

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

Minutes of the Twenty-Ninth (29th) Annual General Meeting (“AGM”) of the Company held on a fully virtual basis via remote participation and voting facilities hosted at <https://agm.digerati.com.my/pasb-online> on Thursday, 15 June 2023, 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:
- : Mr. Lee Min On (Independent Non-Executive Chairman)
 - : Mr. Chua Yong Haup (Managing Director)
 - : Mr. Chua Lee Seng (Executive Director)
 - : Mr. Tok Heng Leong (Executive Director)
 - : Mr. Tan Bee Eng (Executive Director)
 - : Mr. Chan Wah Chong (Independent Non-Executive Director)
 - : Dato’ (Dr) Mustapha Bin Abd Hamid (Independent Non-Executive Director)
 - : 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 (or “Chairman”).

2. QUORUM

For a fully virtual general meeting, the quorum shall be determined by the number of shareholders who logged in at the start of this Meeting. The Company Secretary confirmed that the quorum for the Meeting was present. With that, the Chairman called the Meeting to order.

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 Malaysian Code on Corporate Governance (“Code”) 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 before the Questions and Answers (“Q&A”) session. For those questions raised (including those questions which were not answered, if any) during the AGM, the responses thereto would be posted on the Company’s website within thirty (30) business days from the date of Meeting based on the 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. RECEIPT OF THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE 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 2022 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 LEE SENG, MR. CHAN WAH CHONG AND DATO’ (DR) MUSTAPHA BIN ABD HAMID AS DIRECTORS RETIRING IN ACCORDANCE WITH CLAUSE 149 OF THE CONSTITUTION**

Noted : The three (3) items of the Agenda were in relation to the re-election of Mr. Chua Lee Seng, Mr. Chan Wah Chong and Dato’ (Dr) Mustapha Bin Abd Hamid, 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 RM133,000 IN AGGREGATE TO THE DIRECTORS OF THE COMPANY**

Noted : This resolution was to approve the payment of Directors’ fees of up to RM133,000 in aggregate to the Directors of the Company for the financial year ending 31 December (“FYE”) 2023.

**8. AGENDA 3 (B) (ORDINARY RESOLUTION 5)
PAYMENT OF DIRECTORS' BENEFITS OF UP TO RM345,000 IN AGGREGATE TO THE
INDEPENDENT NON-EXECUTIVE DIRECTORS**

Noted : This resolution was to approve payment of Directors' benefits of up to RM345,000 in aggregate to the Independent Non-Executive Directors of the Company during the course of the period from 16 June 2023 until the next AGM 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 2022, the Board recommended the motion on the re-appointment of Messrs. Peter Chong & Co., who had indicated their willingness to continue in office.

**10. AGENDA 5 (ORDINARY RESOLUTION 7 - SPECIAL BUSINESS)
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

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 AGM 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 RESOLUTION 8 - SPECIAL BUSINESS)
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF REVENUE OR TRADING NATURE ("RRPTS") AND
PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL 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 more than 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.

The Code stipulates that in the event the Board intends to retain an Independent Non-Executive Director beyond the cumulative tenure of nine (9) years, the Board will need to seek shareholders' approval, based on a two-tier voting process.

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 and sought the shareholders' approval 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 AGM Notice.

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 6 June 2023 and also from the shareholders and proxies together with the Board's replies thereto vide a 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 as set out in the "Annexures 3-A & 3-B" attached herewith, would be posted on the Company's website within thirty (30) business days from the date of Meeting based on the practice promulgated by the Code.

14.3 The Chairman also 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 12.53 p.m. The poll results were shown on screen as follows:

16.1 Ordinary resolution 1

	No. and Percentage of Shares
For	261,581,656 (99.879014%)
Against	316,860 (0.120986%)
Total	261,898,516 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 1 was carried as follows:

Resolved : "THAT Mr. Chua Lee Seng, 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	256,535,877 (97.952398%)
Against	5,362,639 (2.047602%)
Total	261,898,516 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 2 was carried as follows:

Resolved : "THAT Mr. Chan Wah Chong, 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	257,460,771 (98.441615%)
Against	4,075,745 (1.558385%)
Total	261,536,516 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 3 was carried as follows:

Resolved : "THAT Dato' (Dr) Mustapha Bin Abd Hamid, 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	261,560,650 (99.928706%)
Against	186,609 (0.071294%)
Total	261,747,259 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 4 was carried as follows:

Resolved : “THAT the payment of Directors' fees of up to RM133,000 in aggregate to the Directors of the Company for the financial year ending 31 December 2023, is hereby approved.”

16.5 **Ordinary resolution 5**

	No. and Percentage of Shares
For	260,420,193 (99.492997%)
Against	1,327,066 (0.507003%)
Total	261,747,259 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 5 was carried as follows:

Resolved : “THAT the payment of Directors' benefits of up to RM345,000 in aggregate to the Independent Non-Executive Directors of the Company during the course of the period from 16 June 2023 until the next Annual General Meeting of the Company, is hereby approved.”

16.6 **Ordinary resolution 6**

	No. and Percentage of Shares
For	261,184,556 (99.865426%)
Against	351,960 (0.134574%)
Total	261,536,516 (100%)

In view thereof, 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	261,139,910 (99.710344%)
Against	758,606 (0.289656%)
Total	261,898,516 (100%)

In view thereof, 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	19,808,932 (99.151555%)
Against	169,506 (0.848445%)
Total	19,978,438 (100%)

In view thereof, 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 to 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 27 April 2023, 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 Shareholders’ Mandate”);

THAT the Proposed Shareholders’ Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed 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 Shareholders' Mandate."

16.9 **Ordinary resolution 9 (Tier 1)**

	No. and Percentage of Shares
For	231,175,530 (100%)
Against	0
Total	231,175,530 (100%)

Ordinary resolution 9 (Tier 2)

	No. and Percentage of Shares
For	26,679,104 (87.872983%)
Against	3,681,882 (12.127017%)
Total	30,360,986 (100%)

In view thereof, 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 exceeding 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**

17.1 There being no further business, the Meeting ended at 12.56 p.m. with a vote of thanks to the Chair.

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

Confirmed as correct records:

.....
Lee Min On
Chairman of the Meeting

Dated this 25 July 2023