

TASHIN HOLDINGS BERHAD

Registration No. 201701028709 (1242878-H)

(Incorporated in Malaysia)

MINUTES OF THE SEVENTH ANNUAL GENERAL MEETING ("7TH AGM" OR "MEETING") OF TASHIN HOLDINGS BERHAD ("THE COMPANY") HELD ON A VIRTUAL BASIS VIDE THE ONLINE MEETING PLATFORM HOSTED ON SECURITIES SERVICES E-PORTAL AT [HTTPS://SSHBS.NET.MY/](https://sshsb.net.my/) PROVIDED BY SS E SOLUTIONS SDN. BHD. AT THE BROADCAST VENUE, WHICH IS THE MAIN MEETING VENUE AT THE MEETING ROOM OF SECURITIES SERVICES (HOLDINGS) SDN. BHD., LEVEL 7, MENARA MILENIUM, JALAN DAMANLELA, PUSAT BANDAR DAMANSARA, DAMANSARA HEIGHTS, 50490 KUALA LUMPUR, WILAYAH PERSEKUTUAN ON THURSDAY, 6 JUNE 2024 AT 10:00 A.M.

- DIRECTORS**
- : Dato' Kalsom binti Abd. Rahman (*Independent Non-Executive Chairperson*)
 - : Mr. Lim Choon Teik (*Managing Director*)
 - : Mr. Foong Kok Chuin
(*Chief Financial Officer/Executive Director*)
 - : Dato' Toh Yew Peng
(*Non-Independent Non-Executive Director*)
 - : Mr. Toh Yew Seng
(*Non-Independent Non-Executive Director*)
 - : Mr. Koay Kah Ee
(*Non-Independent Non-Executive Director*)
 - : Mr. Sim Puei Chun
(*Senior Independent Non-Executive Director*)
 - : Ms. Khaw Chooi Kee
(*Independent Non-Executive Director*)
 - : Ir. Tan Tiong Ben
(*Independent Non-Executive Director*)
- MEMBERS** : As per the Attendance List
- PROXY HOLDERS** : As per the Attendance List
- CORPORATE REPRESENTATIVES** : As per the Attendance List
- INVITEES/OTHERS** : As per the Attendance List
- IN ATTENDANCE** : Mr. Francis Cyril Singam (*BDO PLT, External Auditors*)
Ms. Chua Siew Chuan (*Company Secretary*)
Ms. Chin Mun Yee (*Company Secretary*)

CHAIRPERSON

Dato' Kalsom binti Abd. Rahman ("**Dato' Chairperson**") was in the chair. Dato' Chairperson welcomed all present to the live streaming of the 7th AGM of the Company and called the Meeting to order at 10:00 a.m.

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Dato' Chairperson informed that the Board of Directors of the Company ("**Board**") had decided that the 7th AGM of the Company would be held via live streaming webcast and online remote voting, using remote participation and voting facilities without physical attendance by shareholders, proxies and corporate representatives.

Dato' Chairperson introduced the Directors, Company Secretary, and External Auditors to the shareholders.

Dato' Chairperson informed the Meeting that Encik Rusdy bin Ishak, the Independent Non-Executive Director, has extended his apologies for being unable to attend the Meeting as he is away performing Hajj (Pilgrimage) in Makkah, Saudi Arabia.

QUORUM

The requisite quorum being present pursuant to Clause 110 of the Company's Constitution, Dato' Chairperson declared the Meeting duly convened.

NOTICE OF MEETING

The Notice convening the Meeting, having been circulated within the prescribed period, was, with the permission of the Meeting, be taken as read.

Dato' Chairperson informed the Meeting that only members whose names appeared in the Record of Depositors on 30 May 2024 were eligible to attend the Meeting.

PROCEEDINGS

Dato' Chairperson informed that in compliance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") and pursuant to Section 330 of the Companies Act 2016, Dato' Chairperson exercised her right as the Chairperson of the Meeting and demanded that a poll be conducted for all the resolutions put forth for voting at the Meeting.

The Meeting was informed that with the remote participation and voting facilities, shareholders, proxies, or corporate representatives can post questions to Dato' Chairperson or the Board and vote remotely at the Meeting.

Dato' Chairperson informed that there were shareholders who could not participate in the Meeting remotely and had appointed her to vote on their behalf. Accordingly, Dato' Chairperson would be voting in her capacity as a proxy in accordance with the shareholders' instructions, where indicated.

Dato' Chairperson then briefed the Meeting that as there was no legal requirement for a proposed resolution to be seconded, shareholders, proxies, or corporate representatives may cast the vote at their own time. The voting session commenced at the start of the Meeting and shall continue until the voting session is closed, which will be announced later. Dato' Chairperson added that an additional ten (10) minutes would be given for

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shareholders, proxies, or corporate representatives to cast their vote after all the questions transmitted during the Meeting had been dealt with.

