

GAGASAN NADI CERGAS BERHAD
Registration No.: 201701024800 (1238966-U)

Minutes of the **Sixth Annual General Meeting** of Gagasan Nadi Cergas Berhad (“GNCB” or “the Company”) conducted on a fully virtual basis by way of live streaming and online remote voting through the meeting platform via TIIH Online using Remote Participation and Voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia via its website at <https://tiih.online> or <http://tiih.com.my> (Domain Registration No. with MYNIC: D1A282781) on Wednesday, 7 June 2023 at 10.00 a.m.

Present : Board of Directors
Ir. Dr. Muhamad Fuad Bin Abdullah - Independent Non-Executive Chairman (“the Chairman”)
Hj Wan Azman Bin Wan Kamal - Group Managing Director
Dato’ Sri Subahan Bin Kamal - Executive Director
Professor Emerita Siti Naaishah Hambali - Independent Non-Executive Director
Mr Chng Boon Huat - Independent Non-Executive Director

In Attendance : Management Team
Mr Oh Ewe Peng - Chief Financial Officer (“CFO”)
Ms Hun Chew Yong - Senior Finance Manager
Mr Chang Kaiwen

Representatives from Tricor Corporate Services Sdn Bhd
Ms Candy Ong Wai Leng - Company Secretary
Ms Renee Wong Kah Yeong
Ms Amiera Izzati Binti Ahmad Zulfikri

Representatives from Messrs. Crowe Malaysia PLT
Mr Jimmy Ung - Partner
Ms Shireen Ong Wei Ling

Proxies, Corporate Representatives & Shareholders : As per the attendance list

1. OPENING

The Chairman of the Meeting, Ir. Dr. Muhamad Fuad bin Abdullah, welcomed the shareholders, proxies, and authorised representatives to the fully virtual Sixth Annual General Meeting (“AGM”) through live streaming.

Thereafter, the Chairman introduced the members of the Board of Directors, the Chief Financial Officer, the Company Secretary and the audit partner of Messrs Crowe Malaysia PLT, all of whom were present at the AGM via video conference.

2. QUORUM

The Company Secretary confirmed that the quorum was present. Hence, the Chairman called the Meeting to order.

The Chairman informed that the AGM was a principal forum for dialogue with shareholders, proxies and authorised corporate representatives, and all were invited to raise questions on the agendas and the resolutions to be tabled at the AGM. The Chairman thereafter explained how questions might be raised during the Meeting.

The Chairman informed shareholders that pursuant to Rule 8.31(A)(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions as set out in the Notice of the AGM dated 28 April 2023 would be decided by poll which would be conducted electronically via the Remote Participation and Voting (“RPV”) facility provided by Tricor Investor and Issuing House Sdn. Bhd. (“Poll Administrator” or “TIH”). The poll results would then be verified by Asia Securities Sdn. Berhad (“Scrutineers”), who had been appointed as the independent scrutineers.

The Chairman further informed that voting on the resolutions could be done at any time throughout the Meeting until the closure of the voting session, and the results of the poll voting would be announced after the Scrutineers had verified the poll results. The Poll Administrator was invited to explain the remote voting procedures via the RPV facility.

3. PERFORMANCE REPORT

The Chairman invited the Company's CFO, Mr Oh Ewe Peng, to present the Group's financial highlights and business activities for the financial year ended 2022.

AS ORDINARY BUSINESS

4. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 AND THE REPORTS OF DIRECTORS AND AUDITORS THEREON

The Chairman informed that pursuant to Section 340(1)(a) of the Companies Act 2016, the audited financial statements for the financial year ended 31 December 2022 together with the directors' and auditors' reports were required to be laid before the Meeting and were not required to be put to vote for shareholders' approval. It was noted that this agenda item was meant for discussion only.

