

**CONFIDENTIAL**

**BETAMEK BERHAD**

(Registration No. 202101041577 (1441877-P))

MINUTES OF THE THIRD ANNUAL GENERAL MEETING (“**AGM**”) OF BETAMEK BERHAD (THE “**COMPANY**” OR “**BETAMEK**”) HELD AT NICE BANQUET HALL, NO 6, JALAN BJ 1, TAMAN BELMAS JOHAN, 48000 RAWANG, SELANGOR DARUL EHSAN, MALAYSIA ON TUESDAY, 27 AUGUST 2024 AT 10:00 A.M.

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**PRESENT:-**

**DIRECTORS**

En Ahmad Subri bin Abdullah

- Independent Non-Executive Chairman and also a shareholder

En Mirzan bin Mahathir

- Managing Director and also a proxyholder

En Muhammad Fauzi bin Abd Ghani

- Executive Director and also a shareholder

Pn Azlina binti Abdul Aziz

- Independent Non-Executive Director and also a shareholder

Madam Yap Suan See

- Independent Non-Executive Director and also a shareholder

En Mohd Shahrman bin Mohd Sidek

- Independent Non-Executive Director and also a shareholder

**IN ATTENDANCE**

Ms Chan Yoke Peng

Ms Foo Lee Meng

- Company Secretary
- Representative from Grant Thornton Malaysia PLT, the External Auditors

**BY INVITATION**

En Megat Iskandar Hashim bin Ismail

En Nor' Azrin bin Nusi

En Ahmad Rizan bin Ibrahim

En Safuan bin Yusof

Ms Tay Yoke Theng

Ms Lim Kim Thao

- Chief Operating Officer
- Chief Financial Officer
- Chief Business Officer
- Chief Technology Officer
- Senior General Manager and Head of Procurement and Administration
- Representative from Grant Thornton Malaysia PLT, the External Auditors

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**BY INVITATION** (Cont'd)

Mr Seah Chanyen	- Representative from M&A Securities Sdn. Bhd., Sponsor
Ms Chin Xin Xuan	- Representative from Boardroom Corporate Services Sdn. Bhd. (" <b>Boardroom</b> ")
Ms Selina Tan Xiang Yi	- Representative from Boardroom
Ms Salinah A/P David Joachim	- Representative from SKY Corporate Services Sdn. Bhd. (" <b>SKY</b> "), Independent Scrutineers
Ms Aimmie binti Maisarah	- Representative from SKY, Independent Scrutineers
Ms Lim Shu Li	- Representative from SKY, Independent Scrutineers

The shareholders and proxyholders (collectively referred to as "**Members**") who attended the AGM were set out in the Attendance List.

**CHAIRMAN**

The Chairman of the Board of Directors (the "**Board**"), En Ahmad Subri bin Abdullah, extended a warm welcome to all Members and invitees present at the Third ("**3rd**") AGM of the Company.

**QUORUM**

The Company Secretary confirmed that a quorum was present for the Meeting. With the requisite quorum being present, the AGM was called to order at 10:00 a.m..

**SUMMARY OF PROXIES FORMS RECEIVED**

The Company Secretary also reported that the Company had received in total six (6) proxy forms from the shareholders for a total of Three Hundred Twenty Million Forty-Three Thousand and Eight Hundred (320,043,800) ordinary shares representing 71.12% of the issued share capital of the Company.

The Chairman proceeded to introduce the Board members and the Company Secretary to all present at the Meeting. The representatives from Grant Thornton Malaysia PLT, the External Auditors and M&A Securities Sdn. Bhd., the Sponsor of the Company were also present at the Meeting.

The Chairman also informed the Members of their right to participate, speak and vote at the AGM.

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**NOTICE OF MEETING**

With the consent of the Members, the Notice convening the 3rd AGM having been circulated within the prescribed period was taken as read.

**POLLING AND ADMINISTRATIVE GUIDE**

The Chairman informed the Meeting that pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), all resolutions set out in the Notice of the AGM must be voted by poll. Pursuant to Clause 84 of the Company's Constitution, the Chairman then demanded for a poll to be taken for all the resolutions set forth in the Notice of the 3rd AGM.

The Chairman also informed the Meeting that the Company had appointed Boardroom Share Registrars Sdn. Bhd. as the Poll Administrators to facilitate the poll voting and SKY Corporate Services Sdn. Bhd. as the Independent Scrutineers to validate the poll results.

The Chairman further informed that the Meeting shall go through all the resolutions and proceed with the polling procedures and process after the last resolution has been tabled.

The Chairman then proceeded with the business on the agenda and went through each of the resolutions set out in the Notice of the 3rd AGM.

**DISCUSSION ITEM****- AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024**

The Audited Financial Statements together with the Reports of the Directors and Auditors ("**Audited Financial Statements**") of the Company for the financial year ended 31 March 2024 having been circulated to all the shareholders of the Company within the statutory period were taken as read.

The Chairman informed the Meeting that this item on the agenda was meant for discussion. It would not be put to voting by shareholders as it did not require approval from the shareholders of the Company.

The Chairman further informed the Meeting that the question and answer session would be opened after all the resolutions have been tabled.

The Chairman went through the remainder resolutions set out in the Notice of the 3rd AGM.

After all the resolutions have been tabled to the Meeting, a video presentation on the Company's profile and financial performance for the financial year ended 31 March 2024 was presented to the Members.

