

LIM SEONG HAI CAPITAL BERHAD
[Registration No. 202001036664 (1392985-A)]
(the “**Company**” or “**LSH Capital**”)
(Incorporated in Malaysia)

MINUTES OF THE FOURTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT LEVEL 7, WISMA LIM SEONG HAI, 33 JALAN GOMBAK, 53000 KUALA LUMPUR, WILAYAH PERSEKUTUAN KUALA LUMPUR, MALAYSIA ON MONDAY, 6 JANUARY 2025 AT 10.00 A.M.

PRESENT:

DIRECTORS

Dato’ Seri Ir. Hj. Mohd Noor Bin Yaacob (In the chair)
Tan Sri Datuk Seri Lim Keng Cheng
Datuk Lim Keng Guan
Madam Lim Pak Lian
Mr Lim Ding Shyong
Madam Lee Swee Kheng
Puan Alina Binti Abdullah
Puan Nurulhuda Hayati Binti Ibrahim

ABSENT WITH APOLOGIES

Dato’ Wang Sze Yao @ Wang Ming Way
Mr Lim Keng Hun

IN ATTENDANCE

Ms Tai Yit Chan – Company Secretary

SHAREHOLDERS AND PROXIES

As per the Attendance List

BY INVITATION

As per the Attendance List

The shareholders and proxies (collectively referred to as “**Members**”), and invitees who attended the Fourth Annual General Meeting (“**4th AGM**” or “**the Meeting**”) are set out in the Attendance Lists attached and shall form an integral part of this Minutes.

INTRODUCTION BY THE CHAIRMAN

The Group Managing Director of the Company, Madam Lim Pak Lian welcomed all Members to the Meeting and invited Dato’ Seri Ir. Hj. Mohd Noor Bin Yaacob to act as the Chairman of the Meeting.

The Chairman thereafter introduced himself, the Board of Directors, the Company Secretary and External Auditors to the Members. He also conveyed apologies to the Meeting on behalf of Dato’ Wang Sze Yao @ Wang Ming Way and Mr Lim Keng Hun, who were unable to attend due to unforeseen circumstances.

QUORUM AND SUMMARY OF PROXY FORMS RECEIVED

The Company Secretary confirmed that a quorum was present for the Meeting pursuant to Clause 83(a) of the Company's Constitution. With the requisite quorum being present, the Chairman called the Meeting to order at 10.00 a.m..

The Company Secretary informed that the Company had received in total Forty-Six (46) proxy from the shareholders for a total of Six Hundred Eighty-Two Million Seven Hundred Sixty-Five Thousand Eight Hundred and Eight (682,765,808) ordinary shares representing 96.66% of the total number of issued shares of the Company.

NOTICE CONVENING THE MEETING

The Notice convening the Meeting, having been circulated within the prescribed period, was with the permission of the Meeting, taken as read. The Chairman then proceeded with the business of the Meeting.

The Chairman requested that all attendees switch off their handphone or such other devices or switch them to silent mode to avoid any disruption to the proceeding of the Meeting. The Members and invitees were reminded that the 4th AGM was a private meeting with the Members of the Company, hence, recording of the Meeting in any forms were strictly prohibited.

The Chairman informed that all resolutions set out in the Notice of 4th AGM must be voted by poll. Accordingly, the Chairman exercised his right to demand for poll to be taken on all the resolutions set out in the Notice of 4th AGM in accordance with Clause 89 of the Constitution of the Company.

To facilitate the poll process, the Company had appointed Boardroom Share Registrars Sdn. Bhd. as Poll Administrator to conduct the poll voting and Malaysian Issuing House Sdn. Bhd. as Independent Scrutineer to verify the poll results.

The Chairman also informed that the polling process would be conducted following the deliberation of all items set out in the Agenda.

PRESENTATION ON THE CORPORATE AND BUSINESS UPDATE

Before proceeding with the Agenda items of the Meeting, the Chairman invited Encik Ahmad Nasir Bin Mohd Said, the General Manager of the Company to present on the Company's Corporate and Business update, which encompassed the following areas:-

- a) Corporate Milestones;
- b) Full Fledged Construction Company;
- c) Synergistic Integrated Business Model;
- d) BEST Collaboration Framework;
- e) Completed Project, Notable Ongoing Projects and Upcoming Project;
- f) Future Development Plans; and
- g) Key Financial Highlight.

After the conclusion of the presentation, the Chairman thanked Encik Ahmad Nasir Bin Mohd Said for his presentation and then proceeded with the Agenda items set out in the Notice of the 4th AGM.

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024

The Audited Financial Statements of the Company for the financial year ended 30 September 2024 together with the Directors' and the Auditors Reports thereon ("**AFS 2024**") were tabled for discussion. The Chairman informed the Member that this Agenda item was meant for discussion only pursuant to the provision of Section 340(1)(a) of the Companies Act 2016 ("**the Act**") and did not require a formal approval from the shareholders. The Chairman then invited questions from the floor in respect thereof.

There being no question raised, it was recorded that the AFS 2024 was properly laid and had been duly received by the Members.

Thereafter, the Chairman went through to each of the resolutions set out in the Notice of the 4th AGM.