Ms. Chin Mun Yee ("**Ms. Chin**"), *Company Secretary*, informed that Dato' Chairperson would take the Meeting through each item on the Agenda, then followed by a question-and-answer ("**Q&A**") session to respond to questions transmitted by shareholders, proxies and corporate representatives. Ms. Chin further informed that as indicated by the Securities Commission Malaysia, shareholders, proxies, and corporate representatives may rely on the real-time submission of typed texts to exercise their rights to speak or communicate in a virtual meeting. Therefore, shareholders, proxies, or corporate representatives who attended the 7th AGM of the Company remotely may use the text box below the live stream player within the same e-portal page to transmit their questions in relation to the Agenda items for the Meeting.

The Meeting was informed that SS E Solutions Sdn. Bhd. was the appointed poll administrator, and Commercial Quest Sdn. Bhd. was the appointed independent scrutineer to verify the poll voting results.

A step-by-step guide and a short video clip on the Securities Services e-Portal ("**SSeP**") online voting module were played at this juncture.

Dato' Chairperson thereafter invited Mr. Foong Kok Chuin ("**Mr. Foong**"), *Chief Financial Officer/Executive Director*, to present the Group financial highlights and the Meeting noted on the same as annexed hereto as "**Annexure A**" attached to this Minutes.

1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 ("AFS 2023") TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON

Dato' Chairperson informed that the first item on the Agenda was to receive the AFS 2023 together with the Reports of the Directors and the Auditors thereon.

The Meeting noted that formal approval from the shareholders was not required for this item of the Agenda pursuant to Section 340(1)(a) of the Companies Act 2016, and hence, the AFS 2023 was not put forward for voting.

Dato' Chairperson **DECLARED:**

That the AFS 2023, together with the Reports of the Directors and the Auditors thereon, be received.

2.0 APPROVAL OF PAYMENT OF A SINGLE-TIER FINAL DIVIDEND OF 1.5 SEN PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Dato' Chairperson informed that the next item on the Agenda was to approve the payment of a single-tier final dividend of 1.5 sen per ordinary share for the financial year ended 31 December 2023.

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3.0 APPROVAL OF PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM344,300.00 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Dato' Chairperson informed that the next item on the Agenda was to approve the payment of Directors' fees amounting to RM344,300.00 for the financial year ended 31 December 2023.

4.0 APPROVAL OF AN AMOUNT OF UP TO RM40,000.00 AS BENEFITS PAYABLE TO THE DIRECTORS FROM 7 JUNE 2024 UNTIL THE NEXT ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY TO BE HELD IN YEAR 2025

Dato' Chairperson informed that the next item on the Agenda was to approve an amount of up to RM40,000.00 as benefits payable to the Directors from 7 June 2024 until the next AGM of the Company, which will be held in year 2025.

5.0 RE-ELECTION OF THE FOLLOWING DIRECTORS WHO RETIRED PURSUANT TO CLAUSE 165 OF THE COMPANY'S CONSTITUTION, AND BEING ELIGIBLE, HAD OFFERED THEMSELVES FOR RE-ELECTION:

- (A) DATO' TOH YEW PENG;
- (B) MR. TOH YEW SENG;
- (C) MR. KOAY KAH EE; AND
- (D) MR. FOONG KOK CHUIN

Dato' Chairperson informed the Meeting that Dato' Toh Yew Peng, Mr. Toh Yew Seng, Mr. Koay Kah Ee, and Mr. Foong Kok Chuin, who were retiring pursuant to Clause 165 of the Company's Constitution, and being eligible for re-election, had offered themselves for re-election.

The Meeting was informed that the re-election of each Director would be voted on individually.

6.0 RE-APPOINTMENT OF BDO PLT AS THE COMPANY'S EXTERNAL AUDITORS UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY AND AUTHORISATION TO THE DIRECTORS TO FIX THEIR REMUNERATION

Dato' Chairperson informed that the next item on the Agenda was to re-appoint BDO PLT as the Company's External Auditors until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.

The Meeting was informed that BDO PLT had indicated their willingness to continue in office as Auditors of the Company.

Dato' Chairperson informed that the Audit Committee and the Board had reviewed BDO PLT's performance as Auditors of the Company for the past financial year and were satisfied with their effectiveness and performance as External Auditors.

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7.0 SPECIAL BUSINESS

(a) ORDINARY RESOLUTION 1
- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS

Dato' Chairperson informed that the next item on the Agenda was a special business to approve Ordinary Resolution no. 1 in relation to the authority to issue and allot shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights.