5. ORDINARY RESOLUTION 1

RE-ELECTION OF CHNG BOON HUAT AS DIRECTOR OF THE COMPANY IN ACCORDANCE WITH CLAUSE 125 OF THE CONSTITUTION OF THE COMPANY

The AGM then proceeded with the Agenda item on the re-election of Chng Boon Huat, who was retiring in accordance with Clause 125 of the Constitution of the Company and had indicated his willingness to be re-elected, as a Director of the Company.

6. ORDINARY RESOLUTION 2

RE-ELECTION OF PROFESSOR EMERITA SITI NAAISHAH BT. HAMBALI AS DIRECTOR OF THE COMPANY IN ACCORDANCE WITH CLAUSE 125 OF THE CONSTITUTION OF THE COMPANY

Next on the Agenda was the re-election of Professor Emerita Siti Naaishah Bt. Hambali, who was retiring in accordance with Clause 125 of the Constitution of the Company and had indicated her willingness to be re-elected, as a Director of the Company.

7. ORDINARY RESOLUTION 3

PAYMENT OF DIRECTOR'S FEE TO IR. DR. HJ MUHAMAD FUAD BIN ABDULLAH AMOUNTING TO RM126,000.00 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023

The Chairman proceeded with the next item of the Agenda which was to approve the payment of Director's fee to himself amounting to RM126,000.00 for the financial year ending 31 December 2023.

8. ORDINARY RESOLUTION 4

PAYMENT OF DIRECTOR'S FEE TO PROFESSOR EMERITA SITI NAAISHAH BT. HAMBALI AMOUNTING TO RM114,000.00 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023

The Chairman proceeded with the next item of the Agenda which was to approve the payment of Director's fee to Professor Emerita Siti Naaishah Bt. Hambali amounting to RM114,000.00 for the financial year ending 31 December 2023.

9. ORDINARY RESOLUTION 5

PAYMENT OF DIRECTOR'S FEE TO CHNG BOON HUAT AMOUNTING TO RM120,000.00 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023

The next item on the Agenda was to approve the payment of Director's fee to Chng Boon Huat amounting to RM120,000.00 for the financial year ending 31 December 2023.

10. ORDINARY RESOLUTION 6

PAYMENT OF ADDITIONAL DIRECTORS' FEES AMOUNTING TO RM140,000.00 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023

The Chairman proceeded with the Agenda item on the payment of additional Directors' fees amounting to RM140,000.00 for the financial year ending 31 December 2023.

11. ORDINARY RESOLUTION 7

PAYMENT OF DIRECTORS' BENEFITS OF UP TO RM100,000.00 FROM THE DATE OF THIS ANNUAL GENERAL MEETING UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

The AGM continued with the next item of the Agenda pertaining to the payment of Directors' benefits of up to RM100,000.00 from the date of this AGM until the next AGM of the Company in 2024.

12. ORDINARY RESOLUTION 8

RE-APPOINTMENT OF MESSRS CROWE MALAYSIA PLT AS AUDITORS OF THE COMPANY

The AGM moved to the next Agenda item on the re-appointment of Messrs Crowe Malaysia PLT ("Crowe Malaysia") as the Auditors of the Company and to authorise the Directors to fix their remuneration. Messrs Crowe Malaysia PLT agreed to continue office for the ensuing financial year.

AS SPECIAL BUSINESS

13. SPECIAL RESOLUTION 1

WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT, 2016

The AGM proceeded to discuss the next item of the Agenda on the waiver of pre-emptive rights under Section 85 of the Act. The full text of the proposed resolution was as set out in the Notice of AGM dated 28 April 2023 and was taken as read.

The Chairman informed that by voting for this resolution, all existing shareholders of the Company were waiving their statutory pre-emptive rights pursuant to Section 85 of the Act, to be read together with Clause 15 of the Constitution of the Company.

This resolution, if passed, would allow the Directors to issue new shares to any person subject to passing Ordinary Resolution 9 on authority to issue and allot shares of the Company pursuant to Sections 75 and 76 of the Act without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.

14. ORDINARY RESOLUTION 9

PROPOSED RENEWAL OF AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

The AGM moved to the next Agenda item on the proposed authority to issue and allot shares pursuant to Sections 75 and 76 of the Act. The full text of the proposed resolution was as set out in the Notice of AGM dated 28 April 2023 and was taken as read.

