



STEEL HAWK BERHAD

Registration No.: 202001043293 (1399614-A)
(Incorporated in Malaysia)

MINUTES of the First Annual General Meeting ("the Meeting" or "1st AGM") of STEEL HAWK BERHAD ("Steel Hawk" or "the Company") held at Ballroom V, Tropicana Golf & Country Club, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia, on Wednesday, 15 June 2022 at 10.00 a.m.

Present:

MEMBERS OF THE BOARD OF DIRECTORS

1. Ms Haslinda Bt Hussein
(Chairperson/ Independent Non-Executive Director)
2. Dato' Sharman Kristy A/L Michael
(Deputy Chairman/ Executive Director)
3. Datin Annie A/P V Sinniah
(Human Resource and Administration Director/ Executive Director)
4. Mr Salimi Bin Khairuddin
(Chief Executive Officer/ Executive Director)
5. Ms Bibi Rafidah Binti Mohd Amin
(Non-independent Non-executive Director)
(hereinafter collectively referred to as "the Board")

BY INVITATION

REPRESENTATIVES OF THE COMPANY

1. Mr Simon Lee Swee Ann
2. Mr Deshvinder Singh Gill A/L Akbal Singh
(hereinafter collectively referred to as "the Management")

SHAREHOLDERS, PROXIES & CORPORATE REPRESENTATIVES

As per attendance list.

INVITED GUESTS

As per attendance list.

IN ATTENDANCE

1. Ms Rebecca Kong Say Tsui (Company Secretary)
2. Ms Sophie Chuah (Assistant to Company Secretary)

Absent with apologies:

MEMBER OF THE BOARD OF DIRECTORS

1. Mr Khairul Nazri Bin Kamarudin
Chief Operating Officer (Off-Shore)/ Executive Director)

1.0 CHAIRPERSON OF THE MEETING

The Chairperson, Ms Haslinda Bt Hussein presided over the meeting.

2.0 WELCOMING ADDRESS

The Chairperson welcomed the shareholders, proxies and corporate representatives to the 1st AGM of the Company and proceeded to introduce the members of the Board and the Company Secretary.

3.0 QUORUM

As the requisite quorum was present, the Chairperson called the Meeting to order.

4.0 NOTICE OF MEETING

4.1 The notice convening the Meeting, having been advertised in the newspaper (the Star), published on the Company's Website and circulated within the prescribed period in accordance with the Company's Constitution, with the consent of the shareholders present, was taken as read.

4.2 The Chairperson advised that all resolutions set out in the Notice of the 1st AGM would be put to vote by a poll and would take place after the conclusion of the deliberations of all the businesses. She further informed that the representative from the Poll Administrator, Tricor Investor & Issuing House Services Sdn Bhd ("TIH") would brief on the voting procedures during the commencement of the voting process.

ORDINARY BUSINESS:

5.0 TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH THE DIRECTORS' AND THE AUDITORS' REPORTS THEREON

5.1 The Chairperson informed that in accordance with the provision of Section 340(1) of the Companies Act 2016 ("the Act"), the Audited Financial Statements were required to be laid before the Company's AGM and were not an item to be voted. The Audited Financial Statements for the financial year ended 31 December 2021, together with the Directors' and the Auditors' Reports thereon, were tabled to the Meeting for discussion. The Chairperson then invited questions relating to the financial statements from the floor.

5.2 There being no question asked, the Chairperson declared that the Audited Financial Statements for the financial year ended 31 December 2021 had in accordance with the Act, been properly laid and received.

6.0 ORDINARY RESOLUTION 1: TO APPROVE THE PAYMENT OF DIRECTORS' FEES UP TO RM144,100.00 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

6.1 The Chairperson proceeded with the second item of the agenda which was to approve the payment of Directors' fees up to RM144,100.00 for the financial year ended 31 December 2021.

