

AJIYA BERHAD
Registration No. 199601005281 (377627-W)
(Incorporated in Malaysia)

MINUTES OF THE TWENTY-SIXTH ANNUAL GENERAL MEETING OF AJIYA BERHAD CONDUCTED VIA FULLY VIRTUAL MEETING THROUGH LIVE STREAMING AND ONLINE REMOTE VOTING USING REMOTE PARTICIPATION AND ELECTRONIC VOTING FACILITIES VIA THE ONLINE MEETING PLATFORM AT [HTTPS://WEB.VOTE2U.MY](https://web.vote2u.my) (DOMAIN REGISTRATION NO. WITH MYNIC: D6A471702) ON WEDNESDAY, 27 APRIL 2022 AT 11.00 A.M.

PRESENT AT BROADCAST VENUE : Dato' Dr. Mohd Aminuddin Bin Mohd Rouse - Chairman
(Directors) Dato' Chan Wah Kiang

PRESENT VIA VIDEO CONFERENCING Mr. Tan Seng Kee
(Directors) Dato' Theng Book
Ms. Low Peak Yih
Ms. Lee Xia Lien

IN ATTENDANCE : Ms. Chong Wui Koon
(Company Secretaries) Ms. Leong Siew Foong

BY INVITATION : Ms. Tan Siew Hoon (Financial Controller)
Mr. Ng Kee Siang (Representative of ChengCo PLT)
Representative of Agmo Studio Sdn Bhd
Representative of Aegis Communication Sdn Bhd

CHAIRMAN

The Chairman of the Company, Dato' Dr Mohd Aminuddin Bin Mohd Rouse welcomed all members to the 26th Annual General Meeting of the Company ("AGM or Meeting"). Thereafter, he proceeded to introduce the members of the Board of Directors who were in attendance.

Dato' Dr Mohd Aminuddin Bin Mohd Rouse informed the members that the 26th AGM was the Company's second virtual AGM conducted via live streaming and online remote meeting using the Remote Participation and Voting Facilities (RPV) which is in compliance with Section 327 of the Companies Act 2016. The Chairman also informed that the online AGM was part of the Company's safety measures against Covid-19 pandemic and was held in accordance with the revised Guidance Note on the Conduct of General Meetings issued by Securities Commission of Malaysia.

QUORUM

The Chairman informed that the Constitution of the Company required the presence of at least 2 members or proxies or corporate representatives to form a quorum. For a virtual meeting, the quorum shall be determined by the number of members who logged-in at the commencement of the Meeting. The requisite quorum being present, the Chairman of the Meeting declared the Meeting duly convened.

CORPORATE REPRESENTATIVE/PROXIES

The Chairman informed that the Company has received one (1) proxy form and a corporate representative from member for a total of 13,000,100 ordinary shares representing 4.456% of the total number of issued shares of the Company within the prescribed period.

NOTICE

The notice convening the meeting, having been circulated to the shareholders and advertised in the newspaper on 28 March 2022, be taken as read.

ADMINISTRATIVE AND VOTING PROCEDURES

The Chairman informed the members that all the resolutions tabled at the Meeting would require poll voting by members pursuant to Para 8.29A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements.

The poll would be conducted after all items on the agenda have been deliberated. The Chairman also informed the members of their right to participate at this Meeting via real time submission of typed texts in the query box.

Agmo Digital Solutions Sdn Bhd ("AGMO") was appointed as the Poll Administrator to conduct the electronic polling process and Aegis Communication Sdn Bhd as the Scrutineer to validate the votes cast at the meeting. Thereafter, Chairman invited the representatives of Poll Administrator to brief on the live voting procedure.

RESPONSE TO QUESTIONS FROM MINORITY SHAREHOLDERS WATCH GROUP

The Chairman invited the Managing Director, Dato' Chan Wah Kiang to present the Company's response to the questions raised by Minority Shareholders Watch Group ("MSWG") in its letter dated 5 April 2022 (as attached in Appendix I).

AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2021 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS

The Chairman explained that the Audited Financial Statements for the year ended 30 November 2021, which was included in the Annual Report, would be tabled before the Meeting for discussion only.

The Chairman also informed that in accordance with the provision of Section 340(1)(a) of the Companies Act 2016, the Audited Financial Statements for the year ended 30 November 2021 do not require formal approval of the shareholders and hence is not put forward for voting.

Chairman declared that the Audited Financial Statements for the financial year ended 30 November 2021 together with the Reports of the Directors and Auditors thereon be received.

