



## DAYANG ENTERPRISE HOLDINGS BHD

Registration No. 200501030106 (Company No. 712243-U)

**Minutes of the 19<sup>th</sup> Annual General Meeting (“19<sup>th</sup> AGM”) of DAYANG ENTERPRISE HOLDINGS BHD (“the Company”) at Danum 3, Level 5, Imperial Hotel Miri, Lot 827, Jalan Pos, 98000 Miri, Sarawak, Malaysia on Thursday, 22<sup>nd</sup> May 2025 at 10.00 am.**

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### **PRESENT AT VENUE:**

#### **Directors**

Datuk Hasmi Bin Hasnan	(Executive Chairman)
Datuk Ling Suk Kiong	(Executive Deputy Chairman)
Tengku Dato’ Yusof Bin Tengku Ahmad Shahrudin	(Managing Director)
Joe Ling Siew Loung @ Lin Shou Long	(Deputy Managing Director)
Jeanita Anak Gamang	(Executive Director)
Chin Hsiun	(Independent Non-Executive Director)
Siti Nazrah Binti Ahmad Zaiden	(Independent Non-Executive Director)
Zahirudin Khan Bin Asghar Khan	(Independent Non-Executive Director)
Wong Ping Eng	(Non-Independent Non-Executive Director)

#### **Participated Via Microsoft Team:**

Professor Dr Ho Poh Ling	(Independent Non-Executive Director)
Datu Hasmawati Binti Sapawi	(Independent Non-Executive Director)

#### **In Attendance at Venue:**

Chee Su Ling	(Company Secretary)
Zaim Husni Bin Omar	(Head of Corporate Affairs)
Wa Hui Bing	(Senior Corporate Finance)
Alice Wong	(Accountant)
Lam Jun Ket	(Representative from MSWG Group)

#### **External Auditors:**

Mr. Tai Yoon Foo	Partner of Messrs KPMG PLT
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#### **Scrutineers:**

Scrutineers Solutions Sdn. Bhd (Melissa Liew)
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#### **Shareholders and proxies**

As per the Attendance List

## **1. CHAIRMAN'S ADDRESS**

The Chairman, Datuk Hasmi Bin Hasnan, welcomed members and attendees to the Company's 19<sup>th</sup> Annual General Meeting ("AGM").

## **2. QUORUM**

The requisite quorum being present, pursuant to Article 70 of the Company's Constitution, the Chairman declared that the 19<sup>th</sup> AGM duly convened at 10 a.m.

## **3. NOTICE OF MEETING**

The Chairman informed that the Notice of the AGM dated 23 April 2025 had been dispatched to all members of the Company and advertised in the national newspaper, The Star on 23 April 2025. With this, it was proposed that it be taken as read.

## **4. VOTING**

The Chairman informed the shareholders that pursuant to paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia, all the resolutions as set out in the notice of this meeting would be voted by poll. Tricor Investor & Issuing House Services Sdn. Bhd. had been appointed as the Poll Administrator to conduct the polling process and Scrutineer Solutions Sdn. Bhd. had been appointed as Independent Scrutineer to verify the results of the poll.

Shareholders had been given poll voting slips when they registered their attendance at the registration counter.

## **5. MATTERS TABLED**

### **AGENDA 1 – AUDITED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 TOGETHER WITH THE REPORT OF THE AUDITORS THEREON**

The Chairman, Datuk Hasmi Bin Hasnan informed that the Audited Financial Statements for the year ended 31 December 2024 and the Directors' and Auditors' Reports thereon, were tabled at the Meeting for discussion only and were not required to be put forward for voting pursuant to Section 340(1)(a) of the Companies Act 2016.

As such, the Chairman declared that the Report of the Directors and the Audited Financial Statements for the financial year ended 31<sup>st</sup> December 2024 together with the Report of the Auditors thereon as received and adopted.

### **AGENDA 2 & 3 - RE-ELECTION OF DIRECTORS PURSUANT TO ARTICLE 93 AND 100 (ORDINARY RESOLUTION 1 TO 6)**

That the Board had noted that Ordinary Resolutions 1 to 6 (set out below) dealt with the re-election of Directors who were due to retire at this Meeting.

