

**AME ELITE CONSORTIUM BERHAD**  
Registration No. 201801030789 (1292815-W)  
(Incorporated in Malaysia)

MINUTES OF THE FOURTH ANNUAL GENERAL MEETING OF AME ELITE CONSORTIUM BERHAD DULY CONVENED AND HELD AT NO.2, JALAN I-PARK SAC 1/1, TAMAN PERINDUSTRIAN I-PARK SAC, 81400 SENAI, JOHOR DARUL TAKZIM ON WEDNESDAY, 28 SEPTEMBER 2022 AT 10.00 A.M.

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**PRESENT** : **BOARD OF DIRECTORS**  
Y.M. Tengku Azrina Binti Raja Abdul Aziz (Independent Non-Executive Chairperson)  
Mr. Lee Chai (Group Managing Director) (Virtually)  
Mr. Lee Sai Boon (Executive Director)  
Mr. Lim Yook Kim (Executive Director)  
Mr. Kang Ah Chee (Executive Director)  
Ms. Tan Lay Beng (Independent Non-Executive Director)  
Mr. Chang Tian Kwang (Independent Non-Executive Director)  
Mr. Wee Soon Chit (Independent Non-Executive Director)  
Ms. Lim Pei Shi (Alternate Director to Mr. Lim Yook Kim)  
Ms. Lee Ling Sien (Alternate Director to Mr. Lee Chai)  
Mr. Kang Koh Wei (Alternate Director to Mr. Kang Ah Chee)

**COMPANY SECRETARY**

Ms. Santhi A/P Saminathan

**SHAREHOLDERS/CORPORATE REPRESENTATIVES/PROXIES**

As per attendance sheet.

**IN ATTENDANCE** : **GROUP FINANCIAL CONTROLLER**  
Mr. Gregory Lui Poh Sek

**AUDITORS**

Messrs KPMG PLT (“KPMG”) represented by Mr. Tan Teck Eng and Mr. Eric Ong Beng Seng

**POLL ADMINISTRATOR**

Boardroom Share Registrars Sdn. Bhd.

**INDEPENDENT SCRUTINEER**

SKY Corporate Services Sdn. Bhd.

**1. CHAIRPERSON**

Y.M. Tengku Azrina Binti Raja Abdul Aziz presided as Chairperson of the Fourth Annual General Meeting (“4<sup>th</sup> AGM”) of AME Elite Consortium Berhad (“**Company**”). The Chairperson welcomed the shareholders and all those present at the meeting. The Chairperson introduced the Board of Directors (“**Board**”), the Group Financial Controller, the Company Secretary and the Auditors who were present at the meeting to the shareholders.

**2. QUORUM**

The Company Secretary confirmed the presence of quorum pursuant to Clause 65 of the Company’s Constitution. The Chairperson called the meeting to order.

**3. NOTICE**

The Notice convening the 4<sup>th</sup> AGM was published on the Company’s website and disclosed to Bursa Malaysia on 29 August 2022. Hence, the Notice was properly given and shall be taken as read.

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The Chairperson also briefed the shareholders that the Company had received in total 62 proxy forms from shareholders for a total of 89,691,411 shares representing 13.99% of the issued ordinary shares of the Company. There were 57 shareholders who had appointed the Chairperson of the Meeting as proxy to vote on his/her behalf and the shares so represented were 71,121,261 shares representing 11.10% of the issued ordinary shares of the Company.

**4. POLL VOTE**

The Chairperson briefed the shareholders that in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Malaysia**"), all resolutions to be considered at the 4<sup>th</sup> AGM will be voted by way of poll. The Company appointed Boardroom Share Registrars Sdn. Bhd., the Company's Share Registrar as Poll Administrator to conduct the poll and SKY Corporate Services Sdn. Bhd. as Independent Scrutineer to verify the results.

The polling process will be conducted upon the conclusion of the deliberations of all items on the meeting agenda and after the briefing by the poll administrator.

**5. PRESENTATION BY MANAGEMENT**

The Chairperson invited Mr. Gregory Lui Poh Sek ("**Gregory Lui**"), Group Financial Controller, to present a management update on the operational highlights, financial performance and growth strategies of the Company and its subsidiaries (collectively referred to as the "**Group**").

Mr. Gregory Lui shared his presentation.

