

ACME HOLDINGS BERHAD
Company No. 198901012432 (189740-X)
(Incorporated in Malaysia)

MINUTES OF ANNUAL GENERAL MEETING

MINUTES OF THE THIRTY-FOURTH ANNUAL GENERAL MEETING HELD ON A FULLY VIRTUAL BASIS VIA THE ONLINE MEETING PLATFORM PROVIDED BY BRAXTON CONSULTING SDN BHD IN MALAYSIA VIA ITS WEBSITE AT WWW.REGISTRAR-BRAXTON.COM.MY (DOMAIN REGISTRATION NUMBER D1A459047) ON FRIDAY, 30 AUGUST 2024 AT 10.30 A.M.

ATTENDANCE: As per attendance list

1. COMMENCEMENT

At 10.30 a.m., the Chairman of the Meeting, Mr. Lim Shiou Ghay (“Chairman”) called the meeting to order and welcomed all members and proxies for participating in the Company’s Thirty-Fourth Annual General Meeting (“34th AGM” or “Meeting”) remotely from their respective locations. The Chairman introduced the following Directors, Secretary and Auditors who were present in the broadcast venue and present virtually for this 34th AGM:-

- a) Mr Lee Thean Yew, the Executive Director;
- b) Mr Tan Chee Keong, the Independent Non-Executive Director;
- c) Mr Lee Chiong Meng, the Independent Non-Executive Director;
- d) Ms Loh Keow Lin, the Independent Non-Executive Director;
- e) Ms Hing Poe Pyng, the Company Secretary; and
- f) Representative from Grant Thornton Malaysia PLT

2. QUORUM

The Chairman confirmed a quorum was present.

3. NOTICE OF MEETING

The Chairman informed the Meeting that the notice of 34th AGM having been circulated within the statutory period was taken as read.

4. PROCEDURES TO CONVENE THE AGM

The Chairman informed the Meeting that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”), all resolutions set out in the notice of General Meeting must be voted by poll and the Company has to appoint at least one scrutineer to validate the votes cast.

Shareholders were informed that the polling process would be conducted upon the completion of the deliberations of all items on the agenda.

The Chairman also informed the Meeting that the Company had appointed Braxton Consulting Sdn Bhd (“Braxton”) as Poll Administrator and Symphony Corporate Services Sdn Bhd as the Scrutineer to conduct the polling process and to verify the poll results respectively.

The Chairman informed that Mr. Ong Yean Kooi, a shareholder of the Company and Ms. Valerian Yeap Teng Hun, the proxy of WWT Wellness Solutions Sdn Bhd have agreed to be the proposer and seconder respectively for all five (5) resolutions.

He then explained that the shareholders and proxies may use the text box within the same e-Portal page to submit their questions and the Company shall then answer the questions accordingly after all the resolutions have been tabled.

5. **AGENDA 1 - TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

Members were informed by the Chairman that the audited financial statements of the Company for the financial year ended 31 March 2024 together with the reports of the Directors and Auditors (“AFS”) were for discussion purposes only as the provision of Section 340(1)(a) of the Companies Act 2016 do not require members’ approval for the AFS. Therefore, this item would not be put forward for voting.

The Chairman informed that the AFS were duly tabled and deemed received by the shareholders before the Meeting.

6. **ORDINARY RESOLUTION 1
TO APPROVE THE PAYMENT OF DIRECTORS’ FEES AND DIRECTORS’ BENEFITS UP TO RM200,000.00 FOR THE FINANCIAL YEAR ENDING 31 MARCH 2025**

The Chairman informed the Meeting that the Ordinary Resolution 1 was to approve the payment of Directors’ fees and Directors’ benefits of up to RM200,000.00 for the financial year ending 31 March 2025.

7. **ORDINARY RESOLUTION 2
TO RE-ELECT MR. LEE CHIONG MENG WHO RETIRES IN ACCORDANCE WITH THE COMPANY’S CONSTITUTION PURSUANT TO ARTICLE 111 OF THE COMPANY’S CONSTITUTION**

The Chairman informed the Meeting that the Ordinary Resolution 2 was to re-elect Mr Lee Chiong Meng who retires as Director under Article 111 of the Company’s Constitution and being eligible had offered himself for re-election.

