

ALCOM GROUP BERHAD

Incorporated in Malaysia
Registration No. 201701047083 (1261259-V)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING (“EGM” OR “MEETING”) OF ALCOM GROUP BERHAD (“AGB” OR “THE COMPANY”) CONDUCTED VIRTUALLY AND LIVE-STREAMED FROM THE BROADCAST VENUE AT THE BOARD ROOM, R-05-17 (LEVEL 5), WISMA SCLAND, EMPORIS KOTA DAMANSARA, PERSIARAN SURIAN, 47810 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA ON WEDNESDAY, 26 JULY 2023 AT 10.00 A.M.

PRESENT:

The list of shareholders and proxies who attended the Meeting remotely are set out in the Attendance Lists attached and shall form an integral part of this Minutes.

AT THE BROADCAST VENUE

DIRECTORS OF AGB

1. Dato’ Seri Subahan Bin Kamal (*Chairman*)
2. Heon Chee Shyong (*President cum Chief Executive Officer*)
3. Yeoh Jin Hoe (*Executive Director*)
4. Goh Teck Hong (*Executive Director*)

OFFICERS OF AGB

1. Roy Gan Kwang Siang (*Finance Director*)
2. Ang Loo Leong (*Executive Director of subsidiary company, AGB Builders Sdn Bhd*)
3. Lydia Tong Yiu Shyian-Shyian (*Joint Company Secretary*)
4. Teh Yi Ting (*Joint Company Secretary*)

POLL ADMINISTRATOR & AUDIO-VISUAL SUPPORT TEAM

KPMG MANAGEMENT & RISK CONSULTING SDN BHD

1. Cheryl Leong Lai Lween
2. Eric Low Kenn Loong
3. Isabelle Goh Xin Pei
4. Amierool Hakqim Hasbullah
5. Navintran Vadivelu

ENVIVO MEDIA

1. Ishuherr Singh A/L Jagjit Singh
2. Robinjot Singh A/L Sarban Singh

SCRUTINEERS

QUANTEGIC SERVICES SDN BHD

1. Cheang Siow Voon
2. Yap Chon Yoke

VIA REMOTE PARTICIPATION & VOTING FACILITIES

DIRECTORS OF AGB

1. Lam Voon Kean (*Independent Non-Executive Director*)
2. Datin Shelina Binti Razaly Wahi (*Independent Non-Executive Director*)
3. Gong Wooi Teik (*Independent Non-Executive Director*)

INVITEES

1. Kang Hup Lee
2. Howard Chern Wei Hoe

PRINCIPAL ADVISER

UOB KAY HIAN SECURITIES (M) SDN BHD

1. Tan Meng Kim
2. Foong Yee Xuan

DUE DILIGENCE SOLICITOR

MESSRS MAH-KAMARIYAH & PHILIP KOH

1. Adrian Koh Yeow York
2. Vanessa Pan Shao Qi

VALUER

SAVILLS (MALAYSIA) SDN BHD

1. Datuk Sr Paul Khong
2. Golden Chang Chung Yuen

ABSENT WITH APOLOGY:

DIRECTOR OF AGB

1. Wong Choon Shein (*Independent Non-Executive Director*)

1.0 CHAIRMAN AND WELCOME ADDRESS

- 1.1 Dato' Seri Subahan Bin Kamal, being the Chairman of the Board of Directors ("**Board**"), presided as Chairman of the Meeting. He extended a warm welcome to all shareholders/proxies and invitees to the Meeting. He said the Meeting is conducted virtually via live streaming and online voting using Remote Participation and Electronic Voting ("**RPEV**") facility in accordance with Section 327 of the Companies Act 2016 and Clause 53(8) of the Constitution of the Company.
- 1.2 The Chairman informed that pursuant to the Company's Constitution, the Chairman of the Board shall preside as the Chairman of every general meeting and the Chairman shall be present at the main venue of the meeting.

1.3 The Chairman introduced his fellow Directors and Finance Director as well as the representatives from UOB Kay Hian Securities (M) Sdn Bhd, Messrs Mah-Kamariyah & Philip Koh and Savills (Malaysia) Sdn Bhd.

1.4 The Chairman informed that Director, Wong Choon Shein sent his apology for not being able to be present at the Meeting.

2.0 QUORUM

2.1 Based on the report issued by the Poll Administrator, KPMG Management & Risk Consulting Sdn Bhd (“**KPMG MRC**”), a total of 21 members, comprising shareholders, proxies and corporate representatives had registered themselves to attend the Meeting via RPEV facility.

