pursuant to the Act, the Listing Requirements and other relevant guidelines issued by Bursa Securities and any other relevant authority for the time being in force;

AND THAT the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following this AGM at which such resolution was passed, at which time the authority will lapse unless renewed by ordinary resolution passed at the AGM either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company 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 a resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the Listing Requirements and other relevant guidelines issued by the Bursa Securities or any other relevant authorities.

AND THAT the Directors of the Company be and are authorised to take all such steps to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, revaluations and/or amendments as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter in accordance with the Act, the Listing Requirements and other relevant guidelines issued by Bursa Securities and any other relevant authorities."



**14. TERMINATION**

As the Company did not receive any notice to transact any other business from the members, it was resolved that the meeting be closed at 10.57 a.m.

CONFIRMED CORRECT,

**EWE LAY KHIM**

Madam Chairman

Date: 24 June 2022

## **EWEIN BERHAD**

Company No. 200601023136 (742890-W)

16<sup>th</sup> Annual General Meeting

### **APPENDIX 1 – Questions and Answers**

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<b><u>NO.</u></b>	<b><u>QUESTION</u></b>	<b><u>ANSWER</u></b>
1.	What is the Company's future outlook?	We are identifying and assessing new business and investment opportunities that will be valuable to the Company. Any investment depends on the Company's assessment of the merits and risk profile of the respective investment proposal. As such where appropriate, the Company will disclose any material information to its shareholders, investors in accordance with the Bursa Malaysia Securities Berhad's disclosure guidelines in a timely manner.
2.	Will the Board consider giving door gifts such as e-voucher or e-wallets for those participating in the AGM as a token of appreciation?	We thank you for your support and participation. The Company chooses to reward shareholders with Company performance and payment of dividend. We have also advised in our administrative guide which was circulated together with the notice of the AGM that there will be no door gifts, but we take note of your suggestion.
3.	Can the Company do a presentation for the shareholders for the next AGM?	Yes, we will be able to do that.
4.	Will the Company be able to pay more dividend for the coming year?	As far as the dividends are concerned, the financial position of the Company is important, so we shall assess first and to make sure the company is in a good financial position before we make any decision on the dividend. It is too premature for the Board to make decision, whether the Company is able to pay more dividend in the future.
5.	How does the Board enhance the shareholders' value in their investment?	The Group is committed to ensure that shareholders value and return are maximized. We will focus on delivering better financial performance to enhance shareholders value. The Board will look for areas that can provide new and sustainable income streams, new projects, investments that will match our business objectives. The board is confident that with the current strategies the Group future will be brighter.

**EWEIN BERHAD**

Company No. 200601023136 (742890-W)  
(Incorporated in Malaysia)

**MINUTES OF ANNUAL GENERAL MEETING**

SUMMARY OF THE KEY MATTERS DISCUSSED AT THE SIXTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AND CONDUCTED BY WAY OF VIRTUAL MEETING ENTIRELY THROUGH LIVE STREAMING VIA REMOTE PARTICIPATION AND VOTING FACILITIES FROM THE BROADCAST VENUE AT THE MEETING ROOM, SUITE 1-01-02, MENARA IJM LAND, NO. 1, LEBUH TUNKU KUDIN 3, 11700 GELUGOR, PULAU PINANG, ON FRIDAY, 24 JUNE 2022 AT 10.30 A.M.

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After confirmation that a quorum was present pursuant to the Company's Constitution, the Chairman of the Company called the meeting to order at 10.01 a.m.

The shareholders of the Company had approved all the resolutions set out in the Notice of the Sixteenth Annual General Meeting ("**16<sup>th</sup> AGM**") dated 29 April 2022, at the 16<sup>th</sup> AGM of the Company held on Friday, 24 June 2022.

All of the resolutions were voted by poll and the results of the poll were validated by Cygnus Technology Solutions Sdn. Bhd., the Independent Scrutineers appointed by the Company.

The following were the questions and answers raised in the 16<sup>th</sup> AGM and were attended to by Madam Chairman:-

<b><u>NO.</u></b>	<b><u>QUESTION</u></b>	<b><u>ANSWER</u></b>
1.	What is the Company's future outlook?	We are identifying and assessing new business and investment opportunities that will be valuable to the Company. Any investment depends on the Company's assessment of the merits and risk profile of the respective investment proposal. As such where appropriate, the Company will disclose any material information to its shareholders, investors in accordance with the Bursa Malaysia Securities Berhad's disclosure guidelines in a timely manner.
2.	Will the Board consider giving door gifts such as e-voucher or e-wallets for those participating in the AGM as a token of appreciation?	We thank you for your support and participation. The Company chooses to reward shareholders with Company performance and payment of dividend. We have also advised in our administrative guide which was circulated together with the notice of the AGM that there will be no door gifts, but we take note of your suggestion.

3. Can the Company do a presentation for the shareholders for the next AGM?

Yes, we will be able to do that.
4. Will the Company be able to pay more dividend for the coming year?

As far as the dividends are concerned, the financial position of the Company is important, so we shall assess first and to make sure the company is in a good financial position before we make any decision on the dividend. It is too premature for the Board to make decision, whether the Company is able to pay more dividend in the future.
5. How does the Board enhance the shareholders' value in their investment?

The Group is committed to ensure that shareholders value and return are maximized. We will focus on delivering better financial performance to enhance shareholders value. The Board will look for areas that can provide new and sustainable income streams, new projects, investments that will match our business objectives. The board is confident that with the current strategies the Group future will be brighter.

There being no other business, the 16<sup>th</sup> AGM ended at 10.57 a.m.