8. **ORDINARY RESOLUTION 3
TO RE-ELECT MR. LIM SHIOU GHAY WHO RETIRES IN ACCORDANCE WITH THE COMPANY’S CONSTITUTION PURSUANT TO ARTICLE 111 OF THE COMPANY’S CONSTITUTION**

The Chairman informed the Meeting that the Ordinary Resolution 3 was to re-elect Mr Lim Shiou Ghay who retires as Director under Article 111 of the Company’s Constitution and being eligible had offered himself for re-election.

**9. ORDINARY RESOLUTION 4
TO RE-APPOINT MESSRS. GRANT THORNTON MALAYSIA PLT AS AUDITORS
OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL
MEETING AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

The Chairman informed the Meeting that the Ordinary Resolution 4 was to re-appoint Messrs. Grant Thornton Malaysia PLT as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

**10. ORDINARY RESOLUTION 5
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND
76 OF THE COMPANIES ACT 2016**

The Chairman informed the Meeting that the Ordinary Resolution 5 was pertaining to the authority to allot and issue shares pursuant to Sections 75 & 76 of the Companies Act 2016.

11. OTHER BUSINESS

The Chairman informed the members that no notice for any other business was received.

12. QUESTION AND ANSWER (“Q&A”) SESSION

Written queries from Minority Shareholders Watch Group (“MSWG”)

The Chairman informed the shareholders that the Company had received written queries from MSWG. The written queries from MSWG and response from management were presented in the Meeting and a copy of which is attached herein as Appendix I.

Live questions posed from the shareholder

The Chairman continued the Q&A session from query text box and he then invited Mr Lee Thean Yew to reply the questions. A copy of question from shareholder and response from management is attached herein as Appendix I.

There being no further queries from MSWG and the shareholders, the Chairman proceeded with the poll voting.

13. POLLING PROCESS

At 10.55 a.m., the Chairman reminded members to vote via the online platform as the voting session would continue for another 5 minutes.

At 11.00 a.m., the Chairman announced that the voting session for the 34th AGM had ended.

He informed members that the Meeting would adjourn to allow tabulation and verification of poll results.

14. ANNOUNCEMENT OF POLL RESULT

At 11.15 a.m., the Chairman called the Meeting to order for the declaration of results.

The poll results were as attached herein as Appendix II.

The Chairman declared that all resolutions were duly passed.

15. TERMINATION

There being no other matters to discuss, the meeting ended at 11.16 a.m. with vote of thanks to the Chairman.

CONFIRMED CORRECT,

LIM SHIOU GHAY
Chairman

Date: 30 August 2024

Written queries from Minority Shareholders Watch Group for Annual General Meeting held on 30 August 2024

Operational and Financial Matters

1) The Group has entered a Development Agreement with Pertubuhan Keselamatan Sosial (“PERKESO”) to undertake property development on a piece of land located at Jalan Kia Peng, Wilayah Persekutuan Kuala Lumpur with a Gross Development Values of RM1.54 billion.

a) What is the company’s share of profit from this property development project?

The Group is entitled to 77% of the total saleable area to be constructed under this development project (“Project”). However, PERKESO (“Landowner”) is entitled to nett amount of not less than 181,167 square feet or 23% of the total saleable area whichever is higher.

b) How does the Company plan to fund land development with a massive gross development value?

The Project will be funded primarily via
(a) internally generated funds
(b) bridging loan from any financial institution
(c) other fund-raising exercise

c) Under what circumstances can the Development Agreement be terminated?

The Development Agreement can be terminated under the following circumstances

(A) By the Landowner in the event that any of the following events of default by Lagenda Etika Sendirian Berhad (“Developer”) shall occur:-

(a) the Developer without reasonable cause stop works or suspends the carrying out and the completion of the works for the Project for more than thirty (30) days without the written consent of the Landowner;

(b) any material breach by the Developer of any of the provisions of the Development Agreement, and such material breach if capable of being remedied is not remedied within a period of thirty (30) days from the date written notice is given by the Landowner to the Landowner to remedy such breach;

