

TUJU SETIA BERHAD
Registration No. 202001005607 (1361927-V)
(Incorporated in Malaysia)

MINUTES OF THE SECOND ANNUAL GENERAL MEETING OF TUJU SETIA BERHAD (“TSB” OR “THE COMPANY”) HELD AT KUALA LUMPUR GOLF & COUNTRY CLUB “KLGCC”, BANQUET HALL, NO 10, JALAN 1/70D, BUKIT KIARA, 60000 KUALA LUMPUR ON THURSDAY, 23 JUNE 2022 AT 9.00 A.M.

DIRECTORS PRESENT	:	YAM Tengku Datuk Seri Ahmad Shah Alhaj Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj Mr Wee Eng Kong Mr Wee Beng Chuan Dato’ Wee Beng Aun Datin Seri Raihanah Begum binti Abdul Rahman Mr Loo Ming Chee En Nor Adha bin Yahya	Independent Non-Executive Chairman Group Managing Director Executive Director Non-Independent Non-Executive Director Independent Non-Executive Director Independent Non-Executive Director Independent Non-Executive Director
IN ATTENDANCE	:	Ms. Tia Hwei Ping	Company Secretary
BY INVITATION	:	<u>Messrs KPMG PLT</u> Mr. Chew Beng Hong Ms. Wendy Lai Wei Tieng Mr. Terrance Tan Chee Sin <u>Boardroom Share Registrars Sdn Bhd</u> Ms. Yusliana Binti Md Yusof Ms. Noruzaimah Binti Md Taib Encik Muhammad Taufiq Bin Lokman Encik Muhammad Kamil Bin Harun Encik Abdul Aziz Bin Shukorsan <u>Boardroom Corporate Services Sdn Bhd</u> Ms. Chia Siew Li Ms. Tee Song Wey <u>SKY Corporate Services Sdn Bhd (Scrutineer)</u> Ms. Lee Chia Way Mr. Chang Shun Quan Mr. Chew Kah Onn	
SHAREHOLDERS PRESENT	:	As per Attendance List	

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PROXY HOLDERS : As per Attendance List
PRESENT

CORPORATE : As per Attendance List
REPRESENTATIVES
PRESENT

PRELIMINARY

YAM Tengku Datuk Seri Ahmad Shah Alhaj Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj (“**Tengku Chairman**” or “**the Chairman**”) presided as the Chairman of the Second Annual General Meeting (“**2nd AGM**” or “**the Meeting**”) and he welcomed everyone present at the Meeting. The Chairman then introduced the Board members, the Company Secretary and External Auditors to the floor.

QUORUM

The requisite quorum being present pursuant to Clause 71 of the Company's Constitution, Tengku Chairman declared the Meeting duly convened at 9.00 a.m.

SUMMARY OF PROXY RECEIVED

Based on the Poll Administrator Report, the Company had received a total of eleven (11) proxy forms from the shareholders for a total of 225,245,400 shares representing 71.09% of the issued share capital of the Company within the stipulated prescribed period of forty-eight (48) hours before the time for convening this Meeting.

NOTICE OF MEETING

The Meeting noted that the Company had on 29 April 2022 issued the Notice of 2nd AGM and with the consent of the members present, the Notice convening the Meeting having been circulated within the prescribed period was with the permission of the Meeting taken as read.

POLLING AND VOTING PROCEDURES

The Meeting noted that in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the Meeting would be conducted by poll.

Tengku Chairman informed the members that the Company has appointed Boardroom Share Registrars Sdn. Bhd. to conduct the poll voting electronically and SKY Corporate Services Sdn. Bhd. as Scrutineer to verify the poll results. The poll on all resolutions will be conducted upon the conclusion of the deliberations of all items on the Agenda.

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ORDINARY BUSINESS

AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH THE DIRECTORS AND AUDITORS' REPORTS THEREON

The Audited Financial Statements for the financial year ended 31 December 2021 together with the Directors' and Auditors' Reports thereon, were tabled for discussion.