ORDINARY BUSINESS

ORDINARY RESOLUTION 1 - APPROVAL OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2021

The Chairman proceeded to the next item of the Agenda, which was to seek shareholders' approval on the payment of Directors' fees and benefits of RM200,000 for the financial year ended 30 November 2021.

ORDINARY RESOLUTION 2 - APPROVAL OF DIRECTORS' BENEFITS FROM 27 APRIL 2022 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

The second item of the Agenda was to approve the payment of the Directors' benefits up to an amount of RM61,600 from 27 April 2022 until the next Annual General Meeting of the Company.

ORDINARY RESOLUTION 3, 4 & 5 - RE-ELECTION OF DIRECTORS

In accordance with the Company's Constitution, the following Directors shall retired from the Board at this Meeting and being eligible, have offered themselves for re-election to the Board:-

- a) Dato' Dr. Mohd Aminuddin bin Mohd Rouse – Resolution 3
- b) Ms. Low Peak Yih – Resolution 4
- c) Ms. Lee Xia Lien – Resolution 5

As Chairman is one of the Director seeking for re-election, he passed the Chair to Dato' Theng Book to conduct this meeting on his agenda, Resolution 3.

Chairman subsequently put the motion to re-elect Dato' Theng Book and Mr. Yeo Ann Seck to the Board under Resolutions 4 & 5 respectively.

ORDINARY RESOLUTION 6 - RE-APPOINTMENT OF AUDITORS

The next item on the Agenda was in respect of the re-appointment of Messrs ChengCo PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Chairman put the motion on re-appointment of auditors to the Meeting for consideration.

SPECIAL BUSINESS

ORDINARY RESOLUTIONS 7, 8, 9 & 10 - CONTINUATION OF TERMS OF OFFICE AS INDEPENDENT DIRECTOR

The Chairman moved on to the next item under Special Business Resolution 7, 8, 9 and 10 pertaining the retention of Independent Directors, Dato' Dr. Mohd Aminuddin bin Mohd Rouse, Dato' Theng Book, Mr. Tan Seng Kee and Ms. Low Peak Yih and respectively, who have been serving the Board for more than 9 years.

The Chairman informed that the Board had recommended to retain them as Independent Directors of the Company until the conclusion of the next Annual General Meeting. Justification to retain them as Independent Directors had been included in the Annual Report 2021 and the relevant procedures also be adhered to in accordance with Malaysian Code on Corporate Governance (“MCCG”).

The Chairman further informed that Resolutions 7, 8, 9 and 10 would be voted via two tier voting process according to MCCG as Dato’ Dr. Mohd Aminuddin bin Mohd Rouse, Dato’ Theng Book, Mr. Tan Seng Kee and Ms. Low Peak Yih have served the Company for more than 9 years.

As Chairman is one of the Director seeking for retention as Independent Director, he passed the Chair to Dato’ Theng Book to conduct this meeting on his agenda, Resolution 7.

Chairman subsequently put the motion to retain Dato’ Theng Book, Mr. Tan Seng Kee and Ms. Low Peak Yih as Independent Director of the Company under each respective Resolutions 8, 9 and 10.

ORDINARY RESOLUTION 11 - AUTHORITY TO ALLOT SHARES

The Chairman proceeded to Resolution 11 on authority to the Directors to allot shares pursuant to Sections 75(1) and 76(1) of the Companies Act 2016 subject to the Constitution of the Company and approvals of relevant authorities.

ORDINARY RESOLUTION 12 - APPROVAL FOR PROPOSED RENEWAL OF AUTHORITY FOR AJIYA BERHAD TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES AT ANY POINT OF TIME

The Chairman proceeded to Resolution 12 in respect of proposed renewal of authority for Ajiya Berhad to purchase its own shares of up to 10% of the total number of issued shares at any point of time.

ORDINARY RESOLUTION 13 - PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The Chairman proceeded to Resolution 13 in respect of renewal of shareholders’ mandate for recurrent related party transactions of a revenue or trading nature (“Proposed Renewal of Shareholders’ Mandate”).

The Interested Parties, Dato’ Chan Wah Kiang, Mr. Yeo Ann Seck and persons connected to them were abstained from deliberations and voting on the Resolution.

ANY OTHER BUSINESS

The Chairman informed that no notice of any other business for transacting at the meeting has been received.

QUESTIONS AND ANSWER SESSION

The Meeting proceeded to address the questions received from shareholders before and during the AGM.

