

SEG INTERNATIONAL BHD
Registration No. 198501013542 (145998-U)
(Incorporated in Malaysia)

MINUTES of the **Thirty-Seventh Annual General Meeting** of **SEG International Bhd** (“SEGi” or “the Company”) duly convened and held via live streaming and online remote voting using the Remote Participation and Voting Facilities (“RPV”) provided by Vote2U at <https://web.vote2u.my> (Domain registration number with MYNIC D6A471702) from the broadcast venue at Boardroom, 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on **Wednesday, 21 June 2023 at 10.30 a.m.**

PRESENT:

The Board of Directors

Tan Sri (Dr.) Megat Najmuddin Bin Dato’ Seri Dr. Haji Megat Khas
[Also a shareholder and proxy]

Tan Sri Clement Hii Chii Kok
[Also a shareholder and proxy]

Dato’ Sri Nicholas Rupert Heylett Bloy

Dato’ Amos Siew Boon Yeong

Dato’ Seri (Dr.) Mohamed Azahari Bin Mohamed Kamil

Mr. Edwin Fua Chye Jin
[Also a proxy]

Dato Goh Leng Chua

Shareholders

As per attendance list

Proxies

As per attendance list

By Invitation

| | |
|-------------------|-----------------------------|
| Mr. Tan Jin Xiang | } Messrs. Ernst & Young PLT |
| Mr. Teh Huan Boon | } |

In Attendance

Ms. Cheryl Chong Poh Yee
[Also a shareholder] - Secretary

Ms. Hew Ling Sze
[Also a shareholder] - Secretary

1. CHAIRMAN

The Chairman, YBhg Tan Sri (Dr.) Megat Najmuddin Bin Dato’ Seri Dr. Haji Megat Khas presided at the Meeting. He welcomed all members to the Company’s Thirty-Seventh Annual General Meeting (“AGM”).

The Chairman then proceeded to introduce the fellow Directors present to the meeting.

2. QUORUM

The Chairman, upon confirming the presence of a quorum pursuant to the Constitution of the Company, called the Meeting to order.

3. NOTICE

Before the Meeting commenced, the Chairman informed that the notice convening the Meeting dated 30 April 2023 (“Notice of AGM”) had been circulated to all the shareholders of the Company within the statutory period and advertised in the New Straits Times.

There being no objection, the Notice of AGM was taken as read. The Chairman proceeded to the business on the Agenda.

4. POLL VOTING

The Chairman informed that the resolutions set out in the Notice of AGM were to be voted by poll in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”). In order to facilitate the orderly conduct of the AGM, there will be a question and answer session (“Q&A Session”) before the polling process. The shareholders will have to state their full names and whether they are shareholders or proxies in the Question Box for proper compliance. The polling process for the resolutions will be conducted upon completion of deliberation of all the motions and Q&A Session to save administrative time. The results of the polling will be announced after that.

The Company has appointed Agmo Digital Solutions Sdn Bhd, as the Poll Administrator to conduct the electronic polling process, and Aegis Communication Sdn Bhd as the Independent Scrutineer to verify the results of the polls.

5. AGENDA ITEM 1 AUDITED FINANCIAL STATEMENTS (“AFS”) FOR THE YEAR ENDED 31 DECEMBER 2022

The AFS of the Company for the year ended 31 December 2022 together with the Directors’ and Auditors’ report were tabled for discussion.

It was noted that pursuant to Section 340(1)(a) of the Companies Act 2016 (“the Act”), this Agenda item would not require approval from the shareholders of the Company.

The Chairman declared that the AFS for the year ended 31 December 2022 together with the Directors’ and Auditors’ report thereon be hereby received.

He then proceeded to the next Agenda item.

6. AGENDA ITEM 2 DIRECTORS’ FEES

The Chairman tabled agenda item 2, Ordinary Resolution 1 on the payment of Directors’ fees for the year ended 31 December 2022 for a total amount of Ringgit Malaysia Two Hundred and Sixty-Six Thousand and Two Hundred Only (RM266,200) for approval.

The Chairman then proceeded to the next resolution.

**7. AGENDA ITEM 3
RE-ELECTION OF DIRECTORS**

Agenda item 3 concerning the re-election of Directors. Tan Sri Clement Hii Chii Kok retires pursuant to Clause 87 of the Constitution of the Company, and being eligible, offered himself for re-election. Ordinary Resolution 2 is to re-elect Tan Sri Clement Hii.