The intent of the resolution was to provide flexibility to the Company to issue and allot new shares of the Company up to an amount not exceeding 10% of the total number of issued shares of the Company excluding treasury shares for such purposes as the Directors might consider would be in the interest of the Company, without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The mandate would be valid until the next AGM, unless revoked or varied by the Company in a general meeting.

15. ANY OTHER BUSINESS

The Chairman informed that there was no notice received to transact any other business at the Company's AGM.

16. QUESTIONS & ANSWERS SESSION

The Chairman, assisted by the Management responded to all questions received from the shareholders, which were received via the online query box. The questions and answers were listed in Appendix I attached to the Minutes of the AGM.

17. VOTING

The Meeting proceeded to vote on the items of the Agenda. Upon completion of the casting of votes by the shareholders and proxyholders, the Meeting was adjourned to allow the Scrutineers to verify the votes casted.

18. ANNOUNCEMENT OF POLL RESULTS

At the receipt of the results of the poll, the Chairman reconvened the AGM. The results were projected on the screen as follows:

Resolutions	Vote For		Vote Against		Total Votes	
	No of Units	%	No of Units	%	No of Units	%
Ordinary Resolution 1	555,019,300	99.9998	1,100	0.0002	555,020,400	100.00
Ordinary Resolution 2	554,519,300	99.9998	1,100	0.0002	554,520,400	100.00
Ordinary Resolution 3	554,619,300	99.9998	1,100	0.0002	554,620,400	100.00
Ordinary Resolution 4	554,519,300	99.9998	1,100	0.0002	554,520,400	100.00
Ordinary Resolution 5	554,519,300	99.9998	1,100	0.0002	554,520,400	100.00
Ordinary Resolution 6	555,019,200	99.9998	1,200	0.0002	555,020,400	100.00
Ordinary Resolution 7	553,619,200	99.9998	1,200	0.0002	553,620,400	100.00
Ordinary Resolution 8	555,019,400	99.9998	1,000	0.0002	555,020,400	100.00
Special Resolution 1	555,019,300	99.9998	1,100	0.0002	555,020,400	100.00
Ordinary Resolution 9	555,019,200	99.9998	1,200	0.0002	555,020,400	100.00

Based on the poll results, the Chairman declared that all resolutions as tabled under the Agenda of the Meeting were carried.

It was RESOLVED as follows:-

18.1 ORDINARY RESOLUTION 1
RE-ELECTION OF CHNG BOON HUAT AS DIRECTOR OF THE COMPANY IN
ACCORDANCE WITH CLAUSE 125 OF THE CONSTITUTION OF THE COMPANY

“THAT Chng Boon Huat, the Director retiring in accordance with Clause 125 of the Constitution of the Company, be and is hereby re-elected as Director of the Company.”

18.2 ORDINARY RESOLUTION 2
RE-ELECTION OF PROFESSOR EMERITA SITI NAAISHAH BT. HAMBALI AS
DIRECTOR OF THE COMPANY IN ACCORDANCE WITH CLAUSE 125 OF THE
CONSTITUTION OF THE COMPANY

“THAT Professor Emerita Siti Naaishah Bt. Hambali, the Director retiring in accordance with Clause 125 of the Constitution of the Company, be and is hereby re-elected as Director of the Company.”

18.3 ORDINARY RESOLUTION 3
PAYMENT OF DIRECTOR’S FEE TO IR. DR. HJ MUHAMAD FUAD BIN ABDULLAH
AMOUNTING TO RM126,000.00 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER
2023

“THAT the payment of Director’s fee to Ir. Dr. Hj Muhamad Fuad Bin Abdullah amounting to RM126,000.00 for the financial year ending 31 December 2023 be and is hereby approved.”

