

LII HEN INDUSTRIES BHD.
Registration No: 199401015681 (301361-U)
(Incorporated in Malaysia)

Minutes of the Twenty-Eighth (28th) Annual General Meeting (“AGM” or “Meeting”) of the Company conducted entirely on a fully virtual basis through the online meeting platform at <https://agm.digerati.com.my/pasbonline> on Wednesday, 15 June 2022, at 11.00 a.m.

Present : The attendance below was as per Attendance List of Directors and Company Secretary in the “Annexure 1” attached herewith:

1. Mr. Lee Min On (Independent Non-Executive Chairman)
2. Mr. Chua Yong Haup (Managing Director)
3. Mr. Chua Lee Seng (Executive Director)
4. Mr. Tok Heng Leong (Executive Director)
5. Mr. Tan Bee Eng (Executive Director)
6. Mr. Chan Wah Chong (Independent Non-Executive Director)
7. Dato’ (Dr) Mustapha Bin Abd Hamid (Independent Non-Executive Director)
8. Mr. Chik Chan Chee @ Cheok Chan Chee (Independent Non-Executive Director)

In Attendance : Ms. Pang Kah Man (Company Secretary)

The attendance of shareholders/proxies and others was as per summary of Attendance List in the “Annexure 2” attached herewith.

1. **CHAIRMAN OF THE MEETING**

Mr. Lee Min On, the Board Chairman, presided as Chairman of the Meeting.

2. **QUORUM**

The quorum for the Meeting was confirmed as present by the Company Secretary.

3. **NOTICE OF THE MEETING**

As the Notice convening this Meeting (or “AGM Notice”) had been sent to all shareholders within the prescribed time, the Chairman considered the Notice as read.

4. **PRELIMINARY OF THE MEETING**

4.1 The Chairman introduced each of the Directors as well as the Company Secretary, the External Auditors and the Management team who joined this Meeting remotely via video conference from the respective locations.

4.2 Before the Meeting dealt with the business on hand, the Chairman briefed the Meeting that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a listed corporation must, among others, ensure that any resolution set out in the notice of any general meeting be voted by poll. For that purpose, Digerati Technologies Sdn. Bhd. (“Digerati”) was appointed as the Poll Administrator and Quantegic Services Sdn. Bhd. was appointed as the Independent Scrutineer.

- 4.3 The Chairman announced that all resolutions would be put to vote remotely using the Remote Participation and Voting (“RPV”) facilities provided by Digerati. In response to the Practices promulgated by the Updated Malaysian Code on Corporate Governance (“Code”) which took effect from 28 April 2021 on shareholder engagement, shareholders could attend, speak, including posting questions to the Board via real time submission of typed texts, and vote remotely at this Meeting using the RPV facilities.
- 4.4 The Chairman informed that all Agenda items to be transacted at the AGM would be deliberated after the Questions and Answers (“Q&A”) session. For those questions which were not answered during the AGM, the response would be posted on the Company’s website within thirty (30) business days from the date of Meeting based on the new Practice promulgated by the Code.
- 4.5 Before the Meeting dealt with the business on hand, a video clip on the online remote voting process was played. Thereafter, the Chairman proceeded with the business on hand.

5. **AGENDA 1**
RECEIPT OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

Noted : The motion was put for discussion as the provisions of Section 340(1)(a) of the Companies Act 2016 (or “the Act”) and the Constitution of the Company (or “Constitution”) did not require a formal approval of the shareholders.

Resolved : THAT the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon be hereby received.

6. **AGENDA 2 (ORDINARY RESOLUTIONS 1, 2 AND 3)**
RE-ELECTION OF MR. CHUA YONG HAUP, MR. CHIK CHAN CHEE @ CHEOK CHAN CHEE AND MR. LEE MIN ON AS DIRECTORS RETIRING IN ACCORDANCE WITH CLAUSE 149 OF THE CONSTITUTION

Noted : The three (3) items of the Agenda related to the re-election of Mr. Chua Yong Haup, Mr. Chik Chan Chee @ Cheok Chan Chee and Mr. Lee Min On, who retired at the Meeting pursuant to Clause 149 of the Company’s Constitution. The retiring Directors, being eligible, had offered themselves for re-election.

7. **AGENDA 3 (A) (ORDINARY RESOLUTION 4)**
PAYMENT OF DIRECTORS’ FEES OF UP TO RM115,000 IN AGGREGATE TO THE DIRECTORS OF THE COMPANY

Noted : This resolution was to approve the payment of Directors’ fees of up to RM115,000 in aggregate to the Directors of the Company for the financial year ending 31 December 2022.

8. **AGENDA 3 (B) (ORDINARY RESOLUTION 5)
PAYMENT OF DIRECTORS' BENEFITS OF UP TO RM300,000 IN AGGREGATE TO THE
INDEPENDENT NON-EXECUTIVE DIRECTORS**

Noted : This resolution was to approve payment of Directors' benefits of up to RM300,000 in aggregate to the Independent Non-Executive Directors of the Company during the course of the period from 16 June 2022 until the next Annual General Meeting of the Company.

