

HO HUP CONSTRUCTION COMPANY BERHAD

[Registration No. 197301000497 (14034-W)]

(Incorporated in Malaysia)

MINUTES OF THE FIFTIETH ANNUAL GENERAL MEETING OF HO HUP CONSTRUCTION COMPANY BERHAD ("**HO HUP**" OR "**THE COMPANY**") HELD AT BUKIT JALIL GOLF & COUNTRY RESORT, 1ST FLOOR, PERDANA 1 & 2 ROOM, JALAN JALIL PERKASA 3, BUKIT JALIL, 57000 KUALA LUMPUR ON THURSDAY, 30 MAY 2024 AT 10.30 A.M.

PRESENT	:	Tan Sri Datuk Seri (Dr) Mazlan Bin Lazim (<i>Chairman</i>) (<i>Independent Non-Executive Director</i>) Datin Chan Bee Leng (<i>Non-Independent Non-Executive Director</i>) Dato' Wong Kit-Leong (<i>Executive Director</i>) Dato' Wong Gian Kui (<i>Executive Director</i>) Mr. Low Kheng Lun (<i>Non-Independent Non-Executive Director</i>) Mr. Thevanaigam Rajan Chitty (<i>Independent Non-Executive Director</i>) Mr. Danny Hoe Kam Thong (<i>Independent Non-Executive Director</i>) Dato' Sri Chee Hong Leong (<i>Chief Executive Officer</i>)
MEMBERS PRESENT	:	As per Attendant List
PROXY HOLDERS	:	As per Attendant List
INVITEES	:	As per Attendant List
IN ATTENDANCE	:	Ms. Lim Shook Nyee (<i>Company Secretary</i>)

AGM 1/1 **CHAIRMAN**

Tan Sri Datuk Seri (Dr) Mazlan Bin Lazim ("**Tan Sri Chairman**") chaired the Meeting and welcomed all present to the Company's Fiftieth Annual General Meeting ("**50th AGM**").

AGM 1/2 **QUORUM**

The Secretary confirmed that a quorum was present, the Meeting was called to order by the Chairman.

AGM 1/3 **NOTICE OF MEETING**

The Notice of 50th AGM dated 30 April 2024 as contained on page 229 to page 233 of the Company's Annual Report 2023 was duly circulated and taken as read.

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AGM 1/4 POLL VOTING

Tan Sri Chairman informed that all the resolutions to be considered at the Meeting would be put to vote by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**").

It was informed that the Share Registrar, ShareWorks Sdn Bhd would act as the Poll Administrator to conduct the polling process. The poll voting would be conducted electronically. Sharepolls Sdn Bhd had been appointed as the Independent Scrutineer to verify the poll results.

He added that each of the resolutions put to vote at the Meeting would be proposed and seconded and then opened to the floor for questions in relation thereto.

AGM 1/5 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 ("FYE 2023") TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON

Tan Sri Chairman referred to item no. 1 on the agenda and explained that the Audited Financial Statements of the Company for the FYE 2023 together with the Reports of the Directors and the Auditors were for discussion only, as it did not require shareholders' approval under the provision of Section 340 (1) (a) of the Companies Act 2016.

Tan Sri Chairman then invited questions from the floor.

There being no question from the Meeting, Tan Sri Chairman declared as follows:-

*"**THAT** the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon, be received."*

AGM 1/6 POLL VOTING PROCEDURE

The representative of Shareworks Sdn Bhd, Mr. Goh Chin Khoo ("**Mr. Goh**") was invited to brief the members on the procedures for voting by electronic poll.

After the briefing, Mr. Goh conducted a trial run for the members to familiarise themselves with the device provided for poll voting purposes. There being no further questions from the floor on the electronic voting procedure, Tan Sri Chairman proceeded to the next item on the Agenda.

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AGM 1/7 ORDINARY RESOLUTION 1
APPROVAL OF THE PAYMENT OF DIRECTORS' FEES OF RM500,000
FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024

Agenda No. 2 was to seek the members' approval for the payment of Directors' Fees of RM500,000 for the financial year ending 31 December 2024, to be payable on a quarterly basis in arrears after each month of completed service of the Directors during the financial year ending 31 December 2024.

There being no question raised, Tan Sri Chairman requested for a proposer and seconder for Ordinary Resolution 1.

Ordinary Resolution 1 was proposed by Ms. Victoria Loui Hoong Mei and duly seconded by Ms. Phang Poh Lynn and Tan Sri Chairman then put the motion to a vote by poll.

