



**STEEL HAWK BERHAD**

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

MINUTES of the Third Annual General Meeting ("the Meeting" or "3<sup>rd</sup> AGM") of STEEL HAWK BERHAD ("Steel Hawk" or "the Company") held at Greens III Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor, Malaysia, on Tuesday, 25 June 2024 at 10.00 a.m.

Present: **MEMBERS OF THE BOARD OF DIRECTORS**

1. Tan Sri Acryl Sani Bin Hj. Abdullah Sani  
(Independent Non-Executive Chairman)
2. Dato' Sharman Kristy A/L Michael  
(Deputy Chairman/ Executive Director)
3. Mr Salimi Bin Khairuddin  
(Executive Director/ Chief Executive Officer)
4. Ms Haslinda Binti Hussein  
(Independent Non-Executive Director)
5. Y.M Tengku Saifan Rafhan Bin Tengku Putra  
(Independent Non-Executive Director)
6. Ms Zariner Binti Ismail  
(Independent Non-Executive Director)

In attendance: **REPRESENTATIVES OF THE COMPANY**

1. Ms Vinthra A/P Vijayakumar (Chief Financial Officer)
2. Mr Sathya Muniandy Indran A/L Indran (Head of Finance)

**REPRESENTATIVE OF UOB KAY HIAN SECURITIES (M) SDN. BHD., THE PRINCIPAL ADVISER**

1. Mr James Kan
2. Mr Hargobind Singh
3. Ms Cheryl Yoong

**REPRESENTATIVES OF KPMG PLT, THE EXTERNAL AUDITORS**

1. Mr Vengadesh A/L Jogarajah
2. Ms Chan Zhen Ni

**REPRESENTATIVES OF TRICOR CORPORATE SERVICES SDN. BHD., THE COMPANY SECRETARY**

1. Ms Tan Lai Hong (Company Secretary)
2. Ms Yap Siek Lee (Company Secretary)
3. Ms Sophie Chuah (Assistant to Company Secretary)

**SHAREHOLDERS, PROXIES & CORPORATE REPRESENTATIVES**

As per attendance list.

**1.0 CHAIRMAN OF THE MEETING**

The Chairman, Tan Sri Acryl Sani Bin Hj. Abdullah Sani presided over the meeting at 10.00 a.m.

**2.0 WELCOMING ADDRESS**

The Chairman welcomed all shareholders, proxies and corporate representatives to the 3<sup>rd</sup> AGM of the Company and proceeded to introduce the Board of Directors and the Company Secretary.

**3.0 QUORUM**

As the requisite quorum was present, the Chairman 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 Chairman advised that all resolutions set out in the Notice of the 3<sup>rd</sup> AGM would be put to vote by way of poll and would take place after the conclusion of the deliberations of all the businesses. He 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 2023 TOGETHER WITH THE DIRECTORS' AND THE AUDITORS' REPORTS THEREON**

5.1 The Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors' and the Auditors' Reports thereon ("AFS 2023"), having been circulated to all shareholders of the Company within the prescribed period, were tabled to the Meeting.

5.2 The Chairman informed that the AFS 2023 would not be putting forward for voting as it was meant for discussion only and did not require a formal approval of the shareholders.

5.3 The Chairman invited questions relating to the AFS 2023 from the floor.

5.4 There being no questions asked, the Chairman declared that the AFS 2023 had in accordance with the Companies Act 2016 ("the Act"), been properly laid and received.

**6.0 ORDINARY RESOLUTION 1: TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS OF UP TO RM577,530.00 FROM 26 JUNE 2024 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY TO BE HELD IN THE YEAR 2025**

6.1 The Chairman proceeded with the next agenda item, which was to approve the payment of Directors' fees and benefits of up to RM577,530.00 from 26 June 2024 until the conclusion of the next AGM of the Company to be held in the year 2025.