9. **AGENDA 4 (ORDINARY RESOLUTION 6)
RE-APPOINTMENT OF MESSRS. PETER CHONG & CO. AS AUDITORS OF THE COMPANY
AND TO AUTHORISE THE DIRECTORS TO DETERMINE THEIR REMUNERATION**

Noted : Based on the Audit Committee's assessment of the performance and independence of Messrs. Peter Chong & Co. as External Auditors for FYE 2021, the Board recommends the motion on the re-appointment of Peter Chong & Co., who have indicated their willingness to continue in office.

10. **AGENDA 5 (ORDINARY RESOLUTION 7 - SPECIAL BUSINESS)
AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES**

Noted : The proposed Ordinary Resolution 7, if passed, would allow a fresh general mandate ("General Mandate") to be granted and for the Directors of the Company to be empowered, pursuant to the Act, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate did not exceed ten per cent (10%) of the total number of issued shares of the Company for the time being, after excluding treasury shares, if any.

The General Mandate, unless revoked or varied by the Company in general meeting, would expire at the conclusion of the next Annual General Meeting of the Company. The General Mandate would provide flexibility to the Company for the allotment of shares for any possible fundraising activities, including but not limited to placement of shares for the purpose of funding future investment project(s), working capital and/or acquisition(s).

11. **AGENDA 6 (ORDINARY RESOLUTIONS 8 - SPECIAL BUSINESS)
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED
PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPTs")**

Noted : The proposed Ordinary Resolution 8, if passed, would authorise the Company and/or its subsidiaries (collectively, the "Group") to enter into RRPTs which were necessary for the Group's day-to-day operations with the respective specified classes of Related Parties, subject to the transactions being entered into on terms which were not more favourable to the Related Parties involved than generally available to the public, and were not detrimental to the minority shareholders of the Company.

12. **AGENDA 7 (ORDINARY RESOLUTION 9)
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

Noted : The proposed ordinary resolution 9 was in relation to the approval by shareholders for Mr. Chan Wah Chong, who had served as an Independent Non-Executive Director of the Company for a cumulative term of nearly nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until conclusion of the next AGM of the Company.

Although the cumulative tenure of Mr. Chan Wah Chong as an Independent Non-Executive Director had not exceeded the 9-year limit at the date of the Meeting, he would have served for more than 9 years by the time the next AGM of the Company was convened in 2023.

Following an assessment and feedback by the Nomination Committee, the Board recommended the retention of Mr. Chan Wah Chong as an Independent Non-Executive Director through a two-tier voting process, in accordance with Practice 5.3 of the Code, based on the rationale and justifications as stated in the Notice of AGM.

13. **OTHER BUSINESS**

13.1 The Chairman sought confirmation from the Company Secretary that the Company had not received any notice for transaction of any other business which had been given in accordance with the Act and the Constitution.

14. **Q&A SESSION**

14.1 Following that, the Chairman announced the commencement of the Q&A session and informed that to adopt the Practices of good corporate governance, the Board would endeavour to answer as many questions posed which were related to the business of the AGM as well as the operational and financial matters of the Group ("Enquiries").

14.2 The Chairman first dealt with the Enquiries from the Minority Shareholders Watch Group via its letter dated 7 June 2022, and also from the shareholders and proxies together with the Board's replies thereto vide slide presentation as displayed on the screen, followed by those questions received via the online Q&A box and/or "Raise Hand" button, if any, during the Meeting. Accordingly, a video clip on the procedures on raising question via "Raise Hand" button was played. The questions and the Company's responses thereto were set out in the "Annexures 3-A & 3-B" attached herewith.

14.3 The Chairman reminded those who attended the Meeting that they could unmute and speak at the online platform and pose questions to him for responses as highlighted by him before the Meeting commenced. This was in line with Principle C of the Code which recommended the Chairman to provide opportunities for shareholders to interact with the Board on areas on financial and non-financial matters which required clarification.

14.4 With no further questions posed by those who attended the Meeting, the Chairman notified the shareholders on the closure of the Q&A session.

15. **POLL VOTING SESSION**

- 15.1 The Chairman notified the shareholders and proxies on commencement of the poll voting session. He further reminded shareholders and proxies who had yet to submit their votes to proceed to cast and submit their votes via the RPV facilities, during which time, the video clip on the procedure for remote voting via the RPV facilities was replayed to provide guidance for shareholders and proxies to cast their votes accordingly.
- 15.2 The Chairman declared the voting session closed after ten (10) minutes.

16. **ANNOUNCEMENT OF POLL RESULTS**

After the votes had been counted and verified by the Independent Scrutineer, the Chairman called the Meeting to order at 12.45 p.m. The poll results were shown on screen as follows:

16.1 Ordinary resolution 1

	No. and Percentage of Shares
For	87,684,004 (99.8624%)
Against	120,841 (0.1376%)
Total	87,804,845 (100%)

Accordingly, the Chairman declared that Ordinary Resolution 1 was carried as follows:

Resolved : "THAT Mr. Chua Yong Haup, who retires in accordance with Clause 149 of the Company's Constitution, is hereby re-elected as a Director of the Company."