#### **RE-ELECTION OF DATUK HASMI BIN HASNAN (ORDINARY RESOLUTION 1)**

The Chairman handed over the chair to Datuk Ling Suk Kiong, the Executive Deputy Chairman to read out Ordinary Resolution 1 as the resolution pertains to his re-election.

Datuk Ling Suk Kiong proposed that Datuk Hasmi Bin Hasnan, the Executive Chairman, retiring in accordance with Clause 93 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

Datuk Ling Suk Kiong handed over the chair back to the Chairman.

**RE-ELECTION OF CHIN HSIUN (ORDINARY RESOLUTION 2)**

The Chairman sought approval from shareholders for the re-election of Chin Hsin, retiring in accordance with Article 93 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

**RE-ELECTION OF DATU HASMAWATI BINTI SAPAWI (ORDINARY RESOLUTION 3)**

The Chairman sought approval from shareholders for the re-election of Datu Hasmawati Binti Sapawi, retiring in accordance with Article 93 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

**RE-ELECTION OF PROFESSOR DR HO POH LING (ORDINARY RESOLUTION 4)**

The Chairman sought approval from shareholders for the re-election of Professor Dr Ho Poh Ling, retiring in accordance with Article 100 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

**RE-ELECTION OF ZAHIRUDIN KHAN BIN ASGHAR KHAN (ORDINARY RESOLUTION 5)**

The Chairman sought approval from shareholders for the re-election of Zahirudin Khan Bin Asghar Khan, retiring in accordance with Article 100 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

**RE-ELECTION OF WONG PING ENG (ORDINARY RESOLUTION 6)**

The Chairman sought approval from shareholders for the re-election of Wong Ping Eng, retiring in accordance with Article 100 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

As there was no question raised from the Members and Proxies, the Chairman proceeded to brief the next Agenda.

**AGENDA 4 - TO APPROVE THE PAYMENT OF DIRECTORS' FEE AMOUNTING TO RM 2,919,643.64 FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> DECEMBER 2024 (ORDINARY RESOLUTION 7)**

The Chairman sought approval from the shareholders on the Directors' fee of RM2,919,643.64 for the financial year ended 31<sup>st</sup> December 2024.

As there was no question raised from the Members and Proxies, the Chairman proceeded to brief Agenda 5.

**AGENDA 5 - TO APPROVE THE PAYMENT OF MEETING ALLOWANCE OF RM500.00 PER MEETING OF EACH NON-EXECUTIVE DIRECTOR FOR THE PERIOD FROM THE 19<sup>TH</sup> AGM TO THE 20<sup>TH</sup> AGM OF THE COMPANY (ORDINARY RESOLUTION 8)**

The Chairman sought approval from the shareholders for the proposed payment of meeting allowance of RM500.00 per meeting of each Non-Executive Director for the period from the 19<sup>th</sup> AGM to the 20<sup>th</sup> AGM of the Company.

As there was no question raised from the Members and Proxies, the Chairman proceeded to brief Agenda 6.

**AGENDA 6 – RE-APPOINTMENT OF AUDITORS (ORDINARY RESOLUTION 9)**

The Chairman sought approval from the shareholders for the proposed re-appointment of Messrs. KPMG PLT as auditors of the company and to authorize the Directors to fix their remuneration.

As there was no question raised from the Members and Proxies, the Chairman proceeded to brief Agenda 7.

**SPECIAL BUSINESSES (ORDINARY RESOLUTIONS 10 TO 11)**

**AGENDA 7 - PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE) (ORDINARY RESOLUTION 10)**

The Chairman sought approval from shareholders on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out on Page 4 Section 1.5 of Circular to Shareholders dated 23 April 2025.

The Chairman explained that the interested Directors and Interested major shareholders together with the persons connected to them are to abstain from voting on this resolution.

There was no question raised from the Members and Proxies, the Chairman proceeded to brief Agenda 8

**AGENDA 8 - AUTHORITY TO DIRECTORS TO ISSUE SHARES (ORDINARY RESOLUTION 11)**

The Chairman sought approval from the shareholders to empower the Directors pursuant to Sections 75 and 76 of the Companies Act 2016 to issue shares in the Company up to the amount not exceeding ten percent (10%) of the total number of issued shares in the Company and to obtain approval for the listing of and the 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.