- (c) *the Developer fails to make any payment when due under the financing arrangement or documents for the Project or the financing arrangement was cancelled or terminated by the relevant financial institution;*
- (d) *any distress, execution, sequestration or other process being levied or enforced upon or sued out against the property of the Developer which is not discharged within thirty (30) days;*
- (e) *any encumbrancer taking possession of or a receiver or trustee being appointed over the whole or any part of the undertaking, property or assets of the Developer;*
- (f) *any step being taken for the winding up, dissolution, liquidation, insolvency of the Developer (including, without limitation, the presentation of a petition for winding up, as the case may be, against the Developer, or the making of an order or the passing of any resolution for the winding up, dissolution or liquidation of the Developer) save and except for the purpose of a reconstruction or amalgamation (without insolvency) approved by the Landowner (such approval not to be unreasonably withheld) or where action is taken to defend against any such step within a period of thirty (30) days from the date of such step being taken;*
- (g) *in the event that the Developer is unable to complete the Project for reasons attributable by the Developer.*

OR

- (B) *By the Developer in the event that any of the following events of default by the Landowner shall occur:-*
 - (a) *any material breach by the Landowner of any of the provisions of the Development Agreement, and such material breach if capable of being remedied is not remedied within a period of thirty (30) days from the date written notice is given by the Developer to the Landowner to remedy such breach;*
 - (b) *any encumbrancer taking possession of or a receiver or trustee being appointed over the whole or any part of the undertaking, property or assets of the Landowner.*
- d) How does the Group plan to mitigate the construction and completion risks of this property project?

The Group plan to mitigate the construction and completion risks of this Project by implementing the following measures:

(a) appointment of an established and reputable main contractor with a proven track record of delivering high end luxurious projects.

(b) Having sufficient funding.

(c) Undertaking a comprehensive and detailed marketing and feasibility study.

(d) Collaboration with property marketing agencies which have extensive regional network that will increase the visibility of the Project across different markets.

(e) Tie up or collaboration with high-end/luxury hotel brand(s) for serviced apartments management.

(f) Collaboration with end financiers to provide attractive loan packages for our property purchasers.

2) Included in the refundable deposits of the Group is an amount of RM25,645,298 (2023: RM5,579,449) paid to Pelana Tenggara Sdn. Bhd. ("PTSB") in which major shareholder of PTSB is an immediate family member of a substantial shareholder of the Company. The amount is paid to PTSB who acts in the capacity of a main contractor. (Page 76 of AR)

a) Please name the company's substantial shareholder connected to the major shareholder of PTSB.

The substantial shareholder connected to the major shareholder of PTSB is WWT Wellness Solutions Sdn Bhd.

b) Why did the Company appoint PTSB, a company related to a substantial shareholder of the Company, as the main contractor of the Company's projects?

The Group appointed PTSB as the main contractor of two of the Group's projects as PTSB has demonstrated project execution efficiency by completing projects within the agreed timeline and within the agreed costs.

c) What are the capabilities of PTSB as compared to other contractors?

PTSB's capabilities are:

- ability to execute and complete projects efficiently, within agreed deadlines.*
- ability to complete projects within awarded contract sums.*
- adherence to industry standards and certifications resulting in higher quality of work.*
- good working relationship with our technical team and appointed consultants.*
- ability to collaborate on value engineering efforts.*

- d) Does PTSB undertake any third parties' property projects apart from the Company? If yes, please name the third parties.

Kindly refer to Appendix A for the list of projects undertaken by PTSB.

- 3) On 19 March 2024, the Company has entered into a Share Sales Agreement with a third party to dispose of its entire equity interest in Skymind Intelligent Systems Sdn. Bhd. ("SIS") for cash consideration of RM150,000. The disposal transaction has been completed during the financial year 2024. (Page 73 of AR).

- a) Please name the buyer of SIS and whether it is a related party transaction.

The buyer is Mr. Ab Malik Bin Abdullah and it is not a related party transaction.

- b) How is the basis for the RM150,000 sales consideration arrived at?

The sales consideration was based on the original investment cost of ACME Holdings Berhad in Skymind Intelligent Systems Sdn. Bhd. and also on the basis of a willing buyer and a willing seller.

- 4) Marina Residence which consists of 202 units on 3 blocks of 12-storey condominiums situated in the same township in Seberang Perai Utara, Penang.

What is the latest take-up rate of each block of Marina Residence as of July 2024?

The take-up rate as at 31 July 2024 is as follows:

Block A – 95%

Block B – 92%

Block C – 95%

Sustainability Matters

- 1) The Company is looking forward to being a leading developer with a pioneering commitment to green building in Malaysia. (Page 15 of AR)

- a) Please explain how the Company can achieve its ambition of being a leading green building developer in Malaysia.