The Chairman highlighted that Dato' Amos Siew Boon Yeong, another retiring Director pursuant to Clause 87 of the Constitution of the Company, expressed his intention of not seeking re-election at this AGM. As such, Dato' Amos Siew shall retain office until the conclusion of this AGM.

The Chairman, on behalf of the Board, thanked Dato' Amos Siew for his contribution during his tenure of service and would like to put on record their appreciation to Dato' Amos Siew.

The Chairman then proceeded to the next agenda item.

**8. AGENDA ITEM 4
RE-APPOINTMENT OF AUDITORS**

The Chairman tabled agenda item 4, Ordinary Resolution 3 on the re-appointment of Messrs. Ernst & Young PLT ("EY") as Auditors of the Company to the meeting and to authorise the Directors to fix their remuneration.

The Audit Committee has done an assessment on EY and has recommended that EY be re-appointed as auditors of the Company. EY has also expressed their willingness to continue in office and consented to their re-appointment as Auditors of the Company.

The Chairman then proceeded to the next agenda item.

**9. AGENDA ITEM 5
AUTHORITY TO DIRECTORS TO ISSUE SHARES**

The Chairman tabled agenda item 5, Ordinary Resolution 4 to authorise the Directors to issue shares in the Company pursuant to Sections 75 and 76 of the Act to the meeting for consideration and approval.

He then proceeded to the next agenda item.

**10. AGENDA ITEM 6
PROPOSED RENEWAL OF AUTHORITY FOR THE PURCHASE BY SEGi
OF ITS OWN SHARES ("PROPOSED SHARE BUY-BACK")**

The Chairman tabled agenda item 6, Ordinary Resolution 5 to approve the proposed renewal of authority for the share buy-back by SEGi for up to ten percent (10%) of the issued and paid-up share capital through the Bursa Securities in accordance with the provisions of Section 127 of the Act.

The shareholders had approved the mandate at the last AGM in respect of the Proposed Shares Buy-Back. The authority to undertake the Proposed Shares Buy-Back shall, in accordance with the Listing Requirements of Bursa Securities, lapse at the conclusion of the AGM.

11. Q&A SESSION

As all resolutions have been tabled, the Chairman proceeded to the Q&A Session.

It was noted that there were no relevant questions received online from the shareholders, and the Chairman announced the commencement of the poll voting session.

12. POLLING SESSION

The Chairman called upon the Poll Administrator to guide the shareholders/proxies to cast their votes accordingly. A short video clip was on guiding the shareholders on the voting process.

Upon closure of the voting session, the Chairman informed the shareholders that the poll results will be validated by the Scrutineers and will be made available soon. A Corporate Video was on while waiting for the results to be released.

13. ANNOUNCEMENT OF POLL RESULTS

The Chairman called the meeting to order at 10.58 a.m. for the declaration of results. The Chairman informed that the poll results were verified by the Scrutineers and were now projected on the screen.

The details of the poll voting results are as follows:

| Resolutions | Title | Voted For | | Voted Against | | Total | | Result |
|-------------|--------------|-------------|-----------|---------------|---------|-------------|-----|---------|
| | | No of Units | % | No of Units | % | No of Units | % | |
| Ordinary | Resolution 1 | 839,280,811 | 99.99955 | 3,813 | 0.00045 | 839,284,624 | 100 | CARRIED |
| Ordinary | Resolution 2 | 838,878,330 | 99.95159 | 406,297 | 0.04841 | 839,284,627 | 100 | CARRIED |
| Ordinary | Resolution 3 | 839,284,616 | 100.00000 | 11 | 0.00000 | 839,284,627 | 100 | CARRIED |
| Ordinary | Resolution 4 | 839,284,601 | 100.00000 | 26 | 0.00000 | 839,284,627 | 100 | CARRIED |
| Ordinary | Resolution 5 | 839,284,614 | 100.00000 | 13 | 0.00000 | 839,284,627 | 100 | CARRIED |

Based on the poll results verified by the Scrutineers, the Chairman declared all resolutions tabled at the AGM carried.

14. CONCLUSION

There being no further business to be transacted, the Meeting concluded at 11.02 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

CHAIRMAN