

MN HOLDINGS BERHAD

Registration No. 202001038774 (1395095-M)
(Incorporated in Malaysia)

MINUTES OF THE THIRD ANNUAL GENERAL MEETING (“3RD AGM”) OF MN HOLDINGS BERHAD (“MNHB” OR “THE COMPANY”) HELD AT THE HERON, LEVEL 2, FOUR POINTS BY SHERATON PUCHONG, 1201, TOWER 3, PUCHONG FINANCIAL CORPORATE CENTRE (PFCC), JALAN PUTERI 1/2, BANDAR PUTERI, PUCHONG, 47100 SELANGOR ON TUESDAY, 26 DECEMBER 2023 AT 10:00 A.M.

Directors’ attendance

1. Dato’ Ir. Zainurin Bin Haji Karman – Independent Non-Executive Chairman
2. Datuk Loy Siong Hay – Managing Director
3. Dato’ Toh Eng Keat – Executive Director
4. Datuk Dang Siong Diang – Executive Director
5. Ms. Soh Eng Hooi – Independent Non-Executive Director
6. Mr. Pankajkumar A/L Bipinchandra – Independent Non-Executive Director
7. Ms. Kho Zhen Qi – Independent Non-Executive Director

In Attendance

1. Mr. Tan Tong Lang – Company Secretary

By Invitation

1. Mr. Pang Chien Chang – Chief Financial Officer
2. Mr. Chong Vei Hoong – Representative of MNHB
3. Ms. Lean Wei Ee – Representative of Crowe Malaysia PLT
4. Ms. Liew Vin Kee – Representative of Crowe Malaysia PLT
5. Mr. Lee Yoke Wah – Representative of M&A Securities Sdn Bhd
6. Mr. Mohd Najib Bin Shazilan (Representative of M&A Securities Sdn Bhd)
7. Students of Universiti Teknologi MARA

Shareholders/ Proxies

As per the Attendance List

1.0 CHAIRMAN

- 1.1 Dato’ Ir. Zainurin Bin Haji Karman (“**the Chairman**”) chaired the meeting and welcomed the shareholders and proxies (“**Members**”) to the 3rd AGM of the Company.

2.0 QUORUM

- 2.1 The requisite quorum being present, the Chairman declared the Meeting duly convened at 10.00 a.m.

3.0 NOTICE

- 3.1 The Notice of the Meeting having been circulated within the prescribed period, was taken as read. The Chairman then proceeded to the official business of the 3rd AGM.

4.0 ANNOUNCEMENT ON POLLING AND ADMINISTRATIVE MATTERS

- 4.1 The Chairman informed the Meeting that pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions at the general meeting would be voted by poll.
- 4.2 The Chairman informed the Meeting that the Company had appointed Aldpro Corporate Services Sdn Bhd as the Poll Administrator and CSC Securities Services Sdn Bhd as Scrutineers to validate the poll results.

5.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

- 5.1 The Chairman informed that the audited financial statements for the financial year ended 30 June 2023 and the Reports of the Directors and Auditors thereon ("**Audited Financial Statements**") was meant for discussion only in accordance with Section 340 of the Companies Act 2016, and therefore, it would not be put forward for voting.
- 5.2 The Chairman informed that the Board of Directors would be pleased to deal with any questions from the Members on the Audited Financial Statements.
- 5.3 Mr. Lee Eng Shan, the shareholder of the Company raised questions and the following were the responses from the Company: -

Question 1

What are the opportunities and reasons behind the company's investment in cybersecurity?

Datuk Dang Siong Diang ("**Datuk Dang**") mentioned that cybersecurity is becoming increasingly important and shared that the Group has signed a Memorandum of Understanding ("**MOU**") with Intelligent Pie Consulting Sdn Bhd for collaboration in conducting potential operational technology (OT) cybersecurity projects in Malaysia, focusing mainly on utility customers like Tenaga Nasional Berhad (TNB) and Independent Power Plant. However, this MOU does not cover the semiconductor and oil and gas sectors. Although the Group faced tough competition in tendering a small cybersecurity project last year, the Group is hopeful about new technology that has emerged recently, expecting more opportunities in the cybersecurity market in the next 1-2 years.

Datuk Dang also mentioned that despite the current modest revenue from the cybersecurity segment, he believes there is potential for steady business growth over the next 5-10 years if the Group enters the cybersecurity industry soon. He emphasized that the Group mainly focuses on utility customers rather than banks and private businesses. From an investor's perspective, he believes that investors are eager to see the next steps the Group will take to enhance its cybersecurity segment, to which he mentioned that new equipment has been launched, and there is optimism that next year will see further advancements in the cybersecurity segment.

Question 2

What is the current figure for the Group's order books? Based on the approximate value of RM328 million stated in the annual report, what is the anticipated timeframe for completion?

