

**SEACERA GROUP BERHAD**  
**Registration No. 198701005080 (163751-H)**  
(Incorporated in Malaysia)

**MINUTES OF THE THIRTY-EIGHTH (“38<sup>TH</sup>”) ANNUAL GENERAL MEETING OF THE COMPANY HELD ON A VIRTUAL BASIS AND ENTIRELY VIA REMOTE PARTICIPATION AND VOTING FROM THE BROADCAST VENUE AT LOT 4.1 LEVEL 4, MENARA LIEN HOE, NO. 8, PERSIARAN TROPICANA, TROPICANA GOLF & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON TUESDAY, 12 DECEMBER 2023 AT 10:00 A.M.**

---

**Present at Broadcast Venue** : **Board of Directors**  
Dato’ Seri Abdul Azim Bin Mohd Zabidi – Independent Non-Executive Chairman  
Mr. Chua Yeong Lin – Independent Non-Executive Director  
Puan Shi’aratul Akmar Binti Sahari – Independent Non-Executive Director  
Mr. Nicholas Wong Yew Khid – Independent Non-Executive Director

**In Attendance**

: En. Zulkarnin Bin Ariffin – Group Chief Executive Officer (“CEO”)  
Mr. Bryant Yap Kok Keong – Chief Financial Officer  
Cik Norbatiah Binti – Manager Corporate Finance & Business Development  
Zulkarnai  
Ms. Adeline Tang Koon Ling – Company Secretary  
Ms. Tan Soo Pooi – Representative of Workshire Corporate Services Sdn. Bhd.

**Attended via video conferencing** : Cik Nor Syazwana Binti Khairul Baki – Representative of Workshire Corporate Services Sdn. Bhd.  
En. Ahmad Aljafree Haji }  
Mohd Razalli } Representative of Messrs. Al  
En. Aliff Ikhwan Mohamad } Jafree Salihin Kuzaimi PLT  
En. Muhammad Syafii Bin Yusman }

**Attendance of Shareholders**

The attendance of shareholders/ corporate representatives/ proxies is as per the summary of attendance list via the Remote Participation and Voting (“RPV”) facilities operated by InsHub Sdn. Bhd. (“InsHub”) in Malaysia via <https://rebrand.ly/SeaceraAGM>.

**CHAIRMAN**

On behalf of the Board of Directors (“the Board”) of Seacera Group Berhad (“Seacera” or “the Company”), Dato’ Seri Abdul Azim Bin Mohd Zabidi, Chairman of the meeting, welcomed the members and attendees to the Company’s 38<sup>th</sup> Annual General Meeting (“38<sup>th</sup> AGM”).

The Chairman introduced the Board members, Group CEO and the company secretary to the members.

**NOTICE**

There being no objection, the notice convening the meeting dated 30 October 2023, having been circulated earlier to all the members of the Company within the statutory period, was taken as read.

## QUORUM

The Chairman informed the meeting that the Constitution of the Company required the presence of at least two (2) members or proxies or corporate representatives to form a quorum. For a virtual general meeting, the quorum shall be determined by the number of members who logged-in at the commencement of the meeting.

Upon confirming the presence of the requisite quorum pursuant to the Company's Constitution as confirmed by the company secretary, the Chairman called the meeting to order at 10:00 a.m.

## POLLING AND ADMINISTRATIVE MATTERS

The Meeting being informed that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Company's Constitution, all resolutions set out in the Notice of the 38<sup>th</sup> AGM shall be voted by poll. The poll would be conducted after all items on the agenda were dealt with.

The attendees were being informed on the flow of the meeting as follows:-

- (1) The meeting would go through all the four (4) Ordinary Resolutions of the Company as set out in the Notice of the 38<sup>th</sup> AGM.
- (2) Questions and Answers ("Q&A") session whereby the Board addressed the questions submitted by the members using Q&A panel via the InsHub RPV facilities.
- (3) After having dealt with the Q&A, all the four (4) Ordinary Resolutions shall be put to vote electronically via RPV application operated by InsHub.

The members were informed that the Company had appointed Workshire Share Registration Sdn. Bhd. as the Poll Administrator to conduct the polling process and Sharepolls Sdn. Bhd. as the Independent Scrutineer to verify the poll results.