**AS ORDINARY BUSINESS:**

**AGENDA ITEM 1**

**6. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The Chairperson informed that the Audited Financial Statements ("**AFS**") for the year ended 31 March 2022 together with the Directors' and Auditors' Reports would not be put forward for voting in accordance with Section 340(1)(a) of the Companies Act 2016 ("**CA 2016**").

The Chairperson invited questions from shareholders pertaining to the AFS for FYE 31 March 2022. As the shareholders raised no query, the Chairperson declared the AFS for the FYE 31 March 2022 together with the Directors' and Auditors' Reports thereon as received.

**AGENDA ITEM 2**

**7. ORDINARY RESOLUTION 1 – PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022**

The Chairperson proceeded to the next item on the agenda, Ordinary Resolution 1, in relation to the approval of Directors' fees of RM624,000 for the financial year ended 31 March 2022. Before considering the resolution, the Chairperson informed the shareholders that the interested Directors would abstain from voting on this resolution.

Shareholders raised no questions in the meeting and it was noted that the poll for the said resolution would be conducted later. The Chairperson proceeded to the next motion.

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### **AGENDA ITEM 3**

**8. ORDINARY RESOLUTION 2 – PAYMENT OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 MARCH 2023 TO BE PAYABLE ON QUARTERLY BASIS IN ARREARS**

The Chairperson proceeded to the next item on the agenda, Ordinary Resolution 2, in relation to the approval of Directors’ fees of up to RM652,800 for the financial year ending 31 March 2023 to be payable on a quarterly basis in arrears. Reference was made to explanatory note 11.2 on the notice of AGM for more details on the aforesaid matter. Before considering the resolution, the Chairperson informed the shareholders that the interested Directors would abstain from voting on this resolution.

Shareholders raised no questions in the meeting and it was noted that the poll for the said resolution would be conducted later. The Chairperson proceeded to the next motion.

### **AGENDA ITEM 4**

**9. ORDINARY RESOLUTION 3 – BENEFITS PAYABLE TO THE DIRECTORS OF THE COMPANY FOR THE PERIOD FROM 28 SEPTEMBER 2022 UNTIL THE CONCLUSION OF THE 5<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY TO BE HELD IN YEAR 2023**

The Chairperson proceeded to the next item on the agenda, Ordinary Resolution 3, in relation to the approval of Directors’ benefits payable up to RM67,000 for the period from 28 September 2022 until the conclusion of the 5<sup>th</sup> AGM to be held in 2023. Before considering the resolution, the Chairperson informed the shareholders that the interested Directors would abstain from voting on this resolution.

Shareholders raised no questions in the meeting and it was noted that the poll for the said resolution would be conducted later. The Chairperson proceeded to the next motion.

### **AGENDA ITEM 5**

**10. ORDINARY RESOLUTION 4 – RE-ELECTION OF RETIRING DIRECTOR, MR. LEE CHAI**

The Chairperson proceeded to the next item on the agenda, Ordinary Resolution 4, in relation to the re-election of Mr. Lee Chai, the Executive Director of the Company, who was retiring in accordance with the Company’s Constitution and being eligible, had offered himself for re-election. Before considering the resolution, the Chairperson informed the shareholders that Mr. Lee Chai, being the interested Director, would abstain from voting on this resolution.

Shareholders raised no questions in the meeting and it was noted that the poll for the said resolution would be conducted later. The Chairperson proceeded to the next motion.

**11. ORDINARY RESOLUTION 5 – RE-ELECTION OF RETIRING DIRECTOR, MS. TAN LAY BENG**

The Chairperson informed the shareholders that the next item on the agenda, Ordinary Resolution 5, was in relation to the re-election of Ms. Tan Lay Beng as the Independent Non-Executive Director of the Company, who was retiring in accordance with the Company’s Constitution and being eligible, had offered herself for re-election. Before considering the

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resolution, the Chairperson informed the shareholders that Ms. Tan Lay Beng, being the interested Director, would abstain from voting on this resolution.

Shareholders raised no questions in the meeting and it was noted that the poll for the said resolution would be conducted later. The Chairperson proceeded to the next motion.

**12. ORDINARY RESOLUTION 6 – RE-ELECTION OF RETIRING DIRECTOR, MR. CHANG TIAN KWANG**

The Chairperson proceeded to the next item on the agenda, Ordinary Resolution 6, in relation to the re-election of Mr. Chang Tian Kwang, the Independent Non-Executive Director of the Company, who was retiring in accordance with the Company's Constitution and being eligible, had offered himself for re-election. Before considering the resolution, the Chairperson informed the shareholders that Mr. Chang Tian Kwang, being the interested Director, would abstain from voting on this resolution.

