

MENTIGA CORPORATION BERHAD
Registration No. 197001001000 (10289-K)
(Incorporated in Malaysia)

Minutes of the Fifty-Second Annual General Meeting ("52nd AGM") of the Company held at Zenith 6, Level 3, SAS International Convention Centre & The Zenith Hotel, Jalan Putra Square 6, Putra Square, 25200 Kuantan, Pahang on Tuesday, 30 May 2023 at 2.30 p.m.

BOARD OF DIRECTORS

PRESENT	: Tan Sri Dato' Sri DiRaja Haji Adnan Bin Haji Yaakob ("Tan Sri Chairman") Dato' Haji Hamdan Bin Salim ("Dato' Hamdan") Tuan Haji Yaacob Bin Sa'rani ("Tuan Haji Yaacob") Dato' Haji Muhammad Nasir bin Puteh ("Dato' Nasir") Dato' Bahudin bin Mansor ("Dato' Bahudin") Dato' Hazli bin Ibrahim ("Dato' Hazli") Encik Nahmar bin Jamil ("Encik Nahmar")		
IN ATTENDANCE	: Ms. Cindy Lim Ms. Nicole Goh		Co Sec Assistant to Co Sec
SHAREHOLDERS	: As per attendance list		
PROXY HOLDERS	: As per attendance list		
BY INVITATION	: As per attendance list		

1. CHAIRMAN

Tan Sri Chairman welcomed the shareholders and proxies to the 52nd AGM of the Company.

Tan Sri Chairman then proceeded to introduce the Board members and the Company Secretary to the Meeting.

2. QUORUM

The Secretary confirmed that a quorum was present pursuant to the Article 70 of the Company's Constitution of the Company.

With the requisite quorum being present, the Chairman call the Meeting to order and declared the meeting duly convened.

3. NOTICE

It was noted that the Notice of the Meeting together with the Annual Report dated 27 April 2023 have been duly dispatched to the members within the requisite statutory period. There being no objection from the floor, the notice convening the meeting was taken as read.

4. MEETING VOTING PROCEDURE

The Secretary briefed the meeting on the procedure to be followed in tabling and approving resolutions in a general meeting.

It was noted that pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions tabled at general meetings shall be voted by poll.

The Meeting was informed that the Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator and Mega Business Consultancy as the Independent Scrutineers to verify the poll results.

The Secretary briefed the meeting on the voting procedure.

Shareholders were informed that for good administrative purposes, all resolutions would be voted by way of poll at the end of the meeting upon completion of the deliberation of all items to be transacted at the AGM.

5. BUSINESS OF THE MEETING

5.1 Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' and Auditors' Reports thereon

The Chairman proceeded to the business of the meeting and informed that the First 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. He added that this Agenda was meant for discussion only in accordance with the provisions of Section 251(1)(a) of the Companies Act 2016. Thus, it would not be put forward for voting.

The Chairman invited questions from the floor on the reports and accounts.

There being no question, the Chairman declared the Audited Financial Statements for the year ended 31 December 2022, be received and the Meeting proceeded to the next item on the Agenda of the Meeting.

5.2 Directors' Fees, Meeting Allowance and Benefit - Ordinary Resolution 1

The Chairman proceeded to table the motion in relation to the payment of Directors' Fees, Meeting Allowance and Benefits of up to RM659,500 for the financial period from 1 July 2023 to 30 June 2024.

The Chairman invited questions from the floor. As there was no question raised from the floor, the Chairman proceeded to the next item on the agenda.

5.3 Re-Election of Director (Tan Sri Dato' Sri DiRaja Haji Adnan bin Haji Yaakob) - Ordinary Resolution 2

The Chairman continued with the proposed resolution 2 on the re-election of Tan Sri Dato' Sri DiRaja Haji Adnan bin Haji Yaakob, who was retiring in accordance with Article 93 of the Company's Constitution and being eligible, had offered himself for re-election as Director.

The Chairman invited questions from the floor. As there was no question raised from the floor, the Chairman proceeded to the next item on the agenda.

5.4 Re-Election of Director (Dato' Haji Muhammad Nasir bin Puteh) - Ordinary Resolution 3

The Chairman proceeded to table the motion on the re-election of Dato' Haji Muhammad Nasir bin Puteh as a Director of the Company, who was retiring in accordance with Article 93 of the Company's Constitution and being eligible, had offered himself for re-election.

As there was no question raised from the floor, the Chairman proceeded to the next item on the agenda.

