

MUHIBBAH ENGINEERING (M) BHD
Registration No.: 197201001137 (12737-K)
(Incorporated in Malaysia)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF THE COMPANY (“MEB”) HELD FULLY VIRTUAL VIA THE REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”) PROVIDED BY TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD VIA THE TIH ONLINE WEBSITE AT [HTTPS://TIH.ONLINE](https://tih.online), ON WEDNESDAY, 22 JUNE 2022 AT 4.00 P.M.

PRESENT : As per the Attendance List

EGM/1 PRELIMINARY

Dato’ Mohamad Kamarudin Bin Hassan (“**Dato’ Kamarudin**” or “the **Chairman**”), the Director of the Company took the Chair and he welcomed everyone to the Meeting. The Chairman then introduced the Board members to everyone and informed that the Company Secretary from Boardroom Corporate Services Sdn Bhd, the Principal Adviser from T.A Securities Holdings Berhad, the representatives of Messrs. Olivia Lim & Co and the Scrutineers were also in the Meeting.

The Chairman highlighted that the fully virtual Extraordinary General Meeting (“**EGM**”) held through the online platform was in accordance with Section 327 of the Companies Act 2016 (“**CA 2016**”) and the Company’s Constitution.

The Chairman requested the shareholders to raise questions that are kept strictly to the agenda as specified in the notice of the meeting, and that recording of any form on today’s Meeting was prohibited.

Before proceeding with the Agenda, the Chairman informed the shareholders that Ordinary Resolution 3 and Ordinary Resolution 6 of this Extraordinary General Meeting (“**EGM**”) will be withdrawn and will not be put forth for voting. The Chairman explained that, for Ordinary Resolution 3, Mr. Ooi Sen Eng ceased to be a director of MEB following his retirement after the conclusion of Forty-Ninth (“49th”) Annual General Meeting (“**AGM**”) of the Company held earlier. As for Ordinary Resolution 6, Encik Mazlan Bin Abdul Hamid as the Non-Executive Director of MEB is not entitled for the Employees’ Share Issuance Scheme (“**SIS**”) of MEB as he is not an executive employee in MEB Level.

EGM/2 QUORUM

With the requisite quorum being present pursuant to Article 63 of the Company's Constitution, the Chairman declared the Meeting duly convened at 4.00 p.m. Based on the Poll Administrator Report, the shareholders of 345,018,575 shares have lodged their proxies within the stipulated time and the holders of 328,270,975 shares have appointed the Chairman of the meeting to be their proxy.

EGM/3 NOTICE OF MEETING

The Notice of Meeting having been circulated to shareholders and published in “The Star” newspaper on 7 June 2022 was taken as read. Only members whose names appeared in the Record of Depositors on 15 June 2022 were eligible to attend the meeting.

EGM/4 POLLING AND VOTING PROCEDURES

The Chairman informed the shareholders that in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in the Notice of the Meeting shall be put to vote by poll.

The Chairman added that the Company has appointed Tricor Investor & Issuing House Services Sdn Bhd (“**Tricor**”) as the Poll Administrator to conduct the e-polling exercise and Coopers Professional Scrutineers Sdn Bhd as the Scrutineer to verify the poll result.

Tricor proceeded to present a video briefing on the voting procedures to the shareholders. The Chairman announced that the voting session has commenced since 4.00 p.m. today and will be closed at a later time to be informed by the Chairman.

EGM/5 MINORITY SHAREHOLDERS WATCH GROUP QUESTION AND ANSWER

The Chairman informed the Meeting that the Company have received a written question from the Minority Shareholders Watch Group (“**MSWG**”) before the Meeting.

In response to the question raised by MSWG, the Chairman informed the Meeting that the Company had released an announcement at Bursa Malaysia yesterday to withdraw the voting of Ordinary Resolution 6. Encik Mazlan Bin Abdul Hamid as the Non-Executive Director of MEB is not entitled for the SIS of MEB as he is not an executive employee at MEB Company Level.