All the questions received were related to the request for food voucher, e-wallet token and e-voucher for Touch and Go to shareholders who attended the virtual AGM.

As mentioned in the Administrative Guide to shareholders, there would be no distribution of door gifts/vouchers to shareholders who participated in the Company's AGM. Chairman explained that it is not the Company's policy to distribute free gifts to its shareholders physically or electronically. Nevertheless, the Company would take note of the feedback received in planning its future general meetings.

POLL SESSION

Having dealt with all the items on the Agenda, the Meeting proceeded to voting session. The Chairman adjourned the meeting for verification of votes.

POLL RESULTS

The Chairman called the Meeting to order for the announcement of poll results and called upon the Scrutineer to announce the poll results. Details of the results are attached as per Appendix II.

Based on the poll results, the Chairman declared that all the Resolutions as set out in the Notice of 26th AGM of the Company were duly carried.

PRESENTATION BY MANAGING DIRECTOR

The Managing Director, Dato' Chan Wah Kiang presented a qualitative presentation to the shareholders, focusing on the Industrial Revolution 4.0 and Sustainable Development of the Group.

CLOSE OF MEETING

The Meeting was closed at 12.00 noon with a vote of thanks to the Chair.

APPENDIX I

AJIYA BERHAD
Registration No. 199601005281 (377627-W)
(Incorporated in Malaysia)

APPENDIX TO THE MINUTES OF THE TWENTY-SIXTH ANNUAL GENERAL MEETING OF AJIYA BERHAD CONDUCTED VIA FULLY VIRTUAL MEETING THROUGH LIVE STREAMING AND ONLINE REMOTE VOTING USING REMOTE PARTICIPATION AND ELECTRONIC VOTING FACILITIES VIA THE ONLINE MEETING PLATFORM AT [HTTPS://WEB.VOTE2U.MY](https://web.vote2u.my) (DOMAIN REGISTRATION NO. WITH MYNIC: D6A471702) ON WEDNESDAY, 27 APRIL 2022 AT 11.00 A.M.

RESPONSES TO MINORITY SHAREHOLDERS WATCH GROUP

Operational & Financial Matters

- (1) During the financial year under review, the Group's net profit jumped by about 48 times to RM19.3 million in FY2021 compared to RM0.397 million in the previous financial year (Page 19 of the Annual Report 2021).
- a) Is the good performance sustainable in FY2022?
 - b) What competitive advantages does the Group have over its peers in the market?

Response

- a) The strong performance in FY2021 was driven mainly by the recovery in demand and the low base effect in FY2020. The streamlined internal operations and innovative cost-optimisation measures have helped the Group to reduce its operating expenses and improve its margin in FY2021.

In FY2022, the financial performance is likely to be maintained if the strong market demand persists amid the recovery of the domestic economy and the reopening of international borders. The rise of commodity prices and its market share expansion will help Ajiya maintain its growth trajectory.

Downside risks include the prolonged Russia-Ukraine war that causes a spike in inflation, affecting both profit margin and demand.

- b) Ajiya will continue to play as a one-stop solution and leverage its business network as compared to its peers in the industry.

- (2) In FY2021, the Group has managed to ensure optimum utilisation of capacity in its plants at around 30% (Page 27 of the Annual Report 2021). What is the current and previous year's capacity utilisation rates for Ajiya's plants?

Response

Capacity utilisation stood at around 25% to 30% during FY2020 and FY2021.

- (3) Across its 16 factories in Malaysia and Thailand, Ajiya intends to enhance production capability by acquiring new machinery with enhanced technology to manufacture AGiBS' components (Page 30 of the Annual Report 2021).
- What is the budget for acquiring new machinery in the next two financial years?
 - To what extent can the production capability be enhanced by using new machinery with enhanced technologies to manufacture AGiBS' components?

Response

- The Group has budgeted approximately RM200k to upgrade its existing AGiBS machines to become CAD-CAM enabled by this year and improve machine efficiency to save on operational costs.
 - This upgrade and enhancement will help Ajiya to save operational costs by 5%.
- (4) Ajiya's key strategies for the Safety Glass division are not limited to enhancing operational efficiency and improving margins but continually strengthening its internal research and development capacity to provide high-quality and innovative products to the market (Page 30 of the Annual Report 2021). What is the latest update on the abovementioned initiative to provide high-quality and innovative products to the market?