2.2 The Chairman informed that based on KPMG MRC’s report, a total of 5 valid proxy forms and 3 Certificates of Corporate Representative were received from shareholders, representing approximately 40.05% of the total voting rights of AGB. Out of these, there were 4 shareholders who had appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented aggregated approximately 1.09% of the total voting rights of AGB.

3.0 NOTICE OF MEETING

3.1 The Notice convening the Meeting (“**Notice**”) as set out after page 27 of the Circular to shareholders dated 11 July 2023 (“**Circular**”), which is available at the Company’s website and was circulated within the prescribed period, was taken as read.

4.0 POLLING AND ADMINISTRATIVE MATTERS

4.1 The Chairman informed that in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution will be voted by way of poll and in his capacity as the Chairman of the Meeting, he had demanded a poll to be taken in respect of all the resolutions pursuant to Clause 60(a) of the Company’s Constitution.

4.2 The Chairman informed that the poll will only be conducted after the Meeting has deliberated on the Agenda. He said that, after going through the ordinary resolution set out in the Notice, the Board and management will address the questions posed by the shareholders at the Meeting via real time submission of typed texts in the query box. Thereafter, the ordinary resolution will be put to vote remotely using the RPEV facility.

4.3 The Chairman highlighted that those who wish to vote before the voting session begins, may do so as online remote voting is accessible from now until such time to be announced later.

4.4 The Chairman informed that the the Company had appointed KPMG MRC to conduct the electronic polling process, and Quantegic Services Sdn Bhd as the Independent Scrutineer to verify the poll results.

- 4.5 The Chairman reminded that attendance at the EGM was restricted to the Company's shareholders, proxies and authorised representatives of corporate shareholders who have registered to participate in the Meeting remotely. As discussions at the EGM might be deemed confidential and only for the knowledge of the relevant parties, any visual or audio recording whilst the EMG was conducted, was strictly prohibited unless the Company's written consent has been obtained prior to the Meeting.
- 4.6 The Chairman invited KPMG MRC, the Poll Administrator, to play the video presentation to apprise shareholders and proxies on the voting procedures. Thereafter, the Chairman proceeded with the business on the Agenda.

ORDINARY BUSINESS

5.0 ORDINARY RESOLUTION – PROPOSED ACQUISITION BY AG AVENUE SDN. BHD. (“AG AVENUE”), A WHOLLY-OWNED INDIRECT SUBSIDIARY OF AGB, OF 2 PARCELS OF CONTIGUOUS LEASEHOLD VACANT COMMERCIAL LAND HELD UNDER THE LAND TITLE NO. PM 416, LOT 31632 AND PM 417, LOT 31633, BOTH OF WHICH ARE LOCATED IN MUKIM KAPAR, TEMPAT BUKIT RAJA, DAERAH KLANG, NEGERI SELANGOR (“SUBJECT PROPERTIES”), FOR A TOTAL CASH CONSIDERATION OF RM56,000,000 (“PROPOSED ACQUISITION”)

- 5.1 The Chairman informed that the Ordinary Resolution is to seek shareholders' approval on the Proposed Acquisition, the details as set out in pages 2 to 6 of the Circular.
- 5.2 The Chairman said that the Board is of the opinion that the Proposed Acquisition is in the best interest of the Company and recommended the shareholders to vote in favour of the ordinary resolution pertaining to the Proposed Acquisition.
- 5.3 The Chairman proposed the following motion:

“THAT, subject to the relevant approvals of all relevant authorities or parties being obtained, approval be and is hereby given to AG Avenue, a wholly-owned indirect subsidiary of the Company to acquire the Subject Properties located in Mukim Kapar, Tempat Bukit Raja, Daerah Klang, Negeri Selangor, measuring an aggregate of approximately 7.08 acres (equivalent to approximately 28,651 square metres) for a total cash consideration of RM56,000,000 (details of which are set out in the circular to shareholders of AGB dated 11 July 2023 (“Circular”)), in accordance with the terms and conditions as stipulated in the conditional sale and purchase agreement dated 14 April 2023 entered into between AG Avenue and 88 Legacy Sdn. Bhd. (salient terms of which are set out in Appendix II of the Circular), and on such other terms and conditions as the parties thereto may mutually agree upon in writing or which are imposed by the relevant authorities.