ORDINARY BUSINESS

EGM/6 PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES’ SHARE ISSUANCE SCHEME OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN MEB (EXCLUDING TREASURY SHARES) AT ANY ONE TIME DURING THE DURATION OF THE EMPLOYEES’ SHARE ISSUANCE SCHEME (“PROPOSED SIS”) (AGENDA 1)

The Chairman informed the Meeting that this Agenda was to approve the proposed establishment of employees’ share issuance scheme and it shall be put

forth for voting.

The Chairman welcomed the shareholders and proxies to send in their questions and the Board shall respond to the relevant questions under the Question & Answer (“Q&A”) session.

The Chairman then put the motion to vote by poll later.

EGM/7 PROPOSED GRANTING OF SIS OPTIONS AND SGP AWARDS TO MAC NGAN BOON @ MAC YIN BOON (AGENDA 2)

The Chairman informed the Meeting that this Agenda was to approve the proposed granting of SIS Options and SGP awards to Mr. Mac Ngan Boon @ Mac Yin Boon and it shall be put forth for voting.

EGM/8 PROPOSED GRANTING OF SIS OPTIONS AND SGP AWARDS TO OOI SEN ENG (AGENDA 3)

As mentioned earlier, Agenda 3 to approve the Proposed granting of SIS Options and SGP awards to Mr. Ooi Sen Eng will not put forth for voting and the Chairman proceeded with the next item of agenda.

EGM/8 PROPOSED GRANTING OF SIS OPTIONS AND SGP AWARDS TO MAC CHUNG JIN (AGENDA 4)

The Chairman informed the Meeting that this Agenda was to approve the proposed granting of SIS Options and SGP awards to Mr. Mac Chung Jin and it shall be put forth for voting.

EGM/9 PROPOSED GRANTING OF SIS OPTIONS AND SGP AWARDS TO LEE POH KWEE (AGENDA 5)

The Chairman informed the Meeting that this Agenda was to approve the proposed granting of SIS Options and SGP awards to Ms. Lee Poh Kwee and it shall be put forth for voting.

EGM/10 PROPOSED GRANTING OF SIS OPTIONS AND SGP AWARDS TO MAZLAN BIN ABDUL HAMID (AGENDA 6)

The Chairman informed the Meeting that Agenda 6 which was to approve the Proposed granting of SIS Options and SGP awards to Encik Mazlan Bon Abdul Hamid will not put forth for voting. The announcement on the withdrawal of Agenda 6 has been released to the Bursa Malaysia Securities Berhad on 21 June 2022.

EGM/11 QUESTIONS AND ANSWERS SESSION

There being no questions from the shareholders and proxies, the meeting proceeded for the shareholders and proxies to cast their votes.

EGM/12 POLLING PROCESS

The Chairman declared the closure of the agenda and the Q&A session.

The Chairman adjourned the EGM for approximately 30 minutes for the voting and polling process.

EGM/13 ANNOUCEMENT OF POLL RESULT

The EGM was re-convened and the Chairman called the meeting to order for the declaration of the result. The Chairman informed the shareholders that the Scrutineer had verified the poll voting result and that the poll voting result were as projected on the screen. The poll voting results is attached herewith as "Appendix A".

Based on the poll result verified by the Scrutineers, the Chairman announced that save and except for Ordinary Resolutions 3 and 6 which have been withdrawn, the resolutions tabled at the EGM of the Company had been duly carried.

Therefore, it was **RESOLVED:-**

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE ISSUANCE SCHEME OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN MEB (EXCLUDING TREASURY SHARES) AT ANY ONE TIME DURING THE DURATION OF THE EMPLOYEES' SHARE ISSUANCE SCHEME ("PROPOSED SIS")

"THAT subject to and conditional upon the provisions under the Companies Act 2016 and approvals of the relevant authorities being obtained for the Proposed SIS, approval be and is hereby given to the Board of Directors of the Company ("Board") to:

(a) establish and administer a new Proposed SIS, which comprises an employees' share option scheme ("ESOS") and a share grant plan ("SGP"), for the benefit of the eligible Directors of the Company who is involved in the execution of strategic and operational decisions of the Company and/ or its subsidiaries (excluding dormant subsidiaries) ("Group") and employees of the Group as defined in the by-laws of the Proposed SIS ("By-Laws") ("Eligible Persons"), the salient terms of which are described in Section 2 of the circular to shareholders dated 7 June 2022 ("Circular") and in accordance with the provisions of the By-

