

MYTECH GROUP BERHAD
[Registration No. 198401001418 (113939-U)]
(Incorporated in Malaysia)

Minutes of the Fortieth (“**40th**”) Annual General Meeting (“**AGM**”) of the Company held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Tuesday, 27 August 2024 at 12.00 noon.

BOARD OF DIRECTORS	: Y Bhg Dato’ Lim Kim Huat (Dato’ Chairman) Y Bhg Tan Sri Dato’ Cheng Joo Teik Dato’ Douglas Cheng Heng Lee Mr. Choo Weng Wah (“Mr Ivan Choo”) Datuk Dr. Ng Bee Ken Mr. Chen Keng Sam Ms. Elisa Tan Mun-E Ms. Eng Szi Lok
IN ATTENDANCE	: Ms. See Thoo Pao Yuk (Assistant to the Company Secretary)
SHAREHOLDERS	: As per attendance list
PROXY HOLDERS	: As per attendance list
BY INVITATION	: As per attendance list

CHAIRMAN

Dato’ Chairman, Y Bhg Dato’ Lim Kim Huat welcomed the members to the 40th AGM of the Company.

QUORUM

As the requisite quorum was present, Dato’ Chairman called the Meeting to order.

NOTICE

Notice convening the Meeting having been circulated to all members was taken as read.

Dato’ Chairman of the Meeting informed that pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), all resolutions shall be voted by way of poll. Cygnus Technologies Sdn Bhd has been appointed as independent scrutineer for the poll votings.

1. REPORTS AND FINANCIAL STATEMENTS

Dato’ Chairman of the Meeting informed that the first item on the Agenda i.e. “To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Directors’ and Auditors’ Reports thereon” was meant for discussion only as the provision in the Company’s Constitution do not require a formal approval of the shareholders and hence, would not be put forward for voting.

Dato’ Chairman of the Meeting informed that the Company has received written questions from the Minority Shareholders Watch Group (“**MSWG**”) pertaining to operational & financial, sustainability and corporate governance matters.

The Executive Director, Mr. Ivan Choo read out MSWG’s questions and the Company’s reply (please refer to Annexure I).

Dato' Chairman of the Meeting invited members and proxy holders present if they have any questions for clarification on the Audited Financial Statements. Please refer to Annexure II.

There being no further question, Dato' Chairman of the Meeting declared the Audited Financial Statements for the financial year ended 31 March 2024 together with the Directors' and Auditors' Reports thereon duly received.

Dato' Chairman of the Meeting informed that all the proposed 6 motions as stipulated in the Notice of 40th AGM were duly proposed by Tan Sri Dato' Cheng Joo Teik and seconded by Ms Elisa Tan Mun-E, who are both Directors and shareholders.

The meeting shall therefore, dispense with proposer and seconder from the floor.

2. DIRECTORS' ALLOWANCES AND BENEFITS – ORDINARY RESOLUTION 1

The proposed resolution 1 is to approve the payment of Directors' allowances and benefits up to RM100,000.00 from this AGM until the next AGM.

Dato' Chairman of the Meeting highlighted that for good corporate governance, interested Directors who are shareholders shall abstain from voting to approve their allowances and benefits.

3. RE-ELECTION OF DIRECTORS - ORDINARY RESOLUTIONS 2 TO 3

3.1 RE-ELECTION OF MR. CHOO WENG WAH – ORDINARY RESOLUTION 2

The proposed resolution 2 was on the re-election of Director, Mr. Choo Weng Wah, retiring in accordance with the Article 86 of the Company's Constitution and being eligible, offered himself for re-election.

3.2 RE-ELECTION OF DATO' DOUGLAS CHENG HENG LEE – ORDINARY RESOLUTION 3

The proposed resolution 3 was on the re-election of Director, Dato' Douglas Cheng Heng Lee, retiring in accordance with the Article 86 of the Company's Constitution and being eligible, offered himself for re-election.

3.3 RE-ELECTION OF MS. ENG SZI LOK – ORDINARY RESOLUTION 4

The proposed resolution 4 was on the re-election of Director, Ms. Eng Szi Lok, retiring in accordance with the Article 92 of the Company's Constitution and being eligible, offered herself for re-election.

4. RE-APPOINTMENT OF AUDITORS - ORDINARY RESOLUTION 5

The proposed resolution 5 was on the re-appointment of Messrs Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Board of Directors to fix their remuneration.

5. AUTHORITY TO ISSUE SHARE - ORDINARY RESOLUTION 6

The proposed resolution 6 was to authorise the Directors to issue shares up to 10% pursuant to Sections 75 and 76 of the Companies Act 2016:-

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“Act”), the Directors be

and are hereby empowered to issue shares in the Company, at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued does not exceed ten per centum (10%) of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT pursuant to Section 85 of the Act to be read together with the Company's Constitution, approval be and is hereby given for the Company to waive the statutory preemptive rights of the shareholders and empowered the Directors of the Company to issue and allot new ordinary shares pursuant to Sections 75 and 76 of the Act without offering them to the existing shareholders to maintain their relative voting and distribution right and such new ordinary shares shall rank pari passu in all respects with the existing ordinary shares."

