

**SEACERA GROUP BERHAD**  
[Registration No. 198701005080 (163751-H)]  
(Incorporated In Malaysia)

MINUTES FOR THE THIRTY-SIXTH (36<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE COMPANY CONDUCTED ON A FULLY VIRTUAL BASIS THROUGH LIVE STREAMING AND ONLINE REMOTE VOTING FROM THE ONLINE MEETING PLATFORM OF MLABS VGM OPERATED BY MLABS RESEARCH SDN BHD IN MALAYSIA VIA THE LINK AT [HTTPS://REBRAND.LY/SEACERAAGM](https://rebrand.ly/seaceraagm) ON MONDAY, 29 NOVEMBER 2021 AT 10.00 A.M.

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Directors

1. Dato' Seri Abdul Azim Bin Mohd Zabidi (Independent Non-Executive Chairman)
2. Mr Chua Yeong Lin (Independent Non-Executive Director)
3. Mr Nicholas Wong Yew Khid (Independent Non-Executive Director)
4. Puan Shi'aratul Akmar Binti Sahari (Independent Non-Executive Director)

Company Secretary

1. Mr Tan Tong Lang

Invitee

1. Encik Zulkarnin Bin Ariffin

Shareholders/ Proxies

As per the Attendance List

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**1.0 INTRODUCTION**

- 1.1 Dato' Seri Abdul Azim Bin Mohd Zabidi ("Dato' Azim" or "the Chairman") presided at the meeting and welcomed the shareholders and proxies ("Members") who participated in the meeting remotely from various locations through live streaming to the Thirty-Sixth Annual General Meeting ("36<sup>th</sup> AGM") of the Company.
- 1.2 There being a quorum present at the meeting, the Chairman declared the meeting duly convened at 10.00 a.m.
- 1.3 The Chairman introduced the Directors and Company Secretary present, and drew attention to some housekeeping matters including manner of posing questions, and poll voting, which would be conducted during the deliberations of all agenda items for the seven (7) resolutions in accordance with Paragraph 8.29A of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"). The Members were informed that Messrs Boardroom.com Sdn. Bhd. was appointed as the Poll Administrator to conduct the polling process, whilst Messrs BTS Solution Sdn. Bhd. was appointed as the Scrutineers to verify the poll results.
- 1.4 With the consent of the meeting, the notice convening the 36<sup>th</sup> AGM was taken as read. The Chairman then proceeded to the official business of the 36<sup>th</sup> AGM.

**2.0 TO RECEIVE THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

- 2.1 The Chairman informed that the audited consolidated financial statements for the financial year ended 30 June 2021 together with the Reports of the Directors and Auditors thereon ("Audited



Financial Statements”) was meant for discussion only, and therefore, it would not be put forward for voting, in accordance with Section 340(1)(a) of the Companies Act, 2016.

- 2.2 At this juncture, the Chairman informed that the Company had received a letter dated 22 November 2021 from the Minority Shareholders Watch Group (“MSWG”). The questions and the responses from the Company were projected on the screen for the Members’ information and a copy of the same annexed thereto as “Annexure I”. Since there was no further question from MSWG, the Chairman proceeded with the next agenda of the meeting.

**3.0 ORDINARY RESOLUTION 1**

**TO RE-ELECT CHUA YEONG LIN WHO RETIRES PURSUANT TO CLAUSE 97.1 OF THE COMPANY’S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION.**

- 3.1 The Chairman informed that the next agenda of the AGM was to re-elect Mr Chua Yeong Lin who retires pursuant to Clause 97.1 of the Company’s Constitution and being eligible, had offered himself for re-election.
- 3.2 The Chairman then proceeded to the next agenda of the AGM.

**4.0 ORDINARY RESOLUTIONS 2**

**TO RE-ELECT PUAN SHI’ARATUL AKMAR BINTI SAHARI WHO IS RETIRING PURSUANT TO CLAUSE 104 OF THE COMPANY’S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HERSELF FOR RE-ELECTION**

- 4.1 The Chairman informed that the next agenda of the AGM was to re-elect Puan Shi’aratul Akmar Binti Sahari, who retires pursuant to Clause 104 of the Company’s Constitution and being eligible, had offered herself for re-election.
- 4.2 The Chairman then proceeded to the next agenda of the AGM.

*(At this junction, the Chairman declared his interest in respect of the next agenda which reflects to himself, and invited Mr Nicholas Wong Yew Khid (“Mr Nicholas”) to facilitate the said agenda)*

**5.0 ORDINARY RESOLUTION 3**

**TO RE-ELECT DATO’ SERI ABDUL AZIM BIN MOHD ZABIDI, WHO IS RETIRING PURSUANT TO CLAUSE 104 OF THE COMPANY’S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**

- 5.1 Mr Nicholas informed that the next agenda of the AGM was to re-elect Dato’ Seri Abdul Azim Bin Mohd Zabidi who retires pursuant to Clause 104 of the Company’s Constitution and being eligible, had offered himself for re-election.
- 5.2 The Chairman proceeded with the next agenda of the AGM, after thanking Mr Nicholas for facilitating the agenda temporarily.

**6.0 ORDINARY RESOLUTION 4  
TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF UP TO AN AMOUNT OF RM497,000 FOR THE PERIOD FROM THE 36<sup>TH</sup> AGM UP TO THE 37<sup>TH</sup> AGM OF THE COMPANY.**

6.1 The Chairman informed that the next agenda of the AGM was to approve the Directors' fees up to an amount of RM497,000.00 for the period from the 36<sup>th</sup> AGM up to the 37<sup>th</sup> AGM of the Company.