Laws as set out in Appendix I of the Circular, under which options (“SIS Options”) may be granted to the Eligible Persons giving the right to subscribe for new ordinary shares in the Company (“Shares”) and awards under the SGP (“SGP Awards”) may be made to Eligible Persons and to give full effect to the Proposed SIS with full power to assent to any modification or amendment as may be made or required by the relevant authorities or as the Board may in their absolute discretion deem fit, including any revision to the allocations of the Proposed SIS to the Eligible Persons;

ORDINARY RESOLUTION 2

PROPOSED GRANTING OF SIS OPTIONS AND SGP AWARDS TO MAC NGAN BOON @ MAC YIN BOON

“**THAT** contingent upon the passing of Ordinary Resolution 1 above, and subject to the approval and in compliance with any conditions as may be imposed by the relevant authorities, the Company hereby authorises, at any time and from time to time during the existence of the Proposed SIS, to offer and to grant to Mac Ngan Boon @ Mac Yin Boon, the Group Managing Director of the Company, options to subscribe for new Shares as well as SGP Awards and if such options are accepted and exercised, to allot and issue such number of new Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws as set out in **Appendix I** of the Circular, provided that:

(a) not more than 80% of the new Shares which are available under the Proposed SIS shall be allotted, in aggregate, to the eligible Directors and senior management of the Group; and

(b) not more than 10% of the total new Shares which are available under the Proposed SIS shall be allotted to Mac Ngan Boon @ Mac Yin Boon, as long as Mac Ngan Boon @ Mac Yin Boon either singly or collectively through persons connected to him, as defined in the Main Market Listing Requirements of Bursa Securities (“Listing Requirements”), holds 20% or more of the total number of issued shares in the Company (excluding treasury shares),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF SIS OPTIONS AND SGP AWARDS TO OOI SEN ENG

The Ordinary Resolution 3 was withdrawn.

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF SIS OPTIONS AND SGP AWARDS TO MAC CHUNG JIN

“**THAT** contingent upon the passing of Ordinary Resolution 1 above, and subject

to the approval and in compliance with any conditions as may be imposed by the relevant authorities, the Company hereby authorises, at any time and from time to time during the existence of the Proposed SIS, to offer and to grant to Mac Chung Jin, the Executive Director/ Deputy Chief Executive Officer of the Company, options to subscribe for new Shares as well as SGP Awards and if such options are accepted and exercised, to allot and issue such number of new Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws as set out in Appendix I of the Circular, provided that:

(a) not more than 80% of the new Shares which are available under the Proposed SIS shall be allotted, in aggregate, to the eligible Directors and senior management of the Group; and

(b) not more than 10% of the total new Shares which are available under the Proposed SIS shall be allotted to Mac Chung Jin, as long as Mac Chung Jin either singly or collectively through persons connected to him, as defined in the Listing Requirements, holds 20% or more of the total number of issued shares in the Company (excluding treasury shares),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF SIS OPTIONS AND SGP AWARDS TO LEE POH KWEE

“**THAT** contingent upon the passing of Ordinary Resolution 1 above, and subject to the approval and in compliance with any conditions as may be imposed by the relevant authorities, the Company hereby authorises, at any time and from time to time during the existence of the Proposed SIS, to offer and to grant to Lee Poh Kwee, the Group Finance Director of the Company, options to subscribe for new Shares as well as SGP Awards and if such options are accepted and exercised, to allot and issue such number of new Shares as may be required to be issued to her under the Proposed SIS, in accordance with the provisions of the By-Laws as set out in Appendix I of the Circular, provided that not more than 80% of the new Shares which are available under the Proposed SIS shall be allotted, in aggregate, to the eligible Directors and senior management of the Group, subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF SIS OPTIONS AND SGP AWARDS TO MAZLAN BIN ABDUL HAMID

The Ordinary Resolution 6 was withdrawn.

EGM/14 CONCLUSION

There being no further business, the Chairman declared the Meeting closed at 5.00 p.m. and thanked all present at the Meeting.

**SIGNED AS A CORRECT RECORD
OF THE PROCEEDING THEREAT**

CHAIRMAN