- 6.2 There being no question raised, the Chairperson put Ordinary Resolution 1 to the Meeting for consideration.
- 7.0 **ORDINARY RESOLUTION 2: TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS OF UP TO RM276,250.00 FROM 1 JANUARY 2022 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN THE YEAR 2023**
- 7.1 The Chairperson proceeded with the third item of the agenda which was to approve the payment of Directors' fees and benefits of up to RM276,250.00 from 1 January 2022 until the conclusion of the next Annual General Meeting of the Company to be held in the year 2023.
- 7.2 There being no question raised, the Chairperson put Ordinary Resolution 2 to the Meeting for consideration.
- 8.0 **ORDINARY RESOLUTION 3: RE-ELECTION OF HASLINDA BT HUSSEIN**
- 8.1 The Chairperson informed that the Ordinary Resolution 3 was to consider her re-election. She then passed the chair to the Deputy Chairman, Dato' Sharman Kristy A/L Michael ("Dato' Sharman"), to continue with Ordinary Resolution 3.
- 8.2 Dato' Sharman proceeded with the re-election of Ms Haslinda Bt Hussein, who retired pursuant to Clause 76(2) of the Company's Constitution and who being eligible, had offered herself for re-election as a Director of the Company.
- 8.3 There being no question raised, Dato' Sharman put Ordinary Resolution 3 to the Meeting for consideration.
- 8.4 Dato' Sharman then handed the chair back to the Chairperson for her to conduct the rest of the proceedings.
- 9.0 **ORDINARY RESOLUTION 4: RE-ELECTION OF DATO' SHARMAN KRISTY A/L MICHAEL**
- 9.1 The Meeting then proceeded with the re-election of Dato' Sharman, who retired pursuant to Clause 76(2) of the Company's Constitution and who being eligible, had offered himself for re-election as a Director of the Company.
- 9.2 There being no question raised, the Chairperson put Ordinary Resolution 4 to the Meeting for consideration.
- 10.0 **ORDINARY RESOLUTION 5: RE-ELECTION OF DATIN ANNIE A/P V SINNI AH**
- 10.1 The Meeting proceeded with the re-election of Datin Annie A/P V Sinniah, who retired pursuant to Clause 76(2) of the Company's Constitution and who being eligible, had offered herself for re-election as a Director of the Company.
- 10.2 There being no question raised, the Chairperson put Ordinary Resolution 5 to the Meeting for consideration.
- 11.0 **ORDINARY RESOLUTION 6: RE-ELECTION OF KHAIRUL NAZRI BIN KAMARUDIN**

- 11.1 The Meeting then proceeded with the re-election of Mr Khairul Nazri Bin Kamarudin, who retired pursuant to Clause 76(2) of the Company's Constitution and who being eligible, had offered himself for re-election as a Director of the Company.
- 11.2 There being no question raised, the Chairperson put Ordinary Resolution 6 to the Meeting for consideration.
- 12.0 **ORDINARY RESOLUTION 7: RE-ELECTION OF SALIMI BIN KHAIRUDDIN**
- 12.1 The Meeting proceeded with the re-election of Mr Salimi Bin Khairuddin, who retired pursuant to Clause 76(2) of the Company's Constitution and who being eligible, had offered himself for re-election as a Director of the Company.
- 12.2 There being no question raised, the Chairperson put Ordinary Resolution 7 to the Meeting for consideration.
- 13.0 **ORDINARY RESOLUTION 8: RE-ELECTION OF BIBI RAFIDAH BINTI MOHD AMIN**
- 13.1 The Meeting then proceeded with the re-election of Ms Bibi Rafidah Binti Mohd Amin, who retired pursuant to Clause 76(2) of the Company's Constitution and who being eligible, had offered herself for re-election as a Director of the Company.
- 13.2 There being no question raised, the Chairperson put Ordinary Resolution 8 to the Meeting for consideration.
- 14.0 **ORDINARY RESOLUTION 9: TO DECLARE A FINAL SINGLE TIER DIVIDEND OF 0.39 SEN PER ORDINARY SHARE IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2021**
- 14.1 The Chairperson then proceeded with the next agenda which was to declare a final single tier dividend of 0.39 sen per ordinary share in respect of the financial year ended 31 December 2021.
- 14.2 There being no question raised, the Chairperson then put the motion "THAT the payment of the final single tier dividend of 0.39 sen per ordinary share in respect of the financial year ended 31 December 2021 be declared to all the registered shareholders of the Company as at 16 June 2022 AND THAT such dividend be payable on 23 June 2022 be approved" to the Meeting for consideration.
- 15.0 **ORDINARY RESOLUTION 10: TO RE-APPOINT KPMG PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**
- 15.1 The motion for the re-appointment of KPMG PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration were tabled.
- 15.2 There being no question raised, the Chairperson put Ordinary Resolution 10 to the Meeting for consideration.

SPECIAL BUSINESS:

16.0 ORDINARY RESOLUTION 11: AUTHORITY TO ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("THE ACT")

16.1 The Meeting then proceeded with the next item on the agenda pertaining to the mandate to be given to the Board to allot and issue new ordinary shares pursuant to Section 75 and Section 76 of the Act. The Chairperson informed that the motion contained in the Notice of the 1st AGM having been circulated, was taken as read.

16.2 The Chairperson informed that the Company does not have any plans to issue any shares. She explained that the Board was merely seeking a mandate for issuance of new shares or convertible securities in the Company to facilitate possible fund raising exercise for the purpose of funding current or future investment projects, working capital, acquisition, repayment of bank borrowings, as settlement of purchase consideration or such other applications should an opportunity arises.

16.3 There being no question raised, the Chairperson put Ordinary Resolution 11 to the Meeting for consideration.

17.0 ANY OTHER BUSINESS

The Chairperson informed that there was no other notice had been received to transact any other business of the Company.

18.0 QUESTIONS AND ANSWER ("Q&A") SESSION

Before moving to the voting session, the Chairperson declared the commencement of the Q&A session and passed the floor to Dato' Sharman to address the questions from the shareholders and proxies. The questions raised and answers provided were listed in the **Appendix 1** attached.

19.0 VOTING SESSION

19.1 The Meeting then proceeded with the poll voting. The Poll Administrator from TIIH briefed the shareholders and proxies the procedures on the conduct of poll voting.

