

MERCURY INDUSTRIES BERHAD
Registration No. 198201008273 (105550-K)
(Incorporated in Malaysia)

Minutes of the Fully Virtual Thirty-Eighth Annual General Meeting of the Company held via the meeting online platform GoToWebinar on Tuesday, 1 June 2021 at 10.00 a.m.

PRESENT REMOTELY VIA ONLINE PARTICIPTION

Board of Directors:	Encik Fazrin Azwar Bin Dato' Md. Nor (<i>Chairman/Senior Independent Non-Executive Director</i>) Dato' Tiong Kwing Hee (<i>Managing Director</i>) Mr Koo Hoong Kwan (<i>Independent Non-Executive Director</i>) Dato' Ting Heng Peng (<i>Independent Non-Executive Director</i>)
Company Secretary:	Ms Tan Fong Shian
Auditors:	Mr Desmond Tan (<i>Grant Thornton Malaysia PLT</i>) Ms Lim Chooi Ling (<i>Grant Thornton Malaysia PLT</i>) Mr Wong Chen Yong (<i>Grant Thornton Malaysia PLT</i>)
Management:	Mr Lau How Chai (<i>Financial Controller</i>)
Shareholders/Corporate Representatives/Proxies:	As per Summary of Attendance via Remote Participation and Electronic Voting ("RPV") facilities

1. **INTRODUCTION AND QUORUM**

Encik Fazrin Azwar Bin Dato' Md. Nor, the Chairman of the Board of Directors of the Company, extended a warm welcome to everyone present at the Company's first fully virtual Thirty-Eighth Annual General Meeting ("Meeting" or "AGM") convened and held for the purpose of considering the business of the Company as set out in the Notice of AGM to shareholders dated 29 April 2021.

The Chairman informed the meeting that this online meeting was being held in line with the requirements of Securities Commission of Malaysia, i.e. only fully virtual AGM is allowed during Full Movement Control Order which was announced by the Government of Malaysia on 28 May 2021 and effective from 1 June 2021. The online meeting was also necessary for the safety and health of the shareholders, employees and Directors during the COVID-19 pandemic.

The Chairman of the Meeting then introduced the Directors, the Company Secretary and the representatives of the external auditors, Grant Thornton Malaysia PLT, all whom joined the Meeting remotely from their respective locations.

Upon receiving confirmation on the presence of a quorum from the Company Secretary, the Chairman duly called the Meeting to order.

2. **SHAREHOLDERS' RIGHTS AS TO VOTING**

The Chairman informed that he would exercise his right as the Chairman of the Meeting to demand for a poll in accordance with Clause 93 of the Company's Constitution in respect of all resolutions which would be put to vote at the Meeting.

The meeting was informed that the Company had appointed Mega Corporate Services Sdn Bhd as the Poll Administrator to conduct the polling process and Cygnus IT Solutions PLT as the Scrutineers to verify the poll results. The polling process for all the resolutions would be conducted upon the completion of the deliberation of all items to be transacted at the AGM.

For the information of the shareholders who attended through live streaming, the Chairman guided them on where to post their questions at the question pane and how to locate the Digital Ballot Form (“DBF”) for the voting link. The Chairman then announced the opening of the voting session and called the Meeting to order.

3. **NOTICE**

There being no objection, the Notice convening the Meeting, having been circulated earlier to all the shareholders of the Company within the prescribed notice period, was taken as read.

The Chairman informed that in order to facilitate the orderly conduct of the Meeting, the question and answer (“Q&A”) session would be held after the Meeting had procedurally moved each motion.

4. **AUDITED FINANCIAL STATEMENTS AND REPORTS**

The Audited Financial Statements (“AFS”) for the year ended 31 December 2020 (“FYE2020”) together with the Directors’ and Auditors’ Reports, having been circulated to all the members of the Company within the statutory period, were laid before the Meeting.

The Chairman explained that in accordance with Section 340(1)(a) of the Companies Act 2016, the AFS for FYE2020 were tabled for adoption only, and would not be put forward for voting and any questions on the AFS could be posted at the Q & A session. The Chairman then declared that the AFS for FYE2020 to be duly received and adopted.

5. **ORDINARY RESOLUTION 1
DIRECTORS’ FEES**

The Chairman proceeded to the next item on the Agenda and informed the Meeting that there would be a total of 10 resolutions to be passed at the Meeting and each must be separately considered and voted by poll.