The Chairman explained that this general mandate will provide flexibility to the Company for any possible fund-raising activities for the purpose of funding current and future investment project(s), working capital and/or acquisitions.

That the Chairman further informed shareholders that pursuant to Section 85 of the Companies Act 2016, if the Company issues new shares of the Company which rank equally to the Company's existing shares, shareholders have a pre-emptive right to be offered with such new shares first, as such, if shareholder votes for this resolution, it will constitute a waiver of his pre-emptive right to any new shares to be issued by the Company pursuant to the mandate granted under Section 85 of the Companies Act.

## 6. QUESTION AND ANSWER ("Q&A") SESSION

There being no further questions from the shareholders, the Chairman closed the Q&A session.

## 7. POLL VOTING

As all resolutions have been tabled, the Chairman reminded shareholders who have yet to cast their votes to do so before the voting session closed.

The Chairman also informed the shareholders that the poll results will be validated by the scrutineers and will be made available for the announcement soon. The poll results will be announced thirty (30) minutes after the closure of the voting session. The meeting will then be called to be ordered after thirty (30) minutes for the announcement of the poll results.

## 8. POLL RESULTS

The Chairman called the meeting to order at 10.45 a.m for the announcement of the poll results.

The Chairman informed that the poll results had been verified by Scrutineer Solutions Sdn. Bhd.

Based on the poll results, the Chairman then declared that all Ordinary Resolutions tabled at this Meeting had been carried at 19th AGM.

The table below showed details of the poll results for each ordinary Resolution: -

Resolutions	Agenda	For		Against		Poll Result
		No. of Shares	%	No. of Shares	%	
Ordinary Resolution 1	To re-elect Datuk Hasmi Bin Hasnan who retires in accordance with Clause 93 of the Company's Constitution and who being eligible, offer himself for re-election.	639,838,913	97.3956	17,109,735	2.6044	Carried
Ordinary Resolution 2	To re-elect Chin Hsiun who retires in accordance with Clause 93 of the Company's Constitution and who being eligible, offer himself for re-election.	528,224,274	80.3919	128,837,604	19.6081	Carried
Ordinary Resolution 3	To re-elect Datu Hasmawati Binti Sapawi who retires in accordance with Clause 93 of the Company's Constitution and who being eligible, offer herself for re-election	526,303,395	80.0995	130,758,483	19.9005	Carried

Ordinary Resolution 4	To re-elect Professor Dr Ho Poh Ling who retires in accordance with Clause 100 of the Company's Constitution and who being eligible, offer herself for re-election	657,058,278	99.8560	947,400	0.1440	Carried
Ordinary Resolution 5	To re-elect Zahirudin Khan Bin Asghar Khan who retires in accordance with Clause 100 of the Company's Constitution and who being eligible, offer himself for re-election	655,046,578	99.8791	792,900	0.1209	Carried
Ordinary Resolution 6	To re-elect Wong Ping Eng who retires in accordance with Clause 100 of the Company's Constitution and who being eligible, offer herself for re-election	627,673,762	95.5273	29,388,116	4.4727	Carried
Ordinary Resolution 7	To approve the payment of Directors' Fees amounting to RM2,919,643.64 for the financial year ending 2024.	529,387,048	99.9999	3	0.0001	Carried
Ordinary Resolution 8	To approve the payment of Meeting Allowance of RM500 per meeting of each Non-Executive Director from the conclusion of this meeting up to the conclusion of the next Annual General Meeting of the Company.	658,005,678	100.0000	0	0.0000	Carried
Ordinary Resolution 9	To re-appoint Messrs. KPMG PLT as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	507,959,044	77.7785	145,124,754	22.2215	Carried
Ordinary Resolution 10	To approve proposed Renewal of Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature.	530,444,081	100.0000	0	0.0000	Carried
Ordinary Resolution 11	Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of pre-emptive rights.	484,033,708	85.7135	80,677,303	14.2865	Carried

## CLOSURE OF MEETING

There being no further business, the Chairman concluded the meeting and thanked all present for their attendance. The Chairman declared the meeting closed at 11.00 am.

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**CHAIRMAN**  
**DATUK HASMI BIN HASNAN**