Dato' Toh Eng Keat ("Dato' Clement") replied that two subsidiaries, specializing in underground utilities engineering and substation engineering, contributed significantly to the Group's revenue. Projects under underground utility engineering typically took between 3 months to 1 year to complete, while those under substation engineering had completion timelines ranging from 12 to 24 months.

Regarding the order book, Dato' Clement informed that projects were intermittently awarded and completed, with contract values ranging from RM100,000 to RM20 million. He explained that the order book was refreshed monthly, but not all projects were announced due to a threshold for announcement set by the Group. Projects with contract values less than 10% of the Group's revenue were not typically announced. However, he mentioned that the Group was actively tendering for new projects from housing developers and data centers.

Question 3

As of the end of the first quarter of 2024, the order book status for the Group?

In response, Dato' Clement stated that the order books continue to stand at approximately RM328 million.

Question 4

Are there any mechanisms in place to preserve the profit margin in light of variations in the completion timeframe of contracts and fluctuations in material costs?

Dato' Clement explained that, due to the relatively short duration of the project period, which typically spans a maximum of 24 months, certain materials are procured on a back-to-back basis. For projects expected to be completed within 6 months, the manufacturers or factories provide the Group with a guarantee on the fixed price of materials. However, for projects expected to take longer than 6 months, the Group must seek further confirmation from the manufacturer before proceeding with procurement. Additionally, fluctuations between 3 to 6 months do not significantly impact the Group, as most materials are plastic or HPV pipe. In the substation engineering segment, the main materials procured by the Group are copper and earthing equipment, which slightly affect the Group's profit margin.

Datuk Dang added that the tendering strategy involves ensuring currency consistency to minimize fluctuations. To achieve this, the Group references Bank Negara's rate of currency and the prices of raw materials such as copper and aluminum. Furthermore, for procurement of other materials, the Group prioritizes transactions in Malaysian Ringgit (RM) rather than US dollars (USD). This strategy has been implemented since last year in response to currency fluctuations.

Question 5

How does the group characterize the tendering job market for the upcoming 12 to 18 months, and are there any expectations for a substantial improvement in the order book for the upcoming annual report?

Dato' Clement informed that the Group operates within a niche market with fewer than 10 competitors. Given this landscape, there are favorable prospects for securing new projects. Recently, the Group has directed its focus towards data centers, particularly in providing grid power supply for large-scale projects, which is expected to engage the Group for the next 5 years. While occasional competitors may enter the market, the prevailing trend in the industry sees customers emphasizing the reliable track record of established market players when awarding projects. Additionally, Dato' Clement highlighted the growing significance of green energy, which aligns with the Group's business nature. This presents both advantages and opportunities for the Group in tendering and securing new projects.

- 5.4 There being no further question raised by the Members, the Chairman declared that the Audited Financial Statements, be properly laid and received. The Chairman proceeded with the next agenda of the meeting.

**6.0 ORDINARY RESOLUTION 1
TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND OTHER BENEFITS PAYABLE OF UP TO RM273,000.00 PAYABLE TO NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR THE PERIOD COMMENCING FROM THE CONCLUSION OF THE 3RD AGM UP TO THE CONCLUSION OF THE 4TH AGM OF THE COMPANY**

- 6.1 The Chairman informed that the next agenda of the Meeting was to approve the payment of Directors' fees and other benefits payable of up to RM273,000.00 payable to Non-Executive Directors of the Company for the period commencing from the conclusion of the 3rd AGM up to the conclusion of the 4th AGM of the Company.

- 6.2 There being no question raised by the Members, the Chairman proceeded with the next agenda of the meeting.

**7.0 ORDINARY RESOLUTION 2
TO RE-ELECT DATO' IR. ZAINURIN BIN HAJI KARMAN, AS DIRECTOR WHO RETIRES BY ROTATION PURSUANT TO CLAUSE 105(1) OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, HAVE OFFERED HIMSELF FOR RE-ELECTION**

- 7.1 The Chairman informed that the next agenda of the Meeting was to re-elect himself. The Chairman then handed over his chairmanship to Datuk Loy Siong Hay, the Managing Director of the Company, to chair the Meeting.

Datuk Loy Siong Hay ("**Datuk Loy**") took over the chairmanship and informed the Meeting that Ordinary Resolution 2 of the agenda was to re-elect Dato' Ir. Zainurin Bin Haji Karman, who retires pursuant to Clause 105(1) of the Constitution of the Company and being eligible, had offered himself for re-election.

Thereafter, Datuk Loy passed the Chair back to the Chairman.

- 7.2 There being no question raised by the Members, the Chairman proceeded with the next agenda of the meeting.

8.0 ORDINARY RESOLUTION 3

TO RE-ELECT KHO ZHEN QI, AS DIRECTOR WHO RETIRES BY ROTATION PURSUANT TO CLAUSE 105(1) OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, HAVE OFFERED HERSELF FOR RE-ELECTION

- 8.1 The Chairman informed that the next agenda of the Meeting was to re-elect Ms. Kho Zhen Qi, who retires by rotation pursuant to Clause 105(1) of the Constitution and being eligible, has offered herself for re-election.