As there was no further business, Dato' Chairman of the Meeting requested members and proxy holders to cast their votes by e-polling.

6. MEETING ADJOURNED FOR POLLING AND VERIFICATION PROCESS

The meeting was adjourned for poll voting and verification of the poll result.

7. ANNOUNCEMENT OF VOTING RESULTS

The meeting resumed upon receipt of the results of the poll from the Scrutineer. The voting results as follows:-

NO .	ORDINARY RESOLUTIONS	VOTE FOR		VOTE AGAINST		RESULTS
		NO OF SHARES	%	NO OF SHARES	%	
1.	Payment of Directors' allowances and benefits up to RM100,000 from this AGM until the Fortieth AGM.	150,904,925	99.9622	57,105	0.0378	CARRIED
2.	Re-election of Datuk Dr Ng Bee Ken	150,946,280	99.9631	55,750	0.0369	CARRIED
3.	Re-election of Mr Chen Keng Sam	150,946,280	99.9631	55,750	0.0369	CARRIED
4.	Re-election of Ms Elisa Tan Mun-E	150,946,180	99.9630	55,850	0.0370	CARRIED
5.	Re-appointment of Messrs Grant Thornton Malaysia PLT	150,996,080	99.9961	5,950	0.0039	CARRIED
6.	Authority to issue shares and exemption of Section 85	150,965,330	99.9757	36,700	0.0243	CARRIED

Based on the aforesaid results, Dato' Chairman of the Meeting declared all Ordinary Resolutions 1 to 6 CARRIED.

8. CONCLUSION

Dato' Chairman of the Meeting declared the Meeting closed at 1.10 p.m. and thanked all present for their attendance and support.

CONFIRMED TRUE RECORD

DATO' LIM KIM HUAT
CHAIRMAN OF THE MEETING

ANNEXURE I

Operational & Financial Matters

Q1 In financial year ended (“FY”) 31 March 2024 (“FY2024”), the manufacturing division has higher sales turnover mainly contributed by newly improved machinery [page 5 of annual report 2024 (“AR2024”)].

What is the previous and current sales turnover rate? Is the division expecting to record another higher sales turnover rate in FY2025? If not, why?

Response The turnover on inventory for the FY2023 is 3.16 times and increase to 4.41 times for FY2024. We are expecting to record another higher turnover for FY2025. Sales as at June 2024 amounts to RM 3,300,889 compared to June 2023 recorded at RM1,926,633.

The year to date sales amount FY2025 has increased with variances of RM 1,374,256 - which is an increase of 71%.

Q2 During the year under review, the Group still maintains its focus on operational excellence and cost reductions by improving utilisation rate of the production lines, reducing material and energy consumption, upgrading safety and quality conditions of the production lines (page 5 of AR2024).

Q2a What is the Group’s previous and current manufacturing capacity utilisation rate? While efforts are being made to focus on operational excellence, does the Group expect the utilisation rate to improve in FY2025? What is the targeted utilisation rate for FY2025?

Response The utilisation rate for previous year is 75 %, moving forward to current year. The Management expect the utilisation rate up to 83 %, depending on customers’ order.

Q2(b) What is the progress in reducing material and energy consumption? To what extent will material and energy consumption be reduced in FY2025? What is the targeted cost saving to achieve in FY2025, if any?

Response The total energy consume in FY2024 is RM 58,904.00. However, the energy which is generated from our solar panel and sold back to Tenaga Nasional Berhad is RM44,116.00, hence, we only need to pay RM 14,789.00 per year.

For FY2025, we have plans in reducing the energy consuming and carbon used which we will replace the air-conditioned to a five-star product (inverted air-conditions) and change the LED lightings for the energy saving.

Q2(c) What has been achieved and is to be achieved in FY2025 in terms of upgrading the safety and quality conditions of the production lines?

Response In regards to safety and quality conditions, we have been practicing the safety and health requirement from Department of Safety and Health (DOSH). The production employees have been provided with Personal Protective Equipment (PPE) according to their process job scope requirement. For example, safety shoes, glove, goggles, face mask, ventilator face mask and etc. The production floor is also equipped with lifting equipment such as the electrical stacker, electrical pallet jack, forklift to facilitate material and product handling activity. Other machineries such as compressor and hoist are also compliance to DOSH yearly inspection for certificate of fitness.

Q3 The Board will continue to cautiously explore new growth opportunities and potential investments, while simultaneously leveraging our existing capacities and strengths to enhance shareholders' value and future growth (page 6 of AR2024).

Q3a What is the update on exploring the new growth opportunities and potential investments?

Response MyTech Group Berhad is still exploring new potential businesses while ensuring it fully meets the investor's obligation and remains committed to find a suitable business. We will make the necessary announcements in due time.

Q3b Does the Group set specific criteria for these new growth opportunities and potential investment? If so, what are those criteria?

Response Yes, there are specific criteria under the investment guidelines & methodology - the Group has certain investment criteria for our investment budget to match its risk appetite and set the expected percentage (%) return which is the Return on Investment (ROI). We have also set risk mitigation measures for each investment appraisal for the recovery of the investment made.