The Group is committed on becoming a leading green building developer by recruiting suitably qualified personnel as well as appointment of external consultants. This will be further enhanced by adopting industry best practices.

b) Why does the Company aim to be a green building developer, and what are its benefits?

The benefits of being a green building developer include:

- *Facilitates access to funding with more attractive financing terms*
- *Attracts larger pool of investors*
- *Enhance the investment of our property buyers as green building generally has better price appreciation*
- *Boosts the Group's competitive advantage*
- *Health benefits to our employees, local communities and building occupants*
- *Contributes toward global sustainability efforts*
- *Mitigate risks associated with resource shortages and price increases by using scarce resources efficiently and reducing our impact on the environment*
- *Our property purchasers will have access to more attractive loan packages*

c) Does the company have the resources and expertise to become a leading green building developer?

Kindly refer to our comments for item (a) above.

2) The company did not conduct any training on anti-fraud, bribery and corruption for non-executives and general workers for both FYs 2023 and 2024. (Page 19 of AR)

Please explain the reason(s) why the Company did not conduct such training for these two categories of staff, as all categories of staff are exposed to fraud, bribery, and corruption.

We did provide anti-fraud, bribery, and corruption training to all employees during both financial years. The 0% on page 19 of the Annual Report indicates that we have no staff in the non-executive and general worker categories, as our employees are classified by their job titles.

Corporate Governance Matters

1) The Board has appointed a new independent professional consulting firm, KFF Advisory Sdn Bhd, ("KFFASB") on 4 April 2024 as a replacement for BDO Governance Advisory Sdn Bhd ("BDO") who had decided not to renew its internal audit services due to internal resource constraints.

- a) Why has BDO conducted only an audit report on Welcome Properties Sdn Bhd in FY 2024?

BDO managed to complete only one audit report for FY2024 as it had on 21 December 2023 informed the Audit Committee its decision not to renew the internal audit services.

- b) What is the staff strength of KFFASB, and please name the managing partner of the firm.

KFFASB is part of KFF PLT, Chartered accountants, with 6 staff that are involved in providing the outsourced internal audit service. The firm has two partners and the managing partner is Mr. Foo Kee Fatt.

- c) How many public listed companies are the clients of KFFASB and how many are property companies?

Currently, the firm is providing outsourced internal audit services to three public listed companies who are involved in manufacturing and retail business. Previously, the firm has experience in providing outsourced internal audit service to two public listed companies that are property companies.

- d) What are KFFASB's fees for the internal work for FY 2025?

KFFASB's fees for FY 2025 internal audit work will be RM24,000.

- 2) The Company has departed from Practice 5.9 of the Malaysian Code on Corporate Governance 2021 ("MCCG 2021") where the board does not comprise at least 30% women directors.

The Board currently comprises five Directors, of whom one is a woman (or 20%). The Board has not set any specific targets for gender diversity for the Company.

- a) What are the challenges/issues in sourcing for more women directors? What are the plans to have at least 30% women representation on the Board?

The Company complies with Paragraph 15.02(1)(b) of the MMLR of Bursa Securities, which mandates that a listed entity have at least one woman director on its Board. The Board, through the Nomination Committee, will continue to consider gender diversity as part of its future selection process. The Nomination Committee will pool resources to diligently source, assess, and, where appropriate, recommend suitable female candidates for nomination to the Board, depending on the availability of qualified candidates and the Board's skill requirements.

- b) What benefits has the board experienced from having one woman among its members (though yet to comply with at least 30% women directors)? How has the board's performance been impacted with these benefits?

The Board deliberations have been more diverse and balanced with input of different perspectives.

Live questions posed from the shareholder

Question 1 from Mr Lau Chuan Hooi, shareholder of the Company

- 1) May I know, what is the company's future outlook?

The Company's future outlook is expected to be better with the Group's ongoing 3 projects which have secured quite good responses from the purchasers. The Group currently has unbilled sales of around RM208 million over the next 4 years. There is another joint venture project located at KLCC area in Kuala Lumpur with GDV contribution of approximately RM1.4 million, and the project is expected to commence in 2nd half of 2025 and to be completed within 4-5 years. There is also another joint venture project in Balik Pulau, Penang with project timeline of about 17 years, with GDV contribution of RM1.4 million. In conclusion, the Group foresees its financial performance will be improving over the next 3-5 years.