19.2 Upon completion of the casting of votes by the shareholders and proxies, the Meeting was adjourned at 10.25 a.m. to allow the scrutineer to verify the votes cast.

20.0 ANNOUNCEMENT OF POLL RESULTS

The Meeting was reconvened at 10.32 a.m. and the Chairperson called the Meeting to order for the announcement of poll results. The Chairperson informed that the Scrutineers had verified the poll results, a copy of the poll results is attached herewith as **Appendix 2**. The Chairperson then declared Ordinary Resolutions 1 to 11 tabled at the 1st AGM were carried. **IT WAS RESOLVED:-**

ORDINARY RESOLUTION 1:
TO APPROVE THE PAYMENT OF DIRECTORS' FEES UP TO RM144,100.00 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

THAT the payment of Directors' fees up to RM144,100.00 for the financial year ended 31 December 2021, be and is hereby approved.

ORDINARY RESOLUTION 2:
TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS OF UP TO RM276,250.00 FROM 1 JANUARY 2022 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN THE YEAR 2023

THAT the payment of Directors' fees and benefits of up to RM276,250.00 from 1 January 2022 until the conclusion of the next Annual General Meeting of the Company to be held in the year 2023, be and is hereby approved.

ORDINARY RESOLUTION 3:
RE-ELECTION OF HASLINDA BT HUSSEIN

THAT HASLINDA BT HUSSEIN retiring by rotation pursuant to Clause 76(2) of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company.

ORDINARY RESOLUTION 4:
RE-ELECTION OF DATO' SHARMAN KRISTY A/L MICHAEL

THAT DATO' SHARMAN KRISTY A/L MICHAEL retiring by rotation pursuant to Clause 76(2) of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company.

ORDINARY RESOLUTION 5:
RE-ELECTION OF DATIN ANNIE A/P V SINNI AH

THAT DATIN ANNIE A/P V SINNI AH retiring by rotation pursuant to Clause 76(2) of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company.

ORDINARY RESOLUTION 6:
RE-ELECTION OF KHAIRUL NAZRI BIN KAMARUDIN

THAT KHAIRUL NAZRI BIN KAMARUDIN retiring by rotation pursuant to Clause 76(2) of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company.

ORDINARY RESOLUTION 7:
RE-ELECTION OF SALIMI BIN KHAIRUDDIN

THAT SALIMI BIN KHAIRUDDIN retiring by rotation pursuant to Clause 76(2) of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company.

**ORDINARY RESOLUTION 8:
RE-ELECTION OF BIBI RAFIDAH BINTI MOHD AMIN**

THAT BIBI RAFIDAH BINTI MOHD AMIN retiring by rotation pursuant to Clause 76(2) of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company.

**ORDINARY RESOLUTION 9:
TO DECLARE A FINAL SINGLE TIER DIVIDEND OF 0.39 SEN PER
ORDINARY SHARE IN RESPECT OF THE FINANCIAL YEAR ENDED 31
DECEMBER 2021**

THAT the declaration of a final single tier dividend of 0.39 sen per ordinary share in respect of the financial year ended 31 December 2021 to be paid out of the profits of the Company to the shareholders of the Company whose shares transferred into the Depositor's Securities Account before 4.30 p.m. on 16 June 2022 in respect of transfers and/or shares bought on the Bursa Malaysia Securities Berhad ("Bursa Malaysia") on a cum entitlement basis according to the Rules of the Bursa Malaysia, be approved for payment on 23 June 2022 AND THAT the dividend declared shall be exempted from income tax under Paragraph 12B of Schedule 6 to the Income Tax Act, 1967.

**ORDINARY RESOLUTION 10:
TO RE-APPOINT KPMG PLT AS AUDITORS OF THE COMPANY AND TO
AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

THAT KPMG PLT be hereby re-appointed as Auditors of the Company and the Board of Directors of the Company be and are hereby authorised to fix the Auditors' remuneration.

**ORDINARY RESOLUTION 11:
AUTHORITY TO ISSUE NEW ORDINARY SHARES PURSUANT TO
SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("THE ACT")**

THAT pursuant to Sections 75 and 76 of the Act, Rule 5.04 of LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the Constitution of the Company and subject to the approvals from Bursa Securities and other relevant government/regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered to issue and allot shares or convertible securities in the capital of the Company from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares or convertible securities to be issued must be not more than 100% of the total number of issued shares, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of the issued shares of the Company for the time being ("Proposed General Mandate").

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

- a. the conclusion of the next Annual General Meeting ("AGM") of the Company held after the approval was given;

- b. the expiration of the period within which the next AGM 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 of the Company,

whichever is the earlier.

THAT the Directors of the Company be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new shares or convertible securities on the LEAP Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General 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 General Mandate.

21.0 **CLOSURE OF MEETING**

There being no other matters, the Chairperson thanked all present for their participation in the Meeting and declared the Meeting closed at 10.33 a.m.

Signed as correct record



CHAIRPERSON
Date: 13 July 2022