16.2 Ordinary resolution 2

	No. and Percentage of Shares
For	86,669,385 (98.7068%)
Against	1,135,460 (1.2932%)
Total	87,804,845 (100%)

Accordingly, the Chairman declared that Ordinary Resolution 2 was carried as follows:

Resolved : "THAT Mr. Chik Chan Chee @ Cheok Chan Chee, who retires in accordance with Clause 149 of the Company's Constitution, is hereby re-elected as a Director of the Company."

16.3 Ordinary resolution 3

	No. and Percentage of Shares
For	86,733,985 (98.7804%)
Against	1,070,860 (1.2196%)
Total	87,804,845 (100%)

Accordingly, the Chairman declared that Ordinary Resolution 3 was carried as follows:

Resolved : "THAT Mr. Lee Min On, who retires in accordance with Clause 149 of the Company's Constitution, is hereby re-elected as a Director of the Company."

16.4 Ordinary resolution 4

	No. and Percentage of Shares
For	87,682,024 (99.9380%)
Against	54,402 (0.0620%)
Total	87,736,426 (100%)

Accordingly, the Chairman declared that Ordinary Resolution 4 was carried as follows:

Resolved : "THAT the payment of Directors' fees of up to RM115,000 in aggregate to the Directors of the Company for the financial year ending 31 December 2022, is hereby approved."

16.5 Ordinary resolution 5

	No. and Percentage of Shares
For	86,719,505 (98.7952%)
Against	1,057,566 (1.2048%)
Total	87,777,071 (100 %)

Accordingly, the Chairman declared that Ordinary Resolution 5 was carried as follows:

Resolved : "THAT the payment of Directors' benefits of up to RM300,000 in aggregate to the Independent Non-Executive Directors of the Company during the course of the period from 16 June 2022 until the next Annual General Meeting of the Company, is hereby approved."

16.6 Ordinary resolution 6

	No. and Percentage of Shares
For	87,749,145 (99.9366%)
Against	55,700 (0.0634%)
Total	87,804,845 (100%)

Accordingly, the Chairman declared that Ordinary Resolution 6 was carried as follows:

Resolved : "THAT Messrs. Peter Chong & Co. is hereby re-appointed as Auditors of the Company and the Directors are hereby authorised to determine their remuneration."

16.7 Ordinary resolution 7

	No. and Percentage of Shares
For	87,716,843 (99.8998%)
Against	88,002 (0.1002%)
Total	87,804,845 (100%)

Accordingly, the Chairman declared that Ordinary Resolution 7 was carried as follows:

Resolved : “THAT subject to the Act, the Constitution of the Company, and the approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and any relevant governmental or regulatory authority, the Directors of the Company be hereby empowered, pursuant to the Act, 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 ten per cent (10%) of the total number of issued shares of the Company for the time being;

AND THAT the Directors be also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

AND FURTHER 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.”

16.8 Ordinary resolution 8

	No. and Percentage of Shares
For	7,295,917 (99.4832%)
Against	37,902 (0.5168%)
Total	7,333,819 (100%)

Accordingly, the Chairman declared that Ordinary Resolution 8 was carried as follows:

Resolved : “THAT pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities, approval be hereby given for the Renewal of the Shareholders’ Mandate for the Company and its subsidiaries (“LHIB Group”) to enter into, and to give effect to, specified RRPTs and with specified classes of the Related Parties as stated in Section 2.3 of the Circular to Shareholders dated 29 April 2022, which are necessary for the day-to-day operations, to be entered into by LHIB Group on the basis that these transactions are entered into on terms which are not more favourable to the Related Parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter referred to as the “Proposed Renewal of Shareholders’ Mandate”);

THAT the Proposed Renewal of Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Renewal of Shareholders' Mandate shall only continue to be in force until:

- a) The conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which time the Proposed Shareholders' Mandate has been passed, at which time they will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- b) The expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- c) Revoked or varied by a resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND FURTHER THAT the Directors of the Company and/or any of them be hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate."

16.9(a) Ordinary Resolution 9

Tier 1	No. and Percentage of Shares
For	77,058,510 (100%)
Against	0
Total	77,058,510 (100%)

16.9(b) Ordinary Resolution 9

Tier 2	No. and Percentage of Shares
For	10,536,394 (98.0464%)
Against	209,941 (1.9536%)
Total	10,746,335 (100%)

Accordingly, the Chairman declared that Ordinary Resolution 9 was carried as follows:

Resolved : "THAT authority be hereby given to Mr. Chan Wah Chong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of nearly nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."

17. CONCLUSION OF MEETING

There being no further business, the Meeting ended at 12.55 p.m. with a vote of thanks to the Chairman.

The Chairman thanked the shareholders and proxies for their presence and continuous support.

Confirmed as correct records:



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LEE MIN ON
Chairman of the Meeting

Dated this 25 July 2022