Shareholders raised no questions in the meeting and it was noted that the poll for the said resolution would be conducted later. The Chairperson proceeded to the next motion.

**AGENDA ITEM 6**

**13. ORDINARY RESOLUTION 7 – RE-APPOINTMENT OF MESSRS KPMG PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

The Chairperson proceeded to the next item on the agenda, Ordinary Resolution 7, in relation to the re-appointment of Messrs KPMG PLT as Auditors of the Company for the financial year ending 31 March 2023 and to authorise the Directors to fix their remuneration.

Shareholders raised no questions in the meeting and it was noted that the poll for the said resolution would be conducted later. The Chairperson proceeded to the next motion.

**AS SPECIAL BUSINESS:**

**AGENDA ITEM 7**

**14. ORDINARY RESOLUTION 8 – AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“CA 2016”)**

The Chairperson proceeded to the next item on the agenda, Ordinary Resolution 8 pertaining to the authority to issue and allot shares pursuant to Sections 75 and 76 of the CA 2016.

Shareholders raised no questions in the meeting and it was noted that the poll for the said resolution would be conducted later. The Chairperson proceeded to the next motion.

**AGENDA ITEM 8**

**15. ORDINARY RESOLUTION 9 – PROPOSED SHARE BUY-BACK**

The Chairperson proceeded to the last item on the agenda, Ordinary Resolution 9 pertaining the proposed share buy-back.

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Shareholders raised no questions in the meeting and it was noted that the poll for the said resolution would be conducted later. The Chairperson proceeded to the next item on the meeting agenda.

The Chairperson informed that the Company Secretary confirmed that the Company had not received any notice for transaction of any other business at this meeting.

The Chairperson informed that all the resolutions to be considered at this meeting have been tabled. She further informed that the Company has received a letter from Minority Shareholders Watch Group (“**MSWG**”) dated 6 September 2022 on operational, financial and corporate governance questions. The Company had prepared responses to all the questions raised. The Chairperson read the questions, which were also flashed on the screen, and the Management replied to the queries.

**16. POLL VOTING**

Before proceeding with the polling, the representative of the Poll Administrator briefed the shareholders on the polling procedures. The Poll Administrator then collected the poll slips from the shareholders after casting their votes.

Upon collecting all the poll slips, the Chairperson requested the independent scrutineer to proceed with the verification and counting of votes.

The Chairperson informed the shareholders that the meeting would resume after 20 minutes to allow the poll administrator to compile the votes and for the scrutineer to verify the voting results.

**17. DECLARATION OF POLL RESULTS**

The meeting resumed at 11:20 a.m. with the requisite quorum being present.

The Chairperson called the meeting to order for the declaration of the poll results. The following poll results were displayed for shareholders viewing:

Resolution	Vote For		Vote Against		Total Votes		Accepted/ Rejected
	No. of shares	%	No. of shares	%	No. of shares	%	
Resolution 1	60,485,201	99.9998	110	0.0002	60,485,311	100.00	Accepted
Resolution 2	60,485,201	99.9998	110	0.0002	60,485,311	100.00	Accepted
Resolution 3	60,485,201	99.9998	110	0.0002	60,485,311	100.00	Accepted
Resolution 4	325,380,251	99.9999	110	0.0001	325,380,361	100.00	Accepted
Resolution 5	388,054,500	94.9253	20,745,461	5.0747	408,799,961	100.00	Accepted
Resolution 6	425,021,050	95.6796	19,191,811	4.3204	444,212,861	100.00	Accepted
Resolution 7	388,045,350	94.9126	20,799,611	5.0874	408,844,961	100.00	Accepted
Resolution 8	457,003,151	99.9999	110	0.0001	457,003,261	100.00	Accepted
Resolution 9	457,003,161	99.9999	100	0.0001	457,003,261	100.00	Accepted

Based on the above poll results of all the 9 resolutions as set out in the notice of the 4<sup>th</sup> AGM, the Chairperson declared that all resolutions tabled at this meeting were carried.

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**18. CLOSE OF MEETING**

The Company Secretary informed the Chairperson that no notice of any other business for transacting at the meeting had been received. The Chairperson thanked the shareholders for their attendance and declared the meeting closed at 11:40 a.m.

SIGNED AS A CORRECT RECORD

**TENGGU AZRINA BINTI RAJA ABDUL AZIZ**  
*Chairperson*