POLLING PROCEDURE

After all the resolutions have been tabled to the Meeting, the Chairman directed that the registration of Members for the Meeting to close and proceeded with the polling process. The Poll Administrator was invited to brief on the polling process and directed the Members to deposit their polling forms into the ballot boxes upon completion.

The Chairman informed that the outcome of the poll would be announced after a break as it would take time to tabulate the results of the poll. The Meeting was then adjourned at 10.35 a.m. for the votes to be counted and to enable the Independent Scrutineer to verify the poll results.

The Meeting resumed at 10.58 a.m. for the announcement of the results of the poll.

ANNOUNCEMENT ON POLL RESULTS FOR RESOLUTIONS

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

Ordinary Resolution 1	Votes in favour		Votes against		Result
	No. of votes	%	No. of votes	%	
To approve the Directors' fees and benefits payable to Directors of the Company and its subsidiaries up to an aggregate amount of RM1,500,000.00 only for the period from 7 January 2025 until the conclusion of the next Annual General Meeting of the Company to be held in year 2026.	39,254,875	100.0000	0	0.0000	Carried

It was UNANIMOUSLY RESOLVED: -

THAT the Directors' fees and benefits payable to the Directors of the Company and its subsidiaries up to an aggregate amount of RM1,500,000 only for the period from 7 January

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2025 until the conclusion of the next Annual General Meeting of the Company to be held in year 2026 be and is hereby approved.

Ordinary Resolution 2	Votes in favour		Votes against		Result
	No. of votes	%	No. of votes	%	
To re-elect Tan Sri Datuk Seri Lim Keng Cheng who is retiring pursuant to Clause 116 of the Constitution of the Company.	702,095,808	100.0000	0	0.0000	Carried

It was UNANIMOUSLY RESOLVED: -

THAT Tan Sri Datuk Seri Lim Keng Cheng who retired pursuant to Clause 116 of the Constitution of the Company be and is hereby re-elected as Director of the Company.

Ordinary Resolution 3	Votes in favour		Votes against		Result
	No. of votes	%	No. of votes	%	
To re-elect Datuk Lim Keng Guan who is retiring pursuant to Clause 116 of the Constitution of the Company.	702,095,808	100.0000	0	0.0000	Carried

It was UNANIMOUSLY RESOLVED: -

THAT Datuk Lim Keng Guan who retired pursuant to Clause 116 of the Constitution of the Company be and is hereby re-elected as Director of the Company.

Ordinary Resolution 4	Votes in favour		Votes against		Result
	No. of votes	%	No. of votes	%	
To re-elect Dato' Seri Ir. Hj. Mohd Noor Bin Yaacob who is retiring pursuant to Clause 116 of the Constitution of the Company.	702,095,808	100.0000	0	0.0000	Carried

It was UNANIMOUSLY RESOLVED: -

THAT Dato' Seri Ir. Hj. Mohd Noor Bin Yaacob who retired pursuant to Clause 116 of the Constitution of the Company be and is hereby re-elected as Director of the Company.

Ordinary Resolution 5	Votes in favour		Votes against		Result
	No. of votes	%	No. of votes	%	
To re-elect Puan Alina Binti Abdullah who is retiring pursuant to Clause 122 of the Constitution of the Company.	702,095,808	100.0000	0	0.0000	Carried

It was UNANIMOUSLY RESOLVED: -

THAT Puan Alina Binti Abdullah who retired pursuant to Clause 122 of the Constitution of the Company be and is hereby re-elected as Director of the Company.

Ordinary Resolution 6	Votes in favour		Votes against		Result
	No. of votes	%	No. of votes	%	
To re-elect Puan Nurulhuda Hayati Binti Ibrahim who is retiring pursuant to Clause 122 of the Constitution of the Company.	702,095,808	100.0000	0	0.0000	Carried

It was UNANIMOUSLY RESOLVED: -

THAT Puan Nurulhuda Hayati Binti Ibrahim who retired pursuant to Clause 122 of the Constitution of the Company be and is hereby re-elected as Director of the Company.

Ordinary Resolution 7	Votes in favour		Votes against		Result
	No. of votes	%	No. of votes	%	
To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	702,095,808	100.0000	0	0.0000	Carried

It was UNANIMOUSLY RESOLVED: -

THAT Messrs Crowe Malaysia PLT be and are hereby re-appointed as Auditors of the Company for the ensuing year until the conclusion of the next AGM and that the Directors be authorised to fix their remuneration.

Ordinary Resolution 8	Votes in favour		Votes against		Result
	No. of votes	%	No. of votes	%	
Authority to issue and allot new shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("Act")	702,095,808	100.0000	0	0.0000	Carried

It was UNANIMOUSLY RESOLVED: -

THAT, pursuant to Sections 75 and 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM 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 to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT in connection with the above, pursuant to Section 85 of the Act and Clause 17 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive

rights of offered shares in proportion of their holdings at such price and at such terms to be offered arising from issuance of new shares pursuant to this mandate by the Company.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally 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

There being no other business to be transacted, the Meeting concluded at 11.00 a.m. with a vote of thanks to the Chairman of the Meeting.

SIGNED AS A CORRECT RECORD

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CHAIRMAN