Sustainability Matters

Q4 We note that the data and information contained in the Sustainability Statement have been vetted and verified by the contributing sources and reviewed by the Group's Sustainability Working Group before they are presented to the Board of Directors for approval (Page 35 of AR2024).

Q4a However, there is no disclosure statement made on whether MyTech has subjected the Sustainability Statement to –
(i) Internal reviewed by its internal auditor; or
(ii) Independent assurance performed in accordance with recognised assurance standards.
(Main Market Listing Requirements ("MMLR") of Bursa Securities, Practice Note 9, Paragraph 6.2(e)(i)(ii)).

Please comply with Bursa's MMLR in the next reporting cycle.

Response We have incorporated Sustainability Statement in Annual Report 2024 and submitted it to Grant Thornton Assurance for review and clearance of annual report in the process. As it is not compulsory for external auditors to review the sustainability statement, we have incidentally omitted the disclosure statement that the sustainability statement was in fact reviewed by Grant Thornton Assurance in the process of reviewing the Annual Report 2024. We take note and will make the disclosure statement in coming reporting cycle.

Corporate Governance Matters

Q5 The total cost incurred for the internal audit service for the financial year was RM16,000 (page 13 of AR2024).

Given that the fee is relatively small, how does the audit committee assure that there would be adequate coverage and an effective internal audit function?

Response The internal audit fee RM16,000 was concluded after negotiated the scope of work and the internal audit was done only for Wire Master Spring Sdn Bhd based on a revenue threshold and number of business units. Thus, it was sufficed upon Audit Committee's review. Yearly internal audit findings and recommendations proposed by Internal auditor are reviewed by Audit Committee to ensure effectiveness of the internal audit function.

Q6 **Practice 5.6 of the Malaysian Code on Corporate Governance ("MCCG") states if the selection of candidates was based on recommendations made by existing directors, the management or major shareholders, the Nominating Committee ("NC") should explain why these source(s) suffice, and other sources were not used.**

The Company's response: Departure.

MSWG's comment: The NC should have explained whether the appointment of Ms Eng Szi Lok as the Independent Non-Executive Director via the Directors' recommendation suffice and why the Board did not use other sources.

Why did the NC not use other sources to find a candidate for that position? Please explain.

Response NC did use other sources such as recommendations by other companies' board members to find suitable candidate for that position other than within the personal network of the board members. The process of the potential candidate has been screened and reviewed by NC and board of directors. To shorten the appointment process, Ms Eng Szi Lok has the professional qualifications and a reputable candidate who can commit to her task.

Q7 **Practice 5.9 of MCCG states that the Board comprises at least 30% women directors.**

The Company's response: Departure. Currently, the Board has two (2) women directors on the Board representing 25% of the total Board members (page 27 of CG Report 2024).

MSWG's comment: Does the Company plan to achieve at least one-third of women's representation? If yes, what plans and actions will the Company take to accomplish this?

Response Under the MMLR, all listed company needs at least 1 women director and we have 2 at the moment. MyTech Group Berhad has already complied with the MMLR.

We take note on MSWG's recommendation and we are committed to achieve at least one-third of women's representation in our long-term objectives.

ANNEXURE II

The shareholder, Mr Ho raised some questions to which the Executive Chairman, Dato' Lim Kim Huat and Executive Director, Tan Sri Dato' Cheng Joo Teik and the auditors Grant Thornton Malaysia Plt, Ms. Chan Loo Pei responded. The salient Questions ("Q") and Answers ("A") are inter alia summarised as follows:-

Q1 There has been no progress in revenue and no declaration of dividends. What will the Company do and what is the company's direction?

A1 The Group's first quarterly results for the period ended 30 June 2024 shows some improvement in profit. Wire Master Spring Sdn Bhd ("WMS") has been expanding. WMS has invested in some machineries and has good customer base, showed good improvement in revenue and profit.

One of the subsidiaries started money lending business, its contributed improvement in the Group's revenue. The Management is very careful on client selection to avoid bad debts.

Generally, the Company's financial position is improving. The Company has a small share capital base. Therefore, the Management is very cautious in exploring new business opportunities such as technology, not limited to Malaysia or overseas. The Company will announce the new business in due course.

According to the Sections 131 and 132 of the Companies Act 2016 ("Act"), a company may only make a distribution to the shareholders out of profits of the company that are available, if the company is solvent. To comply with the Act, the Company shall not declare dividend as the Company has accumulated losses of RM21.83 million.

Q2 What is the adjustment for unwinding of discount on amount due from subsidiary amounted of RM394,282 for the financial year ended 30 June 2024? Any impairment for the said amount?

A2 Ms. Chan Loo Pei informed that the adjustment was mainly due to the reclassification of the inter-co balance, from a subsidiary's current assets, which was unlikely settled within 12 months. Therefore, the amount to be reclassified from current asset to non-current asset. Upon reclassification and adjustment, the fair value is called discounted.

She continued informed that it is merely a provision of reclassification. If the amount settled in next year, the figure will be revised. If the amount is unrecoverable, impairment would be required. So far, there is no potential impairment for the said amount.

She said they would continue assess the recoverability for the said amount.