Dato' Chairperson explained that the proposed adoption of Ordinary Resolution no. 1 was to empower the Directors of the Company to issue and allot shares in the Company from time to time, provided that the aggregate number of shares issued pursuant to the general mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being.

Dato' Chairperson further informed that approval was also sought to waive the statutory pre-emptive rights of the shareholders of the Company for the offering of new shares, which would rank equally with the existing issued shares arising from any new share issuance.

(b) ORDINARY RESOLUTION 2
- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

Dato' Chairperson informed that the next item on the Agenda was a special business to approve Ordinary Resolution no. 2 in relation to the proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("**Proposed Renewal of Shareholders' Mandate**") granted by the shareholders of the Company at the Sixth AGM of the Company held on 8 June 2023.

Dato' Chairperson further informed that the Proposed Renewal of Shareholders' Mandate would enable the Company and/or its subsidiaries ("**the Group**") to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

The Meeting was informed that the interested Directors, Mr. Lim Choon Teik, Dato' Toh Yew Peng, Mr. Toh Yew Seng, and Mr. Koay Kah Ee, have abstained from and will continue to abstain from all deliberations and voting in respect of their direct and/or indirect interests in the Company on the Proposed Renewal of Shareholders' Mandate.

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The Meeting noted that all the interested parties have undertaken to ensure that persons connected to them would abstain from voting on the Proposed Renewal of Shareholders' Mandate at the Meeting.

8.0 ANY OTHER ORDINARY BUSINESS

The Meeting was advised that no other ordinary business was to be transacted at the Meeting, for which due notice had been given.

Q&A SESSION

After having dealt with all the items on the Agenda, Dato' Chairperson proceeded with the Q&A session, the details of which are annexed hereto as "**Annexure B**" attached to this Minutes.

POLLING PROCESS

At this juncture, the step-by-step guide and a short audio clip on the SSeP online voting module within the SSeP were played again. Shareholders, proxies, and corporate representatives were given another ten (10) minutes to cast and submit their votes.

Upon the closure of the voting session, the scrutineer proceeded to verify the poll results.

ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed after the scrutineer verified the poll results, which are annexed hereto as "**Annexure C**" and shown on the screen.

The results of the poll voting were as follows:

Resolution	Voted for		Voted against		Result
	No. of shares	%	No. of shares	%	
<u>Resolution 1</u> To approve the payment of a single-tier final dividend of 1.5 sen per ordinary share for the financial year ended 31 December 2023.	249,283,948	99.9999	250	0.0001	Carried

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Resolution	Voted for		Voted against		Result
	No. of shares	%	No. of shares	%	
<u>Resolution 2</u> To approve the payment of Directors' fees amounting to RM344,300.00 for the financial year ended 31 December 2023.	12,727,800	99.7148	36,400	0.2852	Carried
<u>Resolution 3</u> To approve an amount of up to RM40,000.00 as benefits payable to the Directors from 7 June 2024 until the next AGM of the Company to be held in year 2025.	12,727,800	99.7148	36,400	0.2852	Carried
<u>Resolution 4</u> To re-elect Dato' Toh Yew Peng, who retires pursuant to Clause 165 of the Company's Constitution.	123,097,229	99.9973	3,350	0.0027	Carried
<u>Resolution 5</u> To re-elect Mr. Toh Yew Seng, who retires pursuant to Clause 165 of the Company's Constitution.	248,730,848	99.9987	3,350	0.0013	Carried

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Resolution	Voted for		Voted against		Result
	No. of shares	%	No. of shares	%	
<u>Resolution 6</u> To re-elect Mr. Koay Kah Ee, who retires pursuant to Clause 165 of the Company's Constitution.	248,880,848	99.9987	3,350	0.0013	Carried
<u>Resolution 7</u> To re-elect Mr. Foong Kok Chuin, who retires pursuant to Clause 165 of the Company's Constitution.	247,230,848	99.9986	3,350	0.0014	Carried
<u>Resolution 8</u> To re-appoint BDO PLT as the Company's External Auditors until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.	249,280,848	99.9987	3,350	0.0013	Carried
<u>Resolution 9</u> Authority to issue and allot shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights.	247,833,498	99.4181	1,450,700	0.5819	Carried

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Resolution	Voted for		Voted against		Result
	No. of shares	%	No. of shares	%	
<u>Resolution 10</u> Proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature.	11,460,600	99.9686	3,600	0.0314	Carried

Based on the results of the poll voting, Dato' Chairperson declared that the following resolutions be and are hereby **CARRIED**:

RESOLUTION 1
APPROVAL OF PAYMENT OF A SINGLE-TIER FINAL DIVIDEND OF 1.5 SEN PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

THAT the payment of a single-tier final dividend of 1.5 sen per ordinary share for the financial year ended 31 December 2023 be and is hereby approved.