- 6.2 The Chairman invited questions relating to the aforementioned Directors' fees and benefits from the floor.
- 6.3 There being no questions asked, the Chairman put Ordinary Resolution 1 to the Meeting for consideration.
- 7.0 **ORDINARY RESOLUTION 2: TO RE-ELECT HASLINDA BT HUSSEIN, WHO RETIRES PURSUANT TO CLAUSE 76(3) OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HERSELF FOR RE-ELECTION**
- 7.1 The Chairman proceeded with the next agenda item, which was to re-elect Haslinda Bt Hussein, who retires pursuant to Clause 76(3) of the Company's Constitution and who being eligible, has offered herself for re-election as a Director of the Company.
- 7.2 The Chairman advised the shareholders to raise their questions, if any.
- 7.3 There being no questions asked, the Chairman put Ordinary Resolution 2 to the Meeting for consideration.
- 8.0 **ORDINARY RESOLUTION 3: TO RE-ELECT TAN SRI ACRYL SANI BIN HJ. ABDULLAH SANI, WHO RETIRES PURSUANT TO CLAUSE 78 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**
- 8.1 The Chairman informed that the Ordinary Resolution 3 was to consider his re-election as Director of the Company. He 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 Tan Sri Acryl Sani Bin Hj. Abdullah Sani, who retires pursuant to Clause 78 of the Company's Constitution and who being eligible, has offered himself for re-election as a Director of the Company.
- 8.3 Dato' Sharman advised the shareholders to raise their questions, if any.
- 8.4 There being no question raised, Dato' Sharman put Ordinary Resolution 3 to the Meeting for consideration.
- 8.5 Dato' Sharman then handed the chair back to the Chairman, Tan Sri Acryl Sani Bin Hj. Abdullah Sani for him to conduct the rest of the proceedings.
- 9.0 **ORDINARY RESOLUTION 4: TO RE-ELECT Y.M TENGKU SAIFAN RAFHAN BIN TENGKU PUTRA, WHO RETIRES BY ROTATION PURSUANT TO CLAUSE 78 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAVE OFFERED HIMSELF FOR RE-ELECTION**
- 9.1 The Chairman proceeded with the next agenda item, which was to consider Ordinary Resolution 4 on the re-election of Y.M Tengku Saifan Rafhan Bin Tengku Putra, who retires pursuant to Clause 78 of the Company's Constitution and who being eligible, had offered himself for re-election as a Director of the Company.
- 9.2 The Chairman advised the shareholders to raise their questions, if any.
- 9.3 There being no questions asked, the Chairman put Ordinary Resolution 4 to the Meeting for consideration.

**10.0 ORDINARY RESOLUTION 5: TO RE-ELECT ZARINER BINTI ISMAIL, WHO RETIRES BY ROTATION PURSUANT TO CLAUSE 78 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAVE OFFERED HERSELF FOR RE-ELECTION**

10.1 The Chairman proceeded with Ordinary Resolution 5, which was to consider the re-election of Zariner Binti Ismail, who retires pursuant to Clause 78 of the Company's Constitution and who being eligible, had offered herself for re-election as a Director of the Company.

10.2 The Chairman advised the shareholders to raise their questions, if any.

10.3 There being no questions asked, the Chairman put Ordinary Resolution 5 to the Meeting for consideration.

**11.0 ORDINARY RESOLUTION 6: TO RE-APPOINT KPMG PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

11.1 The Chairman proceeded with the next agenda item, which was to consider Ordinary Resolution 6 on the re-appointment of KPMG PLT as the Auditors of the Company until the conclusion of the next AGM and to authorise the Board to fix their remuneration.

11.2 The Chairman advised the shareholders to raise their questions, if any.

11.3 There being no questions asked, the Chairman put Ordinary Resolution 6 to the Meeting for consideration.

**Special Business**

**12.0 ORDINARY RESOLUTION 7: AUTHORITY TO ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("THE ACT")**

12.1 The Chairman proceeded with the next agenda item pertaining to the mandate to be given to the Board of Directors to allot and issue new ordinary shares pursuant to Sections 75 and 76 of the Act. The full text of the Ordinary Resolution 7 as set out in the Notice of the Meeting dated 27 May 2024 having been circulated, was taken as read.