The Chairman informed the shareholders that the Audited Financial Statements for the financial year ended 31 December 2021 were intended for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 requires the accounts and reports by the Directors be laid before the members at the AGM. There is no requirement for a formal approval of the shareholders and hence, it would not be put for voting. However, shareholders are welcome to seek clarification on any issues arising out of the accounts and report as prepared and audited by the auditors.

The Chairman invited questions from the floor.

As there were no questions from the floor, it was recorded that the Audited Financial Statements for the financial year ended 31 December 2021 of the Company had been duly tabled and received by the Shareholders.

ORDINARY RESOLUTION 1

TO APPROVE A FINAL SINGLE-TIER DIVIDEND OF 0.50 SEN PER ORDINARY SHARE IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

The Chairman proceeded to the Second item of the Agenda which was on the approval of the final single-tier dividend of 0.50 sen per ordinary share in respect of the financial year ended 31 December 2021.

The Chairman further informed that an interim dividend of 0.50 sen per ordinary share for the year has been paid on 20 January 2022.

The Chairman invited questions from the floor and there were no questions from the floor.

The Chairman put the motion to vote afterwards by poll.

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ORDINARY RESOLUTION 2

TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY UP TO RM352,000.00 FROM 24 JUNE 2022 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

The Chairman proceeded to the Third item on the Agenda which was on the approval of payment of Directors' fees and benefits to the Non-Executive Directors of the Company up to RM352,000.00 from 24 June 2022 until the conclusion of the next Annual General Meeting of the Company.

The Chairman further informed the Meeting that in compliance with Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting and pursuant to the Malaysian Code on Corporate Governance, the Directors who are also shareholders of the Company shall abstain themselves from voting on this resolution.

The Chairman invited questions from the floor and there were no questions from the floor.

The Chairman put the motion to vote afterwards by poll.

ORDINARY RESOLUTION 3

RE-ELECTION OF YAM TENGKU DATUK SERI AHMAD SHAH ALHAJ IBNI ALMARHUM SULTAN SALAHUDDIN ABDUL AZIZ SHAH ALHAJ, WHO RETIRES PURSUANT TO CLAUSE 96 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

The Chairman informed the Meeting that the Fourth item on the Agenda was on the re-election of YAM Tengku Datuk Seri Ahmad Shah Alhaj Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj as Director of the Company who retires pursuant to Clause 96 of the Company's Constitution.

As the Chairman is the director who is seeking for re-election, the Chairmanship was then handed to Mr. Loo Ming Chee (“**Mr. Loo**”), the Chairman of Nomination and Remuneration Committee and Independent Non-Executive Director to chair this segment of the Meeting.

Mr. Loo further informed the shareholders that YAM Tengku Datuk Seri Ahmad Shah Alhaj Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj being eligible, had offered himself for re-election.

Mr. Loo invited questions from the floor and there were no questions from the floor.

Mr. Loo put the motion to vote afterwards by poll.

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At this juncture, Mr. Loo handed over the chair back to Tengku Chairman to continue with the remaining items of the agenda.

ORDINARY RESOLUTION 4

RE-ELECTION OF MR LOO MING CHEE, WHO RETIRES PURSUANT TO CLAUSE 96 OF THE COMPANY’S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

The Chairman informed the Meeting that the Fifth item on the Agenda was on the re-election of Mr. Loo Ming Chee as Director of the Company who retires pursuant to Clause 96 of the Company’s Constitution, had offered himself for re-election.

The Chairman invited questions from the floor and there being no question from the floor.

The Chairman put the motion to vote afterwards by poll.

ORDINARY RESOLUTION 5

TO RE-APPOINT MESSRS. KPMG PLT, THE RETIRING AUDITORS, AS THE AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION.

The Chairman informed the Meeting that the Sixth item on the Agenda was on the re-appointment of Messrs. KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. The existing Auditors, Messrs. KPMG PLT had indicated their willingness to continue in office for the ensuing financial year ending 31 December 2022.