The guide on the remote voting procedures and the manner to navigate through the RPV application were then shared to the members and that the online voting on all the Ordinary Resolutions would remain open until the closure of voting session.

The Meeting proceeded with the business of the agenda of the 38<sup>th</sup> AGM.

### **1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS**

The Audited Financial Statements ("AFS") for the financial year ended 30 June 2023 ("AFS FYE 2023") together with the Reports of the Directors and Auditors, having been circulated to all the members of the Company within the statutory period, were tabled to the meeting.

The Chairman informed that the AFS FYE 2023 was meant for discussion only as pursuant to the Companies Act 2016 and the AFS does not require a formal approval of the shareholders. Therefore, it was not put forward for voting. The Chairman declared that the AFS FYE 2023 together with the Reports of the Directors and Auditors thereon be received.

**2. PAYMENT OF DIRECTORS' FEES AND BENEFITS UP TO AN AMOUNT OF RM208,000 FOR THE PERIOD FROM 13 DECEMBER 2023 UNTIL THE NEXT AGM OF THE COMPANY**

The Meeting proceeded to Ordinary Resolution 1 on the payment of Directors' fees and benefits up to an amount of RM208,000 for the period from 13 December 2023 until the next AGM of the Company. The following Ordinary Resolution was put to the meeting for consideration and voting:-

*"THAT the payment of Directors' fees and benefits up to an amount of RM208,000 for the period from 13 December 2023 until the next AGM of the Company."*

**3. RE-ELECTION OF MR. CHUA YEONG LIN AS A DIRECTOR WHO RETIRES PURSUANT TO CLAUSE 97.1 OF THE COMPANY'S CONSTITUTION**

As Ordinary Resolution 2 on the re-election of Mr. Chua Yeong Lin, the following Ordinary Resolution was put to the meeting for consideration and voting:-

*"THAT Mr. Chua Yeong Lin retiring pursuant to Clause 97.1 of the Company's Constitution and being eligible, be re-elected as Director of the Company."*

**4. TO NOTE THE RETIREMENT OF MESSRS. AL JAFREE SALIHIN KUZAIMI PLT AS AUDITORS OF THE COMPANY AND ARE NOT SEEKING FOR RE-APPOINTMENT AT THE CONCLUSION OF THE 38<sup>TH</sup> AGM**

The Chairman then moved on to item 4 of the agenda to note the retirement of Messrs. Al Jafree Salihin Kuzaimi PLT as auditors of the Company and are not seeking for re-appointment at the conclusion of the 38<sup>th</sup> AGM.

It was noted that Messrs. Al Jafree Salihin Kuzaimi PLT had informed the Company on their decision not to seek for re-appointment as auditors of the Company at the 38<sup>th</sup> AGM and the Company will be appointing new auditors in place of Messrs. Al Jafree Salihin Kuzaimi PLT as soon as practicable. Therefore, it was not put forward for voting.

**5. TO SEEK SHAREHOLDERS' MANDATE FOR THE BOARD OF DIRECTORS TO APPOINT NEW AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 30 JUNE 2024**

As Ordinary Resolution 3 was to seek shareholders' mandate for the Board of Directors to appoint new auditors of the Company for the financial year ending 30 June 2024, the following Ordinary Resolution was put to the meeting for consideration and voting:-

*"THAT shareholders' mandate be given for the Board of Directors to appoint new auditors of the Company for the financial year ending 30 June 2024"*

The Meeting then being informed that new auditors will be appointed by the Board of Directors in compliance with Section 264(5) of the Companies Act 2016 and further announcement will be made by the Company in due course.

## 6. AUTHORITY TO ALLOT SHARES

The Chairman then proceeded to Ordinary Resolution 4 on the authority for the Directors to allot shares in accordance with Sections 75 and 76 of the Companies Act 2016.

The full text of the proposed Ordinary Resolution is set out in the Notice of 38<sup>th</sup> AGM dated 30 October 2023 be taken as read.

The Meeting being informed that the Ordinary Resolution 4 if passed, will empower the Directors from the date of this 38<sup>th</sup> AGM, to allot ordinary shares of not more than 10% of the total number of issued share capital of the Company for the time being for such purposes as they consider would be in the best interests of the Company, and that the existing shareholders of the Company will waive their pre-emptive rights to be offered new shares pursuant to Section 85 of the Companies Act 2016 read together with Clause 54 of the Constitution of the Company arising from any issuance of new shares of the Company.