The poll results in respect of Ordinary Resolution 1 were as follows:

Ordinary Resolution 1	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
	142,874,322	87.53502	20,345,301	12.46499

Based on the poll results, Tan Sri Chairman declared that Ordinary Resolution 1 was carried as follows:

*"**THAT** the payment of Directors' fees of RM500,000 for the financial year ending 31 December 2024, to be payable on a quarterly basis in arrears be approved."*

AGM 1/8 ORDINARY RESOLUTION 2
APPROVAL OF THE PAYMENT OF DIRECTORS' BENEFITS UP TO AN
AMOUNT OF RM70,000.00 FROM 31 MAY 2024 UNTIL THE NEXT
AGM OF THE COMPANY

The next agenda was to approve the payment of Directors' Benefits up to an amount of RM70,000.00 from 31 May 2024 until the next AGM of the Company. Tan Sri Chairman explained that by virtue of Section 230 (1) of the Companies Act 2016, shareholders' approval would be required for any benefits to be paid to the Directors. The Directors' benefits comprised the estimated meeting allowances of RM70,000 payable to the Non-Executive Directors.

There being no question raised, Tan Sri Chairman requested for a proposer and seconder for Ordinary Resolution 2.

Ordinary Resolution 2 was proposed by Mr. Ellis Ong Han Yau and duly seconded by Ms. Victoria Loui Hoong Mei and Tan Sri Chairman then put the motion to a vote by poll.

The poll results in respect of Ordinary Resolution 2 were as follows:

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Ordinary Resolution 2	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
	142,996,222	87.54432	20,345,301	12.45568

Based on the poll results, Tan Sri Chairman declared that Ordinary Resolution 2 was carried as follows:

"THAT the payment of Directors' benefits up to an amount of RM70,000.00 from 31 May 2024 until the next AGM of the Company be approved."

**AGM 1/9 ORDINARY RESOLUTIONS 3 AND 4
RE-ELECTION OF THE FOLLOWING DIRECTORS WHO RETIRED IN
ACCORDANCE WITH CLAUSE 93 OF THE COMPANY'S
CONSTITUTION:
(I) DATO' WONG KIT-LEONG
(II) LOW KHENG LUN**

Tan Sri Chairman proceeded to the next two (2) Ordinary Resolutions pertaining to the re-election of Directors who were retiring by rotation pursuant to Clause 93 of the Company's Constitution and being eligible, had offered themselves for re-election.

9.1 Re-election of Dato' Wong Kit-Leong

There being no question raised, Tan Sri Chairman requested for a proposer and seconder for Ordinary Resolution 3.

Ordinary Resolution 3 was proposed by Ms. Phang Poh Lynn and duly seconded by Ms. Victoria Loui Hoong Mei and the motion was put to a vote by poll.

The poll results in respect of Ordinary Resolution 3 were as follows:

Ordinary Resolution 3	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
	210,507,275	91.17456	20,376,500	8.82544

Based on the poll results, Tan Sri Chairman declared that Ordinary Resolution 3 was carried as follows:

"THAT Dato' Wong Kit-Leong who retired pursuant to Clause 93 of the Company's Constitution, be re-elected to serve on the Board of Directors of the Company."

9.2 Re-election of Low Kheng Lun

There being no question raised, Tan Sri Chairman requested for a proposer and seconder for Ordinary Resolution 4.

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Ordinary Resolution 4 was proposed by Mr. Ellis Ong Han Yau and duly seconded by Ms. Phang Poh Lynn and the motion was put to a vote by poll.

The poll results in respect of Ordinary Resolution 4 were as follows:

Ordinary Resolution 4	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
	229,402,073	99.29374	1,631,700	0.70626

Based on the poll results, Tan Sri Chairman declared that Ordinary Resolution 4 was carried as follows:

***"THAT** Low Kheng Lun who retired pursuant to Clause 93 of the Company's Constitution, be re-elected to serve on the Board of Directors of the Company."*

**AGM 1/10 ORDINARY RESOLUTION 5
RE-APPOINTMENT OF UHY AS AUDITORS OF THE COMPANY FOR
THE ENSUING YEAR AND TO AUTHORISE THE BOARD OF
DIRECTORS TO FIX THEIR REMUNERATION**

Tan Sri Chairman moved on to the next Agenda in respect of the re-appointment of the retiring auditors, UHY as auditors of the Company. The retiring auditors had expressed their willingness to continue in office.