The Chairman invited questions from the floor and there being no question from the floor.

The Chairman put the motion to vote afterwards by poll.

Having concluded the ordinary business of the 2nd AGM, the Chairman then proceeded to table the resolutions under the Special Business of the Meeting.

SPECIAL BUSINESS

ORDINARY RESOLUTION 6

AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES IN THE COMPANY PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016

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The Chairman proceeded to the first item on the Special Business which was to seek shareholders’ approval on the authority to the Directors to issue and allot new shares up to an aggregate amount not exceeding 10% of the total issued share capital of the Company pursuant to Section 75 and Section 76 of the Companies Act 2016.

This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The Chairman invited questions from the floor and there being no question from the floor.

The Chairman put the motion to vote afterwards by poll.

ORDINARY RESOLUTION 7

PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES

The Chairman proceeded to the last item of the Special Business was to consider and, if thought fit to approve the Proposed authority for the Company to purchase its own Ordinary shares (“Proposed Share Buy-Back Authority”)

The details of the said Proposed Share-Buy Back Authority are set out in the Statement to Shareholders dated 29 April 2022.

This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The Chairman invited questions from the floor and there being no question from the floor.

The Chairman put the motion to vote afterwards by poll.

ANY OTHER BUSINESS

The last item on the Agenda is to transact any other business for which due notice shall have been given.

The Company Secretary had informed that no notice of any other business for transaction at this meeting had been received.

POLLING PROCESS

For the polling process, Tengku Chairman declared the closure of the registration for attendance at the 2nd AGM. He then invited the poll administrator to brief the polling procedures to the floor. The Chairman

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adjourned the 2nd AGM for approximately 20 - 30 minutes for the polling and Scrutineers to verify the results of the poll.

ANNOUNCEMENT OF POLL RESULTS

At 10.05 a.m., the 2nd AGM was re-convened and the Chairman called the meeting to order for the declaration of the results. The shareholders and / or proxies were informed that the poll results were received from the Scrutineers. The poll voting results is attached herewith as Annexure “A”.

Based on the poll results verified by the Scrutineers, the Chairman declared that all the resolutions tabled at the 2nd AGM of the Company were carried.

Therefore, it was **RESOLVED:-**

ORDINARY RESOLUTION 1

TO APPROVE A FINAL SINGLE-TIER DIVIDEND OF 0.50 SEN PER ORDINARY SHARE IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

THAT the payment of Final Single-Tier Dividend of 0.50 sen per ordinary share in respect of the financial year ended 31 December 2021 be and is hereby approved.

ORDINARY RESOLUTION 2

TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY UP TO RM352,000.00 FROM 24 JUNE 2022 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

THAT the payment of directors' fees and Benefits Payable to the Non-Executive Directors of the Company up to RM352,000.00 from 24 June 2022 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved.

ORDINARY RESOLUTION 3

RE-ELECTION OF YAM TENGKU DATUK SERI AHMAD SHAH ALHAJ IBNI ALMARHUM SULTAN SALAHUDDIN ABDUL AZIZ SHAH ALHAJ WHO RETIRES PURSUANT TO CLAUSE 96 OF THE COMPANY’S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

THAT YAM Tengku Datuk Seri Ahmad Shah Alhaj Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj, who retires pursuant to Clause 96 of the Company’s Constitution, be and is hereby re-elected to the Board.

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ORDINARY RESOLUTION 4

RE-ELECTION OF MR LOO MING CHEE WHO RETIRES PURSUANT TO CLAUSE 96 OF THE COMPANY’S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

THAT Mr Loo Ming Chee, who retires pursuant to Clause 96 of the Company’s Constitution, be and is hereby re-elected to the Board.

ORDINARY RESOLUTION 5

TO RE-APPOINT MESSRS. KPMG PLT, THE RETIRING AUDITORS, AS THE AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION

THAT the retiring Auditors, Messrs. KPMG PLT be and is hereby re-appointed as Auditors of the Company for the ensuing year and to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors.