6.2 The Chairman then proceeded with the next agenda of the AGM.

**7.0 ORDINARY RESOLUTION 5  
TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS OF UP TO AN AMOUNT OF RM132,000 FOR THE PERIOD FROM THE 36<sup>TH</sup> AGM UP TO THE 37<sup>TH</sup> AGM OF THE COMPANY**

7.1 The Chairman informed that the next agenda of the AGM was to approve the Directors' benefits up to RM132,000.00 for the period from the 36<sup>th</sup> AGM up to the 37<sup>th</sup> AGM of the Company.

7.2 The Chairman proceeded with the next agenda of the AGM.

**8.0 ORDINARY RESOLUTION 6  
TO RE-APPOINT MESSRS. AL JAFREE SALIHIN KUZAIMI AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

8.1 The Chairman informed that the next agenda was to re-appoint Messrs Al Jafree Salihin Kuzaimi as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company. Messrs Al Jafree Salihin Kuzaimi had expressed their willingness to accept the re-appointment as the Company's auditors for the ensuing year.

8.2 The Chairman then proceed with the next agenda of the AGM.

**9.0 SPECIAL BUSINESS – ORDINARY RESOLUTION 7  
AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

9.1 The Chairman informed that the next agenda under special business was to seek shareholders' approval to authorise Directors to allot and issue new shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

9.2 The Chairman explained that upon passing this resolution, the Directors would be provided with flexibility to allot and issue shares from time to time for such purposes as the Directors in their absolute discretion consider to be in the best interest of the Company, without having to convene separate general meetings, subject to the limitation that the shares to be allotted and issued did not exceed 20% of the issued number of shares of the Company for the time being ("20% general mandate"). This authority, unless otherwise revoked or varied by the Company in general meeting, shall be in force until the conclusion of the next AGM of the Company and the Company may utilised the 20% general mandate until 31 December 2021 and thereafter the 10% general mandate will be reinstated .

9.3 The Chairman then proceeded to the next agenda of the meeting.

**10.0 ANY OTHER BUSINESS**

10.1 Upon consulting the Company Secretary, the Chairman informed that no notice was received from any members for tabling any business to be transacted at the 36<sup>th</sup> AGM. The Chairman then proceeded to the Question and Answer Session ("Q&A").

**11.0 QUESTIONS AND ANSWER SESSION**

11.1 Upon checking through the Q&A panel in the RPV system, the Chairman then informed that there was no any questions raised by the Members. The Chairman then invited the Poll Administrator and the Scrutineer to do the necessary to ensure full compliance of the voting procedures.

**12.0 DECLARATION OF RESULTS**

12.1 Upon completion of the polling process at 11.00 a.m., the Chairman announced the results of the poll voting and declared that all seven (7) ordinary resolutions as set out in the Notice of AGM dated 29 October 2021 were carried, as attached hereto as Annexure II:-

**Ordinary Resolution 1**

THAT Chua Yeong Lin, the Director retiring in accordance with Clause 97.1 of the Company's Constitution, be hereby re-elected as Director of the Company.

**Ordinary Resolution 2**

THAT Shi'aratul Akmar Binti Sahari, the Director retiring in accordance with Clause 104 of the Company's Constitution, be hereby re-elected as Director of the Company.

**Ordinary Resolution 3**

THAT Dato' Seri Abdul Azim Bin Mohd Zabidi, the Director retiring in accordance with Clause 104 of the Company's Constitution, be hereby re-elected as Director of the Company.

**Ordinary Resolution 4**

THAT the payment of Directors' fees to the Directors of the Company up to an amount of RM497,000.00 for the period from 36<sup>th</sup> AGM to 37<sup>th</sup> AGM be hereby approved.

**Ordinary Resolution 5**

THAT the payment of Directors' benefits of up to an amount of RM132,000.00 for the period from the 36<sup>th</sup> AGM up to 37<sup>th</sup> AGM of the Company be hereby approved.

**Ordinary Resolution 6**

THAT the re-appointment of Messrs Al Jafree Salihin ~~Kuzaimi~~ as Auditors of the Company for the ensuing year and that the Directors be authorised to fix their remuneration be hereby approved.

**Ordinary Resolution 7**

THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), Additional Temporary Relief Measures to Listed Corporations for COVID-19 issued by Bursa Malaysia Securities Berhad ("Bursa Securities") on 16 April 2020 and the Main Market Listing Requirements ("MMLR") of Bursa Securities and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to



**Seacera Group Berhad [Registration No. 198701005080 (163751-H)]**  
**Minutes of 36<sup>th</sup> Annual General Meeting held on 29 November 2021 at 10.00 a.m.**

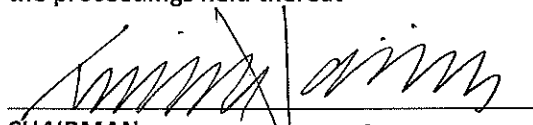
time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the total number of issued shares of the Company for the time being ("20% General Mandate") and that the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued.

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until 31 December 2021, as empowered by Bursa Securities pursuant to its letter dated 16 April 2020 to grant additional temporary relief measures to listed corporations, notwithstanding Section 76(3) of the Act, duly varied and adopted by the Directors of the Company pursuant to Section 76(4) of the Act.

**13.0 CLOSURE**

13.1 There being no other business, the AGM was closed at 11.11 a.m. with a vote of thanks to the Chairman.

Confirmed as a correct record of  
the proceedings held thereat

  
CHAIRMAN  
DATO' SERI ABDUL AZIM BIN MOHD ZABIDI