- 8.2 There being no question raised by the Members, the Chairman proceeded with the next agenda of the meeting.

9.0 ORDINARY RESOLUTION 4

TO RE-APPOINT MESSRS. CROWE MALAYSIA PLT AS AUDITORS OF THE COMPANY AND TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT AGM AT SUCH REMUNERATION TO BE DETERMINED BY THE DIRECTORS OF THE COMPANY

- 9.1 The Chairman informed that the next agenda of the Meeting was to re-appoint Messrs. Crowe Malaysia PLT as auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company.

- 9.2 The Chairman further informed the Meeting that Messrs. Crowe Malaysia PLT had expressed their willingness to accept the re-appointment as the Company's auditors for the ensuing year.

- 9.3 There being no question raised by the Members, the Chairman proceeded with the next agenda of the meeting.

10.0 SPECIAL BUSINESS - ORDINARY RESOLUTION 5

PROPOSED AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

- 10.1 The Chairman informed that the next agenda of the Meeting under special business was to seek a general mandate from the shareholders to authorise the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.

- 10.2 The Chairman further informed that the Ordinary Resolution 5, if passed, would give the Directors flexibility to allot and issue shares from time to time for such purposes as the Directors in their absolute discretion consider to be in the best interest of the Company, without having to convene separate general meetings, subject to the limitation that the shares to be allotted and issued do not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad allowed for the

time being. This proposal is in line with the Listing Requirements of Bursa Malaysia Securities Berhad.

In connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 61 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with existing issued shares in the Company.

This authority, unless revoked or varied by the Company in general meeting, shall be in force until the conclusion of the next AGM of the Company.

- 10.3 There being no question raised by the Members, the Chairman proceeded with the next agenda of the meeting.

**11.0 SPECIAL BUSINESS - ORDINARY RESOLUTION 6
PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

- 11.1 The Chairman informed that the next agenda of the Meeting under special business was to seek shareholders' approval for the Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

- 11.2 There being no question raised by the Members, the Chairman proceeded with the next agenda of the meeting.

12.0 ANY OTHER BUSINESS

- 12.1 The Chairman informed that the Company had not received any due notice to transact any other business in accordance with the Companies Act 2016 and the Company's Constitution.

13.0 VOTING SESSION

- 13.1 The Chairman then invited the Poll Administrator to brief the Floor on the polling procedures and advised the shareholders to proceed to submit their votes. Thereafter, the Chairman adjourned the Meeting for the verification of the votes by the Scrutineer.

14.0 DECLARATION OF RESULTS

- 14.1 The Meeting resumed after the conclusion of the verification of the poll votes.
- 14.2 The Chairman called the Meeting to order and declared that all the following resolutions set out in the Notice of AGM dated 31 October 2023 were carried, as attached hereto as Annexure I:-

“Ordinary Resolution 1

THAT the payment of Directors’ fees and other benefits payable of up to RM273,000.00 payable to Non-Executive Directors of the Company for the period commencing from the conclusion of the 3rd AGM up to the conclusion of the 4th AGM of the Company be hereby approved.

Ordinary Resolution 2

THAT Dato’ Ir. Zainurin Bin Haji Karman, the Director who retires by rotation pursuant to Clause 105(1) of the Constitution of the Company and being eligible, has offered himself for re-election, be hereby re-elected as Director of the Company.

Ordinary Resolution 3

THAT Ms. Kho Zhen Qi, the Director who retires by rotation pursuant to Clause 105(1) of the Constitution of the Company and being eligible, has offered herself for re-election, be hereby re-elected as Director of the Company.

Ordinary Resolution 4

THAT the re-appointment of Messrs. Crowe Malaysia PLT as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company be hereby approved.

Ordinary Resolution 5

THAT subject to Sections 75 and 76 of the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons, firms or corporations 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 issued share capital of the Company or such higher percentage as Bursa Malaysia Securities Berhad allowed 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; AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company.

AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 61 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with existing issued shares in the Company.

Ordinary Resolution 6

THAT, subject always to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (collectively the “Group”) to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 5 of the Circular to Shareholders dated 31 October 2023, provided that such transactions and/or arrangements which are necessary for the Group’s day-to-day operations are undertaken in the ordinary course of business, at arm’s length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and not detrimental to the

minority shareholders of the Company (hereinafter referred to as the “**Proposed New Shareholders’ Mandate**”).

THAT the Proposed New Shareholders’ Mandate shall only continue to be in full force until:

- a) the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at said AGM, such 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 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
 - c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,
- whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed New Shareholders’ Mandate.”

15.0 CLOSURE

- 15.1 There being no other business, the 3rd AGM was closed at 11.01 a.m. with a vote of thanks to the Chairman.

**Confirmed as a correct record of
the proceedings held thereat**

-signed-

DATO’ IR. ZAINURIN BIN HAJI KARMAN
Chairman