This authority shall, unless be revoked or varied at a General Meeting, expired at the next AGM.

The following Ordinary Resolution was put to the meeting for consideration and voting:-

*“THAT subject always to Sections 75 and 76 of the Companies Act 2016 (“the Act”), the Constitution, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of any governmental and/or regulatory authorities, the Directors be and are hereby authorised 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 pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of the Thirty-Ninth (“39th”) AGM 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.*

*THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the Act read together with Clause 54 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the Act.*

*AND THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”*

## 7. ANY OTHER BUSINESS

The company secretary informed that the Company had not received notice for any other business pursuant to the Companies Act 2016.

### **QUESTION AND ANSWER (“Q&A”) SESSION**

After tabling all Ordinary Resolutions, the following were the questions raised by shareholders, which were adequately responded by the Chairman in the AGM:

- Q1. : What are the door gifts given to the members that attended the 38<sup>th</sup> AGM?
- A1. : The Company would be giving 1 box of Medicurve 3-ply face mask 50 pieces, 1 piece of XOX prepaid Sim card and product vouchers worth RM80 from online Shopee store (M. gadget) as the door gifts to its members attended the 38<sup>th</sup> AGM.
- Q2. : When can the Company distributes dividend to the members?
- A2. : Currently, the Company was not in a good position and faced low level profits in 2023. However, the management were looking to undertake other projects to improve the cash flow of the Company with the hope to distribute dividends to the members in the future.
- Q3. : It was noted that the subsidiary, Duta Nilai Holdings Sdn. Bhd. had lost a suit on Redeemable Convertible Preference Shares (“RCPS”). As a shareholder, may I know when the RCPS is to be restated in the Audited Consolidated Financial Statement of Seacera Group Berhad as well as the subsidiaries?
- A3. : The Company had pursued every available legal option to get the RCPS recognised, and an appeal has also been filed to the Federal Court on this matter. At this juncture, the RCPS would not be incorporated into the Audited Consolidated Financial Statement yet.

### **CONDUCT OF VOTING BY POLL**

After having dealt with all the items on the agenda and the Q&A session, the meeting continued for another 5 minutes to allow shareholders, corporate representatives and proxies to complete their voting on Ordinary Resolutions 1 to 4 by poll via RPV.

After 5 minutes, the Chairman announced the closing of the voting session, the meeting was adjourned at 10:23 a.m. for approximately 20 minutes, to facilitate the counting of votes by the poll administrator and verification of poll results by the scrutineer.

### **ANNOUNCEMENT OF POLL RESULTS**

Upon the availability of the poll results, the Chairman called the meeting to resume at 10:45 a.m.

The results of the poll which had been verified by the scrutineer was projected on the screen for the members’ information (Please refer to Appendix A attached).

Based on the results of the poll attached, the Chairman declared that the Ordinary Resolutions 1 to 4 were carried.

### **CLOSURE OF MEETING**

There being no further business, the meeting was closed at 10.47 a.m. with a vote of thanks to the Chair.

Dated: 12 December 2023

Resolutions	FOR			AGAINST			Results
	No. of Shareholders	No. of Shares	% of Voted Shares	No. of Shareholders	No. of Shares	% of Voted Shares	
<p><b><u>Ordinary Resolution 1</u></b></p> <p>To approve the payment of Directors' fees and benefits up to an amount of RM208,000 for the period from 13 December 2023 until the next Annual General Meeting of the Company.</p>	19	377,856,149	96.8493	11	12,292,417	3.1507	Accepted
<p><b><u>Ordinary Resolution 2</u></b></p> <p>To re-elect Mr. Chua Yeong Lin as a director who retire pursuant to Clause 97.1 of the Company's Constitution.</p>	22	377,857,751	96.8497	8	12,290,815	3.1503	Accepted
<p><b><u>Ordinary Resolution 3</u></b></p> <p>To seek shareholders' mandate for the Board of Directors to appoint new auditors of the Company for the financial year ending 30 June 2024.</p>	26	377,914,148	96.8642	5	12,234,418	3.1358	Accepted
<p><b><u>Ordinary Resolution 4</u></b></p> <p>Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016.</p>	22	377,860,974	96.8505	8	12,287,592	3.1495	Accepted