Pelana Tenggara Sdn Bhd

List of Projects Awarded by Third Party Developers

Item	Project Title	Project Name	Developer
1	Cadangan Pembinaan Pusat Latihan Teknologi Tinggi (Adtec) Kemaman, Terengganu Darul Aman	ADTEC	VST Cemerlang Sdn Bhd
2	Cadangan Pembangunan Kedlamam dua tingkat hingga tiga tingkat (111 unit) dengan 1 blok bangunan satu hingga dua tingkat kemudahan masyarakat di atas Lot 2, 3, 4, 46 & 47 Section 1, DTL, Pulau Pinang	Feringghi Villa	Cosda (M) Sdn Bhd
3	Cadangan 2 blok 26 & 27 tingkat rumah pangsa kos sederhana rendah di atas Lot 7686, Mukim 13, DTL, Jalan Paya Terubung, Penang	Green Garden	Gelanggang Kemillau Sdn Bhd
4	Cadangan skim perumahan di atas sebahagian lot 771, Jalan Kubang Menerong, Mukim 12, Seberang Perai Utara, Pulau Pinang yang mengandungi rumah teres kos rendah, kos sederhana dan kos sederhana rendah (1,369 unit) untuk tetuan Lembaga Kemajuan Wilayah Pulau Pinang (PERDA)	Perda Indah	Sempadan Seloka Sdn Bhd
5	Proposed 4 units of show house comprising 2 units semi-detached house and 2 units link house at Minden Height, MK 13, DTL Pulau Pinang	White Lily	PPM Realty Sdn Bhd
6	Proposed construction and completion of earthwork, infrastructure, main and ancillary building works (91 units) at Minden Gardens on Lot, PT 1798, Lot 2924 & 2925 (new Lot 11493 & 11494), Persiaran Minden 3, Mukim 13, DTL, Pulau Pinang	Minden Garden	PPM Realty Sdn Bhd
7	Site clearing, earthwork, part of basement for reinforcement concrete works, contractor's alternative design for cantilever caisson pile wall, capping beam, bored piles & micropiles, pilecapes, lift pit & starter bars for cadangan 2 blk condominium mewah (328 unit) di Jalan Pantai Prima (Jalan 112/H), off Jalan Kerinchi di atas Lot 1548, Mukim Kuala Lumpur, Wilayah Persekutuan	The Estate @ South Bangsar	Bon Estates Sdn Bhd



ACME HOLDINGS BERHAD (198901012432 (189740-X))

34TH ANNUAL GENERAL MEETING

FULLY VIRTUAL BASIS THROUGH LIVE STREAMING AND ONLINE REMOTE VOTING AT THE ONLINE MEETING PLATFORM PROVIDED BY BRAXTON CONSULTING SDN BHD VIA ITS WEBSITE AT WWW.REGISTRAR-BRAXTON.COM.MY (DOMAIN REGISTRATION NUMBER D1A459047) MALAYSIA 10050 GEORGETOWN, PULAU PINANG, MALAYSIA.

Friday, 30 August 2024 at 10:30 AM

RESULT ON VOTING BY POLL

RESOLUTION	VOTED	NO. OF SHAREHOLDERS / UNITHOLDERS	NO. OF SHARES / UNITS	% OF SHARES / UNITS	ABSTAIN * NO. OF SHARES / UNITS
ORDINARY RESOLUTION 1	FOR	17	132,574,081	99.988687	0
	AGAINST	1	15,000	0.011313	
ORDINARY RESOLUTION 2	FOR	17	132,574,081	99.988687	0
	AGAINST	1	15,000	0.011313	
ORDINARY RESOLUTION 3	FOR	17	132,574,081	99.988687	0
	AGAINST	1	15,000	0.011313	
ORDINARY RESOLUTION 4	FOR	18	132,589,081	100.000000	0
	AGAINST	0	0	0.000000	
ORDINARY RESOLUTION 5	FOR	17	132,574,081	99.988687	0
	AGAINST	1	15,000	0.011313	

Note: * These votes refer to holders who have pre-determined abstain from voting in the Proxy Form or holders refrained from voting due to conflict of interest.