Response

R&D development is an ongoing process covering various areas to provide high-quality and innovative products. Some of the activities include optimisation and feasibility studies for various types of raw glasses, PVB, sub-raw, machineries, tools, automation etc.

Examples of some of the products include Ajiya's Blast Resistant Safety Glass, Bullet Resistant Safety Glass and Hurricane Resistant Safety Glass.

The introduction of new products also requires constant feasibility studies conducted by the Group's Research & Development to ensure the commercial viability of new products.

As FY2020 and FY2021 have been affected by the pandemic, we have seen a sharp slowdown in demand. While we have seen an uptick in demands and queries for our products as movement restrictions are lifted, volume growth remains modest.

Sustainability/Environmental, Social, and Governance (ESG) Matters

- (5) On sustainability/ESG, what are the Company's commitments for the next two financial years?

Response

Over the next two years, the Board and Management will ensure sustainable practices and initiatives are embedded into our business strategy and daily operation as we recognise the importance of our business operations' economic, environmental, and social impact.

Some of the key focus of the Group include but are not limited to:

- First phase of the Implementation of an effective Integrated Management System (IMS) of ISO 45001:2018 [Occupational Safety and Health Management System] and ISO 14001:2015 [Environmental Management System], across all areas of the company.
- Adopting CIS 24:2020 – Industrialised Building System IMPACT.
- Embarking on Digital Transformation and focusing on producing automating labour-intensive manufacturing processes and system integrations for horizontal (factory-to-factory) and vertical (shop floor machines-to-business system) interoperability using Artificial Intelligence ("AI") and Internet of Things (IoT).

APPENDIX II

Ajiya Berhad
(377627-W)
Lot 153, Kawasan Perindustrian Jalan Genuang, 85000 Segamat, Johor, Malaysia

Ajiya Berhad - 26th Annual General Meeting
27/04/2022 11:00:00

Result On Voting

Resolutions	Title	Voted For			Voted Against			Total			Result
		No of Units	%	No of Records	No of Units	%	No of Records	No of Units	%	No of Records	
ORDINARY	Ordinary Resolution 1	317,367	83.98863	29	60,502	16.01137	3	377,869	100	32	CARRIED
ORDINARY	Ordinary Resolution 2	307,367	81.34221	28	70,502	18.65779	4	377,869	100	32	CARRIED
ORDINARY	Ordinary Resolution 3	13,312,267	99.54683	28	60,602	0.45317	4	13,372,869	100	32	CARRIED
ORDINARY	Ordinary Resolution 4	13,317,269	99.54701	30	60,600	0.45299	3	13,377,869	100	33	CARRIED
ORDINARY	Ordinary Resolution 5	13,317,369	99.54776	31	60,500	0.45224	2	13,377,869	100	33	CARRIED
ORDINARY	Ordinary Resolution 6	13,377,869	100	33	0	0	0	13,377,869	100	33	CARRIED
TWOTIER	Ordinary Resolution 7(Tier 1)	13,000,000	100	1	0	0	0	13,000,000	100	1	CARRIED
TWOTIER	Ordinary Resolution 7(Tier 2)	317,267	83.96217	28	60,602	16.03783	4	377,869	100	32	CARRIED
TWOTIER	Ordinary Resolution 8 (Tier 1)	13,000,000	100	1	0	0	0	13,000,000	100	1	CARRIED
TWOTIER	Ordinary Resolution 8 (Tier 2)	317,269	83.9627	29	60,600	16.0373	3	377,869	100	32	CARRIED
TWOTIER	Ordinary Resolution 9 (Tier 1)	13,000,000	100	1	0	0	0	13,000,000	100	1	CARRIED
TWOTIER	Ordinary Resolution 9 (Tier 2)	317,269	83.9627	29	60,600	16.0373	3	377,869	100	32	CARRIED
TWOTIER	Ordinary Resolution 10 (Tier 1)	13,000,000	100	1	0	0	0	13,000,000	100	1	CARRIED
TWOTIER	Ordinary Resolution 10 (Tier 2)	317,269	83.9627	29	60,600	16.0373	3	377,869	100	32	CARRIED
ORDINARY	Ordinary Resolution 11	13,221,767	98.83313	29	156,102	1.16687	4	13,377,869	100	33	CARRIED
ORDINARY	Ordinary Resolution 12	13,377,867	99.99999	32	2	0.00001	1	13,377,869	100	33	CARRIED
ORDINARY	Ordinary Resolution 13	317,867	84.12095	30	60,002	15.87905	2	377,869	100	32	CARRIED