There being no question raised, Tan Sri Chairman requested for a proposer and seconder for Ordinary Resolution 5.

Upon proposal by Ms. Victoria Loui Hoong Mei and duly seconded by Mr. Ellis Ong Han Yau, Tan Sri Chairman put the motion to a vote by poll.

The poll results in respect of Ordinary Resolution 5 were as follows:

Ordinary Resolution 5	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
	210,559,275	91.18891	20,345,200	8.81109

Based on the poll results, Tan Sri Chairman declared that Ordinary Resolution 5 was carried as follows:

***"THAT** UHY be hereby re-appointed as Auditors of the Company to hold office for the ensuing year and that the Board of Directors be authorised to fix their remuneration."*

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AGM 1/11 ORDINARY RESOLUTION 6
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO
SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The next Agenda was a Special Business to consider and if thought fit, to pass an Ordinary Resolution to authorise the Directors to issue an aggregate number of shares not exceeding ten percent (10%) of the total number of issued shares of the Company pursuant to the Companies Act 2016.

This mandate would provide flexibility to the Board of Directors to issue and allot shares of up to ten percent (10%) of the share capital of the Company at any time, without convening a general meeting for any possible fund-raising activities and placement of shares. If approved, this authority would be valid, unless earlier revoked or varied by the shareholders of the Company in a general meeting, until the next AGM.

The waiver of the statutory pre-emptive rights of the shareholders of the Company pursuant to Section 85 of the Companies Act 2016 will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

There being no question raised, Tan Sri Chairman requested for a proposer and seconder for Ordinary Resolution 6.

Upon proposal by Ms. Victoria Loui Hoong Mei and duly seconded by Ms. Phang Poh Lynn, Tan Sri Chairman then put the motion to a vote by poll.

The poll results in respect of Ordinary Resolution 6 were as follows:

Ordinary Resolution 6	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
	210,650,175	91.17998	20,376,600	8.82002

Based on the poll results, Tan Sri Chairman declared that Ordinary Resolution 6 was carried as follows:

*"**THAT** subject always to the Companies Act 2016 ("**the Act**") and the approvals of the relevant authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act to allot and issue shares in the Company at any time 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 of the Company for the time being and that 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*

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(Bursa Securities) and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.

AND THAT pursuant to Section 85 of the Act to be read together with Clause 11 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act."

**AGM 1/12 ORDINARY RESOLUTION 7
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE
COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN
PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF
THE COMPANY**

Tan Sri Chairman briefed the Meeting that as disclosed in the Share Buy-Back Statement dated 30 April 2024, the Proposed Renewal of Share Buy-Back Authority would enable the Company to purchase its own shares of up to ten percent (10%) of the total number of issued shares of the Company as may be determined by the Directors of the Company from time to time through Bursa Securities. Details of the Proposed Renewal of Share Buy-Back Authority is set out in the Share Buy Back Statement dated 30 April 2024.

There being no question raised, Tan Sri Chairman requested for a proposer and seconder for Ordinary Resolution 7.

Upon proposal by Mr. Ellis Ong Han Yau and duly seconded by Ms. Phang Poh Lynn, Tan Sri Chairman then put the motion to a vote by poll.

The poll results in respect of Ordinary Resolution 7 were as follows:

Ordinary Resolution 7	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
	210,650,273	91.19238	20,345,200	8.80762

Based on the poll results, Tan Sri Chairman declared that Ordinary Resolution 7 was carried as follows:

"THAT subject to the Companies Act 2016, provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Main LR") and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company ("Company Shares") as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad as the Directors may deem fit, necessary and expedient in the interest of the Company ("Proposed Renewal of Share Buy-Back Authority"), provided that:-

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- i. the maximum aggregate number of Company Shares which may be purchased and/or held by the Company as treasury shares pursuant to the Proposed Renewal of Share Buy-Back Authority shall not exceed 10% of the total number of issued shares of the Company at any point in time of the said purchase(s); and*
- ii. the maximum funds to be allocated by the Company for the purpose of purchasing Company Shares pursuant to the Proposed Renewal of Share Buy-Back Authority shall not exceed the total retained profits of the Company based on the latest audited financial statements available at the time of the purchase(s);*

THAT *the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and shall continue to be in force until:-*