RESOLUTION 2
APPROVAL OF PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM344,300.00 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

THAT the payment of Directors' fees amounting to RM344,300.00 for the financial year ended 31 December 2023 be and is hereby approved.

RESOLUTION 3
APPROVAL OF AN AMOUNT OF UP TO RM40,000.00 AS BENEFITS PAYABLE TO THE DIRECTORS FROM 7 JUNE 2024 UNTIL THE NEXT AGM OF THE COMPANY TO BE HELD IN YEAR 2025

THAT an amount of up to RM40,000.00 as benefits payable to the Directors from 7 June 2024 until the next AGM of the Company to be held in year 2025 be and is hereby approved.

RESOLUTION 4
RE-ELECTION OF DATO' TOH YEW PENG, WHO RETIRED PURSUANT TO CLAUSE 165 OF THE COMPANY'S CONSTITUTION, AND BEING ELIGIBLE, HAD OFFERED HIMSELF FOR RE-ELECTION

THAT Dato' Toh Yew Peng, being eligible for re-election, be re-elected to serve on the Board.

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RESOLUTION 5

RE-ELECTION OF MR. TOH YEW SENG, WHO RETIRED PURSUANT TO CLAUSE 165 OF THE COMPANY'S CONSTITUTION, AND BEING ELIGIBLE, HAD OFFERED HIMSELF FOR RE-ELECTION

THAT Mr. Toh Yew Seng, being eligible for re-election, be re-elected to serve on the Board.

RESOLUTION 6

RE-ELECTION OF MR. KOAY KAH EE, WHO RETIRED PURSUANT TO CLAUSE 165 OF THE COMPANY'S CONSTITUTION, AND BEING ELIGIBLE, HAD OFFERED HIMSELF FOR RE-ELECTION

THAT Mr. Koay Kah Ee, being eligible for re-election, be re-elected to serve on the Board.

RESOLUTION 7

RE-ELECTION OF MR. FOONG KOK CHUIN, WHO RETIRED PURSUANT TO CLAUSE 165 OF THE COMPANY'S CONSTITUTION, AND BEING ELIGIBLE, HAD OFFERED HIMSELF FOR RE-ELECTION

THAT Mr. Foong Kok Chuin, being eligible for re-election, be re-elected to serve on the Board.

RESOLUTION 8

RE-APPOINTMENT OF BDO PLT AS THE COMPANY'S EXTERNAL AUDITORS UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY AND AUTHORISATION TO THE DIRECTORS TO FIX THEIR REMUNERATION

THAT the retiring Auditors, BDO PLT, be re-appointed as the Company's External Auditors until the conclusion of the next AGM of the Company and that authority be and is hereby given to the Directors to fix their remuneration.

SPECIAL BUSINESS

RESOLUTION 9

- ORDINARY RESOLUTION 1: AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS.

THAT subject always to the Companies Act 2016, the Constitution of the Company, the approvals of Bursa Malaysia Securities Berhad and any other relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered, pursuant to the Companies Act 2016, to issue and allot shares in the Company, at any time, at such price, to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 31 of the Constitution of the Company, approval be and is hereby given to waive the

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statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016;

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.

**SPECIAL BUSINESS
RESOLUTION 10**

- ORDINARY RESOLUTION 2: PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

THAT subject to the provisions of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements, approval be and is hereby given to the Company and/or its subsidiaries to enter into the existing recurrent related party transactions of a revenue or trading nature ("**Recurrent Related Party Transactions**") as described in the circular to shareholders dated 30 April 2024 with the related parties mentioned therein subject further to the following:

- (i) the Recurrent Related Party Transactions are in the ordinary course of business which are necessary for day-to-day operations and are on normal commercial terms not more favourable than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
- (ii) disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year;

AND THAT the authority conferred by such mandate upon the passing of this ordinary resolution shall continue to be in force until:-

- (a) the conclusion of the first Annual General Meeting ("**AGM**") of the Company following the general meeting at which such mandate was passed, at which time it will lapse unless by a resolution passed at the meeting, the authority is renewed;
- (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 Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier,

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution.

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TERMINATION

Dato' Chairperson concluded the Meeting at 11:55 a.m. and thanked all present for their attendance.

SIGNED AS A CORRECT RECORD

- Signed -

CHAIRPERSON
DATO' KALSOM BINTI ABD. RAHMAN

Dated: 6 June 2024