ORDINARY RESOLUTION 6

AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES IN THE COMPANY PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016

THAT subject to Section 75 of the Companies Act 2016 and approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 10% of the total number of issued shares capital of the Company for the time being and the Directors 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 **AND THAT** such authority shall commence immediately upon the passing of this resolution and continue in force until the conclusion of the next Annual General Meeting of the Company in accordance with Section 76 of the Companies Act 2016.

ORDINARY RESOLUTION 7

PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES

“THAT subject to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the audited retained profits as at 31 December 2021 to purchase such amount of ordinary shares in the Company (“Proposed Share Buy-Back Authority”) as may be determined by the Directors of the

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Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company.

THAT an amount not exceeding the Company’s retained profits be allocated by the Company for the Proposed Share Buy-Back Authority.

THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 127 of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them.

THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:-

- i. the conclusion of the next AGM of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
- ii. the expiration of the period within which the next AGM of the Company is required by law to be held;
or
- iii. revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first, 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 guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

AND THAT the Directors of the Company be authorised to take all steps necessary to implement, 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 Proposed Share Buy-Back Authority as may be agreed or allowed by any relevant governmental and/or regulatory authority.”

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CONCLUSION

There being no other business, the Chairman declared the Meeting closed at 10.15 a.m. and thanked all present at the Meeting.

CONFIRMED AND SIGNED AS A CORRECT RECORD

YAM TENGKU DATUK SERI AHMAD SHAH ALHAJ IBNI
ALMARHUM SULTAN SALAHUDDIN ABDUL AZIZ SHAH ALHAJ
CHAIRMAN

ANNEXURE A

Polling Results

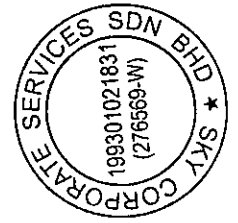
TUJU SETIA BERHAD

Second Annual General Meeting

Date/Time: 23/06/2022 9:00:00 AM

Kuala Lumpur Golf & Country Club ("KLGCC"), Banquet Hall, No. 10, Jalan 1/70D, Bukit Kiara, 60000 Kuala Lumpur

	FOR			AGAINST			TOTAL		
	REC	SHARES	%	REC	SHARES	%	REC	SHARES	%
Ordinary Resolution 1: To approve the declaration of a final single-tier dividend of 0.5 sen per ordinary share in respect of the financial year ended 31 December 2021.	36	226,882,400	100.0000	0	0	0.0000	36	226,882,400	100.0000
Ordinary Resolution 2: To approve the payment of Directors' fees and benefit payable to the Non-Executive Directors of the Company up to RM352,000.00 from 24 June 2022 until the conclusion of the next Annual General Meeting of the Company.	33	157,133,829	100.0000	0	0	0.0000	33	157,133,829	100.0000
Ordinary Resolution 3: To re-elect YAM Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj who retires pursuant to Clause 96 of the Company's Constitution and being eligible, has offered himself for re-election.	36	226,882,400	100.0000	0	0	0.0000	36	226,882,400	100.0000
Ordinary Resolution 4: To re-elect Mr. Loo Ming Chee who retires pursuant to Clause 96 of the Company's Constitution and being eligible, has offered himself for re-election.	35	226,527,300	100.0000	0	0	0.0000	35	226,527,300	100.0000
Ordinary Resolution 5: To re-appoint Messrs. KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	36	226,882,400	100.0000	0	0	0.0000	36	226,882,400	100.0000
Ordinary Resolution 6: Authority under Section 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares.	30	216,879,200	95.7409	5	9,648,100	4.2591	35	226,527,300	100.0000
Ordinary Resolution 7: Proposed Authority to the Company to Purchase its own Ordinary Shares.	36	226,882,400	100.0000	0	0	0.0000	36	226,882,400	100.0000



Handwritten signature and date: 23/06/2022