AND THAT approval be and is hereby given to the Board of Directors of the Company (“Board”) to give effect to the Proposed Acquisition with full powers and authority to:-

- (a) enter into any arrangement, transaction, agreement and/or undertaking and to execute, sign and deliver for and on behalf of the Company, all such agreements, instruments, documents and/or deeds (including, without limitation, the affixing of the Company's Common Seal in accordance with the Constitution of the Company, where necessary) as the Board may from time to time deem necessary, expedient or appropriate for or in connection with the Proposed Acquisition;

- (b) assent and/or give effect to any condition, variation, modification, addition and/or amendment in respect of the Proposed Acquisition and/or any provision, term and condition thereof as may be required or permitted by any relevant authorities and to deal with matters relating thereto and/or as the Board may in its absolute discretion deem necessary, expedient or appropriate for or in connection with the Proposed Acquisition in the best interest of the Company; and
- (c) take all such steps and do all such acts, deeds and things including giving undertakings as the Board may from time to time deem necessary, expedient or appropriate in order to implement, finalise, give full effect to and complete all transactions contemplated under the “Proposed Acquisition.”

6.0 QUESTION & ANSWER SESSION

- 6.1 Having concluded the agenda of the Meeting, the Chairman proceeded with the Question and Answer session after a 15-minute break to compile the shareholders' questions.
- 6.2 The following questions received via the Query Box at <https://conveneagm.my.alcomegm2023> during the EGM of the Company were duly answered by the Chairman, Dato' Seri Subahan Bin Kamal; Executive Director of subsidiary company, AGB Builders Sdn Bhd, Ang Loo Leong; and President cum Chief Executive Officer, Heon Chee Shyong respectively:

Q1 (a) Would the Board kindly give Touch 'n Go e-wallet credit to the shareholders as a token of appreciation for attending today's EGM via RPEV?

(b) May I know what's the rationale for the Proposed Acquisition?

A1 (a) We will definitely look into this and see what can be done in terms of token of appreciation.

(b) The rationale for the Proposed Acquisition is clearly stated in item 3 on page 6 of the Circular.

Q2 Could you please share with us what are your plans and development timeline for the Subject Properties and the estimated profit that could be earned?

A2 As mentioned in item 4.4 on page 9 of the Circular, we plan to develop the Subject Properties into a mixed development project, comprising commercial units, office, SOHO and service apartments and the construction is expected to commence in the first half of 2025. As for the estimated profit, we are still working on it.

Q3 (a) What is the trend of global aluminium prices and the impact, both positive and negative on our Company's earnings and growth?

(b) What percentage of contribution to our Company's revenue and earnings are due to our non-aluminium based businesses?

(c) Our Company's business growth seems stagnating, what other initiatives are planned to bring about more earnings growth going forward?

- A3
- (a) As mentioned in the Annual General Meeting held on 22 June 2023, unfortunately, the London Metal Exchange (“LME”) price for aluminium has dropped tremendously (approximately 40%) from its high of USD 3,800 per metric tonne (“mt”) in the first quarter of 2022 to USD 2,100/mt now, but rest assured, the Company does a cost pass-through to customers, so the Company sells based on the LME price. However, the Company will still be impacted because there are material / inventories in transit.
 - (b) Based on the audited financial statements for the financial year ended 31 December 2022, the non-aluminium based business contributed 35% of out total revenue and 76% of our total earnings in 2022.
 - (c) For the non-aluminium based business, today’s Proposed Acquisition is one initiative that the Board and management have come up with and we will continuously strive to improve our earnings in this very challenging environment.

As for the aluminium segment, we are pursuing markets like the United States of America, Europe, and India aggressively and opening up segments that we previously have not been able to enter. We are in a way diversifying our aluminium products and market footings around the globe.

7.0 CONDUCT OF POLL

- 7.1 The Chairman moved on to the voting session and asked the shareholders/proxies/corporate representatives to cast their votes if they had not done so earlier. He announced that the voting session will be closed in 10 minutes time.
- 7.2 The Chairman informed that he had been appointed to act as proxy for a number of shareholders and he shall vote in accordance with the instructions given.
- 7.3 The Chairman said that the verification by the Scrutineer of the votes cast will take approximately 10 minutes to complete, hence, the Meeting shall resume 20 minutes later, for the declaration of the voting results.

8.0 OUTCOME OF POLL VOTING

- 8.1 On completion of the vote casting and verification, the results of the vote by poll were broadcasted on the screen:

ORDINARY RESOLUTION	“Proposed Acquisition”		
	For	: 71,288,762 shares	99.9997%
	Against	: 205 shares	0.0003%

- 8.2 Based on the voting results, the Chairman declared the Ordinary Resolutions as CARRIED.

9.0 CONCLUSION OF THE MEETING

- 9.1 The Chairman concluded the Meeting and declared the Meeting closed at 10.58 a.m.
- 9.2 The Chairman thanked all shareholders/proxies/corporate representatives and guests for their participation and announced the end of the live streaming.

CONFIRMED AS A CORRECT RECORD

LAM VOON KEAN
CHAIRPERSON

Dated: 29 August 2023