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**QUESTION AND ANSWER SESSION**

The Chairman informed the Meeting of the commencement of the question and answer session. The Chairman then invited questions from the floor and took cognizance of the following question by a shareholder, namely Mr Ong Keng Leong during the Meeting:-

**Question**

Regarding the recent Toyota and Daihatsu safety standard controversy, will there be any adverse effect on Betamek's revenue as Perodua is closely affiliated with Toyota and Daihatsu?

**Answer**

En Mirzan bin Mahathir, the Managing Director of the Company responded that currently, there is a backlog and waiting list of various Perodua models. Historically, Perodua has consistently exceeded its forecasts. For the financial year 2024/2025, there are no issues on delivering orders. Therefore, there is no adverse effect.

After addressing the question received and there being no other questions to be raised by the Members, the Chairman informed the Meeting of the closure of question. The question and answer would be published on the Company's website.

The Chairman then declared that the Audited Financial Statements of the Company for the financial year ended 31 March 2024 had been duly tabled and received by the shareholders of the Company.

**POLLING PROCEDURES AND PROCESS**

The Chairman then directed for the closing of the registration of the shareholders and proxies for the AGM. The Chairman informed that the poll would be conducted electronically and invited the Poll Administrator to brief the floor on the polling procedures.

The Chairman further informed that the outcome of the poll would be announced after the short break as it would take some time for the Independent Scrutineers to tabulate the results of the poll. At this juncture, the Poll Administrator and the Independent Scrutineers were invited to commence the polling process.

The Meeting was then adjourned at 10:38 a.m. for the votes to be counted and to enable the Independent Scrutineers to tabulate the results of the poll.

The Meeting resumed at 11:08 a.m. for the declaration of the results of the poll.

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**ANNOUNCEMENT OF POLL RESULTS**

The Chairman announced the results of the poll as follows:-

**ORDINARY RESOLUTION 1****- FINAL SINGLE-TIER DIVIDEND FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024**

Ordinary Resolution 1	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
<i>To approve a final single-tier dividend of 1.0 sen per ordinary share for the financial year ended 31 March 2024.</i>	334,992,700	100.0000	-	-	Carried

It was unanimously RESOLVED:-

That the Final Single-tier Dividend of 1.0 sen per ordinary share for the financial year ended 31 March 2024 be and is hereby approved.

**ORDINARY RESOLUTION 2****- FEES AND BENEFITS PAYABLE TO THE NON-EXECUTIVE DIRECTORS FOR THE PERIOD FROM 28 AUGUST 2024 UNTIL THE NEXT AGM**

Ordinary Resolution 2	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
<i>To approve the fees up to an aggregate amount of RM333,000 and benefits of up to RM20,000 payable to the Non-Executive Directors of the Company and its subsidiary for the period from 28 August 2024 until the next AGM of the Company and the payment thereof.</i>	333,690,700	100.0000	-	-	Carried

It was unanimously RESOLVED:-

That the fees up to an aggregate amount of RM333,000 and benefits of up to RM20,000 payable to the Non-Executive Directors of the Company and its subsidiary for the period from 28 August 2024 until the next AGM of the Company be and are hereby approved for payment to the Non-Executive Directors.

**ORDINARY RESOLUTION 3****RE-ELECTION OF DIRECTOR – MADAM YAP SUAN SEE**

Ordinary Resolution 3	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
<i>To re-elect Madam Yap Suan See who retires by rotation in accordance with Clause 102 of the Constitution of the Company.</i>	334,592,700	100.0000	-	-	Carried

It was unanimously RESOLVED:-

That the retiring Director, Madam Yap Suan See be and is hereby re-elected as Director of the Company.

**ORDINARY RESOLUTION 4****RE-ELECTION OF DIRECTOR – EN MOHD SHAHRIMAN BIN MOHD SIDEK**

Ordinary Resolution 4	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
<i>To re-elect En Mohd Shahrman bin Mohd Sidek who retires by rotation in accordance with Clause 102 of the Constitution of the Company.</i>	334,232,700	100.0000	-	-	Carried

It was unanimously RESOLVED:-

That the retiring Director, En Mohd Shahrman bin Mohd Sidek be and is hereby re-elected as Director of the Company.

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**ORDINARY RESOLUTION 5**  
**– RE-APPOINTMENT OF AUDITORS**

Ordinary Resolution 5	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
<i>To re-appoint Grant Thornton Malaysia PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration</i>	334,992,700	100.0000	-	-	Carried

It was unanimously RESOLVED:-

That the retiring Auditors, Grant Thornton Malaysia PLT, having indicated their willingness to continue in office, be and are hereby re-appointed as the Auditors of the Company for the ensuing year until the conclusion of the next AGM and that the Directors be and are hereby authorised to fix their remuneration.

**ORDINARY RESOLUTION 6**  
**– AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES; AND WAIVER OF PRE-EMPTIVE RIGHTS**

Ordinary Resolution 6	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
<i>Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares; and Waiver of pre-emptive rights.</i>	334,992,700	100.0000	-	-	Carried

It was unanimously RESOLVED:-

THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue new shares in the Company at any time, at such price, upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the total number of issued shares of the Company for the time being 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.

THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 63 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares above by the Company.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.

### **CONCLUSION OF THE MEETING**

There being no other matters, the Meeting concluded at 11:12 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

- *Approved* -

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CHAIRMAN