- i. the conclusion of the next Annual General Meeting ("AGM") at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or*
- ii. the expiration of the period within which the next AGM is required by law to be held; or*
- iii. the authority is revoked or varied by an ordinary resolution passed by the shareholders in general meeting,*

whichever occurs first;

THAT *the Company Shares purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Authority may be dealt with by the Directors of the Company in their absolute discretion in all or any of the following manner:-*

- a. the shares so purchased may be cancelled; and/or the shares so purchased may be retained in treasury for distribution as dividend to the shareholders and/or resold on the market of Bursa Securities and/or subsequently cancelled; and/or*
- b. part of the shares so purchased may be retained as treasury shares with the remainder being cancelled; and/or*
- c. transfer the shares, or any of the shares for the purposes of or under an employees' shares scheme; and/or*
- d. transfer the shares, or any of the shares as purchase consideration; and/or*
- e. deal with the shares in any other manner as may be permitted by the applicable laws and/or regulations in force from time to time;*

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AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary and enter into any instrument, agreements or arrangements with any party or parties to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

**AGM 1/13 ORDINARY RESOLUTION 8
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE
FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE
OR TRADING NATURE AS SET OUT IN SECTION 2.4 OF THE
CIRCULAR TO SHAREHOLDERS DATED 30 APRIL 2024 ("RRPT
CIRCULAR")**

Tan Sri Chairman briefed the members that as disclosed in the Circular to Shareholders dated 30 April 2024 ("**RRPT Circular**"), all the Directors are regarded as interested parties in the Proposed Renewal of Existing Shareholders' Mandate as set out in Section 2.4 of the RRPT Circular. Accordingly, the Directors have abstained and would continue to abstain from all deliberations and voting in relation to Section 2.4. He then explained that he would however vote in his capacity as proxy in accordance with instructions received from non-interested shareholders who had duly appointed him as their proxy.

There being no question raised, Tan Sri Chairman requested for a proposer and seconder for Ordinary Resolution 8.

Upon proposal by Ms. Victoria Loui Hoong Mei and duly seconded by Mr. Ellis Ong Han Yau, Tan Sri Chairman put the motion to a vote by poll.

The poll results in respect of Ordinary Resolution 8 were as follows:

Ordinary Resolution 8	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
	21,605,401	51.50201	20,345,200	48.49799

Based on the poll results, Tan Sri Chairman declared that Ordinary Resolution 8 was carried as follows:

"THAT, subject to the provision of the Listing Requirements of Bursa Securities, approval be and is hereby given to Ho Hup Construction Company Berhad and its subsidiaries ("**Ho Hup Group**") to enter into and to give effect to specified RRPTs of a revenue or trading nature with the Related Parties as set out in Section 2.4 of the RRPT Circular, which are necessary for its day-to-day operations, to be entered into by Ho Hup Group on the basis that these transactions are entered into on terms which are not more favourable to the Related Party involved than

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generally available to the public and are not detrimental to the minority shareholders of the Company;

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

- (i) the conclusion of the next AGM of the Company following the general meeting at which the Proposed Renewal of Existing Shareholders' Mandate was passed, at which time it will lapse, unless by resolution passed at the general meeting, the authority is renewed; or*
- (ii) the expiration of the period within which the AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or*
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting,*

whichever is the earlier;

AND THAT *the Directors and/or any of them be and are 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 Existing Shareholders' Mandate."*

AGM 1/14 QUESTIONS AND ANSWERS ("Q&A") SESSION

Following the presentation of all the resolutions in the agenda, the Chairman declared the commencement of the Q&A session.

The questions raised by the shareholder during the AGM were duly responded and addressed as follows:-

Comment/Question:-

A shareholder enquired about the future plan and direction of the Company.

Answer to Comment/Question:-

Dato' Sri Chee Hong Leong ("**Dato' Sri Chee**"), the Chief Executive Officer of the Company responded that the Group was currently focus in reducing the gearing so as to improve the Group's financial position. He added that the Group was also looking into new opportunities.

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AGM 1/15 ANY OTHER BUSINESS

Tan Sri Chairman informed that there was no other business to be transacted of which due notice had been given in accordance with the Companies Act 2016.

AGM 1/16 CONCLUSION

Tan Sri Chairman concluded the Meeting and thanked all present for their presence and attendance at the 50th AGM of the Company.

The Meeting ended at 11.06 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

TAN SRI DATUK SERI (DR) MAZLAN BIN LAZIM
CHAIRMAN

Dated: 28 June 2024