Shareholders’ approval was sought on the following Ordinary Resolution 1:-

“THAT the payment of Directors’ Fees amounting to RM60,000.00 for FYE2020 be and is hereby approved.”

6. **ORDINARY RESOLUTION 2
DIRECTORS’ ALLOWANCES AND BENEFITS**

Shareholders’ approval was sought for the payment of Directors’ allowances and benefits under Ordinary Resolution 2 as follows:-

“THAT the payment of Directors’ allowances and benefits up to RM30,000.00 for the period from 28 May 2021 until the conclusion of the next of AGM of the Company be and is hereby approved.”

7. **ORDINARY RESOLUTION 3**
RE-ELECTION OF MR KOO HOONG KWAN

Shareholders’ approval was sought for the re-election of Mr Koo Hoong Kwan under Ordinary Resolution 3 as follows:-

“THAT Mr Koo Hoong Kwan, the Director who is retiring by rotation pursuant to Clause 110 of the Company’s Constitution and being eligible, be and is hereby re-elected to the Board.”

8. **ORDINARY RESOLUTION 4**
RE-ELECTION OF DATO’ TING HENG PENG

Shareholders’ approval was sought for the re-election of Dato’ Ting Heng Peng under Ordinary Resolution 4 as follows:-

“THAT Dato’ Ting Heng Peng, the Director who is retiring by rotation pursuant to Clause 110 of the Company’s Constitution and being eligible, be and is hereby re-elected to the Board.”

9. **ORDINARY RESOLUTION 5**
RE-APPOINTMENT OF AUDITORS

Shareholders’ approval was sought for the re-appointment of Grant Thornton Malaysia PLT as Auditors of the Company, who have expressed their willingness to continue in office, under Ordinary Resolution 5 as follows:-

“THAT Grant Thornton Malaysia PLT be and are hereby re-appointed as the Company’s Auditors and to hold office until the conclusion of the next AGM AND THAT the Directors be and are hereby authorised to determine their remuneration.”

10. **SPECIAL BUSINESS**
SPECIAL RESOLUTION
PROPOSED AMENDMENTS TO THE COMPANY’S CONSTITUTION

Shareholders’ approval was sought for the Proposed Amendments to the Company’s Constitution, as set out in Appendix I of the Company’s Annual Report 2020, under Special Resolution as follows:-

“THAT the proposed amendments to the Company’s Constitution as set out in Appendix I of the Annual Report 2020 be and are hereby approved and adopted, with immediate effect AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things that are necessary and/or expedient to give full effect to the foregoing.”

11. **SPECIAL BUSINESS**
ORDINARY RESOLUTIONS 6 AND 7
RETENTION OF INDEPENDENT DIRECTORS

The Chairman informed that Mr Koo Hoong Kwan and himself, Fazrin Azwar Bin Dato' Md. Nor ("Encik Fazrin Azwar"), had exceeded the cumulative nine (9) years term limit as independent director as prescribed by the Malaysian Code on Corporate Governance.

He further informed that the Board of Directors of the Company had assessed their respective independence and considered them to be independent based on the justifications as contained in the Annual Report 2020.

The Board had recommended that Encik Fazrin Azwar and Mr Koo Hoong Kwan be retained as Independent Non-Executive Directors of the Company and to hold office until the conclusion of the next AGM.

Shareholders' approval was sought for the retention of Encik Fazrin Azwar and Mr Koo Hoong Kwan under Ordinary Resolution 6 and 7 respectively as follows:-

"THAT, Encik Fazrin Azwar Bin Dato' Md. Nor be and is hereby retained as Independent Non-Executive Director of the Company and be designated as such until the conclusion of the next Annual General Meeting, subject to the provisions of the relevant regulatory authorities."

"THAT Mr Koo Hoong Kwan be and is hereby retained as Independent Non-Executive Director of the Company and be designated as such until the conclusion of the next Annual General Meeting, subject to the provisions of the relevant regulatory authorities."

12. **SPECIAL BUSINESS**
ORDINARY RESOLUTION 8
AUTHORITY FOR DIRECTORS TO ISSUE SHARES

Shareholders' approval was sought for the following Ordinary Resolution 8 as follows:-

"THAT subject to the passing of Special Resolution, pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental and/or regulatory authorities (if any), the Directors be and are hereby authorised to issue and allot shares in the Company at any time, upon such terms and conditions, for such purposes and to such person or persons as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the issued share capital of the Company at the time of issue AND THAT the Directors be also empowered to obtain the approval of Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

13. **SPECIAL BUSINESS**
ORDINARY RESOLUTION 9
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR
TRADING NATURE ("Proposed Shareholders' Mandate")

The Chairman informed the Meeting that Dato' Tiong, being the interested Director had abstained and would continue to abstain from voting on the Proposed Shareholders' Mandate. Dato' Tiong had also undertaken to ensure that persons connected to him would abstain from voting on the same.