12.2 The Chairman advised the shareholders to raise their questions, if any.

12.3 There being no questions asked, the Chairman put Ordinary Resolution 7 to the Meeting for consideration.

**13.0 TO TRANSACT ANY OTHER BUSINESS OF WHICH DUE NOTICE SHALL HAVE BEEN GIVEN IN ACCORDANCE WITH THE ACT AND THE CONSTITUTION OF THE COMPANY**

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

**14.0 VOTING SESSION**

14.1 The Chairman informed the shareholders, proxies and corporate representatives to cast their votes on the polling slip provided.

14.2 The Chairman declared the closure of the voting session and adjournment of the Meeting at 10.11 a.m. for the tabulation of votes by TIIH.

**15.0 ANNOUNCEMENT OF POLL RESULTS**

- 15.1 The Meeting was reconvened at 10.13 a.m. With a quorum present, the Chairman called the Meeting to order for the announcement of poll results. The poll results were announced, a copy of which was annexed as **Appendix A** and formed part of these minutes.
- 15.2 The Chairman declared that Ordinary Resolutions 1 to 7 tabled at the 3<sup>rd</sup> AGM of the Company were carried. **IT WAS HEREBY RESOLVED:-**

**ORDINARY RESOLUTION 1: TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS OF UP TO RM577,530.00 FROM 26 JUNE 2024 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY TO BE HELD IN THE YEAR 2025**

THAT the payment of Directors' fees and benefits of up to RM577,530.00 for the period from 26 June 2024 until the conclusion of the next AGM of the Company to be held in 2025 be hereby approved.

**ORDINARY RESOLUTION 2: TO RE-ELECT HASLINDA BT HUSSEIN, WHO RETIRES PURSUANT TO CLAUSE 76(3) OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HERSELF FOR RE-ELECTION**

THAT HASLINDA BT HUSSEIN retiring by rotation pursuant to Clause 76(3) of the Company's Constitution and being eligible, be re-elected as Director of the Company.

**ORDINARY RESOLUTION 3: TO RE-ELECT TAN SRI ACRYL SANI BIN HJ. ABDULLAH SANI, WHO RETIRES PURSUANT TO CLAUSE 78 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**

THAT TAN SRI ACRYL SANI BIN HJ. ABDULLAH SANI retiring pursuant to Clause 78 of the Company's Constitution and being eligible, be re-elected as Director of the Company.

**ORDINARY RESOLUTION 4: TO RE-ELECT Y.M TENGKU SAIFAN RAFHAN BIN TENGKU PUTRA, WHO RETIRES BY ROTATION PURSUANT TO CLAUSE 78 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAVE OFFERED HIMSELF FOR RE-ELECTION**

THAT Y.M TENGKU SAIFAN RAFHAN BIN TENGKU PUTRA retiring pursuant to Clause 78 of the Company's Constitution and being eligible, be re-elected as Director of the Company.

**ORDINARY RESOLUTION 5: TO RE-ELECT ZARINER BINTI ISMAIL, WHO RETIRES BY ROTATION PURSUANT TO CLAUSE 78 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAVE OFFERED HERSELF FOR RE-ELECTION**

THAT ZARINER BINTI ISMAIL retiring pursuant to Clause 78 of the Company's Constitution and being eligible, be re-elected as Director of the Company.

**ORDINARY RESOLUTION 6: 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 until the conclusion of the next Annual General Meeting and the Board of Directors be and is hereby authorised to determine their remuneration.

**ORDINARY RESOLUTION 7: 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.

**16.0 CLOSURE OF MEETING**

There being no other business, the Chairman thanked all present for their participation in the Meeting and declared the Meeting closed at 10.15 a.m.

Signed as correct record



CHAIRMAN

Date: 2-8-2024