18.4 ORDINARY RESOLUTION 4
PAYMENT OF DIRECTOR’S FEE TO PROFESSOR EMERITA SITI NAAISHAH BT.
HAMBALI AMOUNTING TO RM114,000.00 FOR THE FINANCIAL YEAR ENDING 31
DECEMBER 2023

“THAT the payment of Director’s fee to Professor Emerita Siti Naaishah Bt. Hambali amounting to RM114,000.00 for the financial year ending 31 December 2023 be and is hereby approved.”

18.5 ORDINARY RESOLUTION 5
PAYMENT OF DIRECTOR’S FEE TO CHNG BOON HUAT AMOUNTING TO
RM120,000.00 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023

“THAT the payment of Director’s fee to Chng Boon Huat amounting to RM120,000.00 for the financial year ending 31 December 2023 be and is hereby approved.”

18.6 ORDINARY RESOLUTION 6
PAYMENT OF ADDITIONAL DIRECTORS' FEES AMOUNTING TO RM140,000.00 IN
RESPECT OF THE FINANCIAL YEAR ENDING 31 DECEMBER 2023

“THAT the payment of additional Directors' fees amounting to RM140,000.00 for the financial year ending 31 December 2023 be and is hereby approved.”

18.7 ORDINARY RESOLUTION 7
PAYMENT OF DIRECTORS' BENEFITS OF UP TO RM100,000.00 FROM THE DATE
OF THIS ANNUAL GENERAL MEETING UNTIL THE NEXT ANNUAL GENERAL
MEETING OF THE COMPANY

“THAT the payment of Directors' benefits of up to RM100,000.00 from the date of this Annual General Meeting until the next Annual General Meeting of the Company be and is hereby approved.”

18.8 ORDINARY RESOLUTION 8
RE-APPOINTMENT OF MESSRS CROWE MALAYSIA PLT AS AUDITORS OF THE
COMPANY

“THAT Messrs Crowe Malaysia PLT be and is hereby re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting and that the Directors be and are hereby authorised to fix their remuneration.”

18.9 SPECIAL RESOLUTION 1
WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE
COMPANIES ACT, 2016

“THAT the shareholders of the Company do hereby waive their statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 (“the Act”), read together with Clause 15 of the Company's Constitution.

THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution 9 – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act.”

18.10 ORDINARY RESOLUTION 9

**PROPOSED RENEWAL OF AUTHORITY TO ISSUE AND ALLOT SHARES
PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (“New Shares”) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“Proposed Mandate”).

THAT such approval on the Proposed Mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the ACE Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed Mandate.”

19. CLOSURE

There being no other business, the Meeting was closed at 10.53 am with a vote of thanks to the Chair.

CONFIRMED AS A CORRECT RECORD

CHAIRMAN

Date:

Summary of Shareholders' Questions Received During the AGM and the Summarised Company's Responses

Questions raised by various shareholders during the AGM and the summarised responses by the Director/Management are as follows:

Q1. Given the scarcity of building construction projects available in the market, how do you plan to replenish the order book?

A1. *Tuan Hj Wan Azman answered that on top of the Company's current construction order book of RM525 million, the Company was also entrusted to deliver 10,000 units of affordable homes in Greater Kuala Lumpur. He added that the Company had sufficient jobs to keep the construction team occupied for the next few years.*

Q2. How does the Company manage the challenges encountered by the construction and property development industry, such as the Overnight Policy Rate (OPR) hike, labour shortage and increase in raw material costs?

A2. *Mr Oh responded that the Company was confident in its projects despite the increased in interest rate. The Company was optimistic that the development projects would attract high demand as the projects were mostly statutory affordable homes set at below market value by the Government and at strategic location, such as Bukit Jelutong, Elmina and Kwasa Damansara.*

Mr Oh also responded that labour shortage was not an issue to the Company as Management had employed sufficient workers through the subcontractors. In addition, Management had been proactively in managing procurement as well as maintaining good relationships with suppliers to secure competitive prices.

Mr Oh added that for the upcoming projects, the increased in raw material prices and labour cost had been appropriately priced in by the Company.