Shareholders' approval was sought for the following Ordinary Resolution 9 as follows:-

"THAT subject always to the provisions of the Companies Act, 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad or other relevant regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into related party transactions with such related parties, details and particulars of which as set out in Section 2.5 of the Circular to Shareholders dated 28 April 2021, provided that such transactions are:-

- (a) recurrent transactions of a revenue or trading nature;
- (b) necessary for the day-to-day operations of the Company and/or its subsidiaries;
- (c) carried out in the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms in line with those generally available to the public; and
- (d) not detrimental to the interests of the minority shareholders of the Company;

AND THAT such authority, once renewed, shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following this AGM where the Proposed Renewal of Shareholders' Mandate is passed, at which time the authority will lapse unless by a resolution passed at that AGM, such authority is renewed; or
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders of the Company at a general meeting;

whichever is earlier;

AND THAT the Directors of the Company be authorised to do, carry out and complete all such acts, things and arrangements (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions as contemplated/authorised by the Proposed Shareholders' Mandate."

14. **Q&A SESSION AND POLLING**

There being no other business for which due notice had been given, the Meeting proceeded with the Q&A session. The Chairman highlighted that in the event there were any questions submitted by shareholders/corporate representatives/proxies through the question pane, which the Company is unable to address through time constraints, the Company would respond via email as soon as possible after the Meeting.

The Chairman then invited questions from the attendees of the Meeting and upon confirmation by the Company Secretary, the Chairman informed that there were no questions received. Thereafter, the Chairman reminded shareholders/corporate representatives/proxies to vote via DBF and the voting session would be open for another 5 minutes.

15. **E-VOTING**

At 10.20 a.m., the Chairman then announced that the voting session for the AGM had closed. The Meeting was then adjourned for 3 minutes for the poll verification and validation by the Poll Administrators and Scrutineers.

16. **RESULTS OF THE POLL**

The Chairman called the Meeting back to order at 10.23 a.m. for the declaration of the poll results. He informed that the poll results had been verified by the Scrutineers and the Scrutineers have confirmed the poll results.

The poll results in respect of all the Ordinary Resolutions and Special Resolution as set out in Appendix I attached, were displayed on the screen for the information of the shareholders.

Based on the poll results, the Chairman then declared that Ordinary Resolutions 1 to 9 and the Special Resolution were all duly carried.

17. **CLOSURE**

The Chairman thanked all participants at the AGM.

There being no further business to be transacted for which due notice had been given, the Meeting closed at 10.25 a.m. with a vote of thanks to the Chair.

CONFIRMED AS A CORRECT RECORD

CHAIRMAN

Date: 15 June 2021

APPENDIX I

Resolution	Vote For		Vote Against		Abstain
	No. of Shares	%	No. of Shares	%	No. of Shares
Ordinary Resolution 1 Approval of Payment of Directors' Fees	15,483,643	99.9826	2,700	0.0174	-
Ordinary Resolution 2 Approval of Payment of Directors' allowances and benefits	15,483,643	99.9826	2,700	0.0174	-
Ordinary Resolution 3 Re-election of Mr Koo Hoong Kwan	15,485,843	99.9968	500	0.0032	-
Ordinary Resolution 4 Re-election of Dato' Ting Heng Peng	15,485,843	99.9968	500	0.0032	-
Ordinary Resolution 5 Re-appointment of Grant Thornton Malaysia PLT as Auditors	15,486,343	100.00	0	0	-
Special Resolution Proposed Amendments to the Company's Constitution	15,485,843	99.9968	500	0.0032	-
Ordinary Resolution 6 Retention of Encik Fazrin Azwar Bin Dato' Md. Nor as Independent Director	15,485,843	99.9968	500	0.0032	-
Ordinary Resolution 7 Retention of Mr Koo Hoong Kwan as Independent Director	15,485,843	99.9968	500	0.0032	-
Ordinary Resolution 8 Authority for Directors to Issue Shares	15,485,843	99.9968	500	0.0032	-
Ordinary Resolution 9 Proposed Shareholders' Mandate	10,648,843	99.9953	500	0.0048	4,837,000