5.5 Re-Election of Director (Encik Nahmar bin Jamil) - Ordinary Resolution 4

The Chairman then tabled the proposed ordinary resolution 4 on the re-election of Encik Nahmar bin Jamil, who was retiring in accordance with Article 98 of the Company's Constitution and being eligible, had offered himself for re-election.

Tan Sri Chairman informed the Meeting that Encik Nahmar was appointed to the Board on 1 March 2023.

As there was no question raised from the floor, the Chairman proceeded to the next item on the agenda.

5.6 Re-Appointment of Auditors - Ordinary Resolution 5

The Chairman continued with the proposed ordinary resolution 5 on the re-appointment of Messrs Al Jafree Salihin Kuzaimi PLT ("Salihin") as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

The Chairman added that the retiring Auditors, Salihin had indicated their willingness to continue in office.

The Chairman invited questions from the floor. As there was no question raised from the floor, the Chairman proceeded to the next item on the agenda.

5.7 Authority to allot shares - Ordinary Resolution 6

The Meeting proceeded to consider the motion on Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"). The Chairman explained to the Meeting that the proposed resolution if passed, would enable the Directors to allot up to a maximum of 10% of the issued and paid-up share capital of the Company and waiver of the statutory pre-emptive rights of the shareholders of the Company pursuant to Section 85 of the Act. This authority unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting.

The Meeting noted that no shares had been issued and allotted by the Company pursuant to the general mandate obtained from its shareholders at the last Annual General Meeting held on 9 June 2022.

It was noted that the details of the proposal had been clearly set out in the Notice of the 52nd AGM, as below: -

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT pursuant to Section 85 of the Act to be read together with Article 10 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 Company shares ranking equally to the existing issued Company shares arising from any issuance of the new Company shares pursuant to Sections 75 and 76 of the Act."

As there was no question raised from the floor, the Chairman informed the Meeting that the motion will be put to vote at the end of the meeting.

6. RETIREMENT OF INDEPENDENT DIRECTORS

Tan Sri Chairman informed the Meeting that Dato' Bahudin bin Mansor ("Dato' Bahudin") and Dato' Hazli bin Ibrahim ("Dato' Hazli"), the Independent Non-Executive Directors of the Company who have served the Board for more than 12 years, will not continue in office and will retire upon the conclusion of the 52nd AGM.

Tan Sri Chairman on behalf of the Board expressed the Board's sincere gratuity to both Dato' Bahudin and Dato' Hazli for their commitment and contribution to the Company and its Group and wish them all the best in their future endeavors.

Tan Sri Chairman, on behalf of the Board and Management, presented a small token of appreciation to Dato' Bahudin and Dato' Hazli.

There being no other matter, the meeting proceeded for poll voting. The meeting was adjourned to give time for the Poll Administrator and the scrutineer to conduct the polling process and verify the poll results respectively.

7. POLL RESULTS

Upon receipt of the results from the Scrutineers, the Chairman resumed the meeting and declared all six (6) Ordinary Resolutions DULY CARRIED as detailed below: -

Resolution	FOR			AGAINST			Results
	No. of Holder	No. of Shares	%	No. of Holder	No. of Shares	%	
Ordinary Resolution 1 To approve the payment of Directors' Fees, Meeting	8	51,803,601	100	0	0	0	Carried

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Allowance and Benefits							
Ordinary Resolution 2 Re-election of Tan Sri Dato' Sri DiRaja Haji Adnan bin Haji Yaakob as Director	8	51,803,601	100	0	0	0	Carried
Ordinary Resolution 3 Re-election of Dato' Haji Muhammad Nasir bin Puteh as Director	8	51,803,601	100	0	0	0	Carried
Ordinary Resolution 4 Re-election of Encik Nahmar bin Jamil as Director	8	51,803,601	100	0	0	0	Carried
Ordinary Resolution 5 To re-appoint Messrs. Al Jafree Salihin Kuzaimi PLT as Auditors of the Company	8	51,803,601	100	0	0	0	Carried
Ordinary Resolution 6 Authority to Issue and Allot Shares	8	51,803,601	100	0	0	0	Carried

8. CONCLUSION

There being no other business, the Chairman declared the Meeting concluded at 3.30p.m. with a vote of thanks to the Chair.

Confirmed true record,



Tan Sri Dato' Sri DiRaja Haji Adnan Bin Haji Yaakob
Chairman

Dated: