



**SARAWAK CABLE  
BERHAD**

(Company No. 456400-V)

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**MINUTES OF THE TWENTY-SECOND (22ND) ANNUAL GENERAL MEETING (“AGM”) OF SARAWAK CABLE BERHAD (“SCB OR “THE COMPANY”) HELD AT LEVEL 2, ROOM 14, BORNEO CONVENTION CENTRE KUCHING, THE ISTHMUS, SEJINGKAT, 93505 KUCHING, SARAWAK ON WEDNESDAY, 29 JULY 2020 AT 10.00 A.M.**

Present physically at the main venue:

YBhg. Dato Sri Fong Joo Chung - Chairman of the meeting  
Redzuan Bin Rauf  
Erman Bin Radin

Present via Zoom online:

YBhg. Dato Sri Mahmud Abu Bekir Taib  
YBhg. Dato’ Ahmad Redza Bin Abdullah  
YBhg. Datuk Kevin How Kow  
YBhg. Tan Sri Dato’ Seri H’ng Bok San  
Mr. Yek Siew Liong  
YBhg. Datuk Rozimi Bin Remeli  
Mr. Ng Woon Chiang

In attendance

Low Wai See - Group Company Secretary

Shareholders present

As per attendance list.

Proxies present

As per attendance list.

## 1. INTRODUCTION

In accordance with Clause 72 of the Company’s Constitution, as the Non-Independent Non-Executive Chairman was not present at the main venue, the Non-Independent Non-Executive Deputy Chairman shall preside as the Chairman of this general meeting.

YBhg. Dato Sri Fong Joo Chung welcomed all those present to the Annual General Meeting of the Company and thanked all the valued shareholders for their continued invaluable support.

## **2. QUORUM**

The presence of the requisite quorum at the commencement of the meeting was confirmed.. YBhg. Dato Sri Chairman, declared the meeting to order at 10.15 a.m.

## **3. NOTICE OF MEETING**

The notice convening the AGM, having been circulated to all members and advertised in ‘The New Straits Times’ on 30 June 2020 within the prescribed period in accordance with the Company’s Constitution, with the consent of all members present at the AGM, was taken as read.

YBhg. Dato Sri Chairman informed that pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions as set out in the AGM notice shall be voted by poll.

Tengis Corporate Services Sdn Bhd had been appointed as the Poll Administrator to conduct the polling procedure whilst Commercial Quest Sdn Bhd had been appointed as the Independent Scrutineer to verify the poll results.

## **4. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019**

The Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon were tabled for discussion during the AGM. YBhg. Dato Sri Chairman invited the members to raise question in relation to the Agenda 1 of the Notice for the 22nd AGM.

As there was no question from the members present, the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon were taken as noted and received.

## **5. DIRECTORS’ FEES (Resolution 1)**

The members present were informed that the Directors’ fees of RM1,168,000 for the financial year ended 31 December 2019 were proposed for members’ approval.

Upon proposal from Mdm Lim Ngo Mooy and seconded by Mr Chuo Kuong Liong, it was put to motion to vote by poll at the end of the discussion of all resolutions. This resolution if passed, the total Directors’ fees of RM1,168,000 in respect of the financial year ended 31 December 2019 will be approved for payment.

## **6. DIRECTORS’ MEETING ALLOWANCES (Resolution 2)**

The members present were informed that the Directors’ meeting allowance of RM120,000 for the financial year ending 31 December 2019 until the next annual general meeting was proposed for members’ approval.

It was put to motion to vote via poll at the end of the discussion of all resolutions. This resolution if passed, the total Directors’ meeting allowance of RM120,000 in respect of the financial year ending 31 December 2019 until the next annual general meeting will be approved for payment.

**7. RE-ELECTION OF DIRECTOR (Resolution 3)**

The members noted that Mr. Yek Siew Liong is retiring by rotation in accordance with Clause 92 of the Company's Constitution, and he has offered himself for re-election.

It was put to motion to vote via poll at the end of the discussion of all resolutions. This resolution if passed, Mr. Yek Siew Liong will be re-elected as Director of the Company.

**8. RE-ELECTION OF DIRECTOR (Resolution 4)**

The members also noted that YBhg. Datuk Rozimi bin Remeli is retiring by rotation in accordance with Clause 92 of the Company's Constitution, and he has offered himself for re-election.

It was put to motion to vote via poll at the end of the discussion of all resolutions. This resolution if passed, YBhg. Datuk Rozimi bin Remeli will be re-elected as Director of the Company.

**9. RE-ELECTION OF DIRECTOR (Resolution 5)**

The members also noted that Encik Redzuan bin Rauf is retiring in accordance with Clause 92 of the Company's Constitution, and he has offered himself for re-election.

It was put to motion to vote via poll at the end of the discussion of all resolutions. This resolution if passed, Encik Redzuan bin Rauf will be re-elected as Director of the Company.

**10. RE-APPOINTMENT OF AUDITORS (Resolution 6)**

YBhg. Dato Sri Chairman informed that Messrs. Ernst & Young, the retiring auditors have expressed their willingness to continue in office for the ensuing year.

It was put to motion to vote via poll at the end of the discussion of all resolutions. This resolution if passed, the retiring auditors, Messrs. Ernst & Young will be re-appointed as auditors of the Company for the ensuing year at a remuneration to be determined by the Board of Directors.

**11. CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR PURSUANT TO PRACTICE 4.2 OF THE MALAYSIAN CODE ON CORPORATE GOVERNANCE 2017 (Resolution 7)**

YBhg. Dato Sri Chairman briefed the members present on the proposed resolution to retain YBhg. Datuk Kevin How Kow who have served as an Independent Director of the Company for a consecutive term of more than 9 years. The Board has assessed the independence of YBhg. Datuk Kevin and recommended his continuation in office as the Independent Director.

It was put to motion to vote via poll at the end of the discussion of all resolutions. This resolution if passed, YBhg. Datuk Kevin shall continue in office as the Independent Director of the Company.

**12. CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR PURSUANT TO PRACTICE 4.2 OF THE MALAYSIAN CODE ON CORPORATE GOVERNANCE 2017 (Resolution 8)**

YBhg. Dato Sri Chairman briefed the members present on the proposed resolution to retain En. Erman Bin Radin who have served as an Independent Director of the Company for a consecutive term of more than 9 years. The Board has assessed the independence of En. Erman and recommended his continuation in office as the Independent Director.

It was put to motion to vote via poll at the end of the discussion of all resolutions. This resolution if passed, En. Erman shall continue in office as the Independent Director of the Company.

**13. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016 (Resolution 9)**

YBhg. Dato Sri Chairman briefed the members present on the above proposed resolution.

It was put to motion to vote via poll at the end of the discussion of all resolutions. This resolution if passed, pursuant to Section 76 of the Companies Act 2016 and subject always to the approval of the relevant authorities, the Directors will be empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being 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 the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next AGM of the Company.

**14. PROPOSED RENEWAL OF SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“Shareholder Mandate”) (Resolution 10)**

YBhg. Dato Sri Chairman briefed the members present on the above proposal and reminded all interested directors, interested major shareholders and persons connected with them including their proxies and corporate representatives that they must not vote in respect of their direct and/or indirect shareholdings on the resolution approving Shareholder Mandate.

It was put to motion to vote via poll at the end of the discussion of all resolutions. This resolution if passed and subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, approval will be given to the Company and/or its subsidiaries (“SCB Group”) to enter into any of the categories of related party transactions which are recurrent, of a revenue or trading nature and are necessary for the day-to-day operations of SCB Group as outlined in Section 3.2 on pages 3 to 5 of the Circular to Shareholders dated 30 June 2020 (“Circular”), with the specific related parties mentioned therein subject further to the followings:

- (i) the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the interest of the minority shareholders; and
- (ii) disclosure is made in the annual report a breakdown of the aggregated value of the transactions conducted pursuant to the Shareholder Mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Main Market Listing Requirements, and amongst others, based on the following information:

- the type of the recurrent related party transactions made; and
- the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company.

**AND THAT** such approval will continue to be in force until:

- (i) the conclusion of the next AGM of the Company, at which time it will lapse, unless by an ordinary resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) [but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act];  
or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

**AND THAT** the Directors of the Company are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Shareholder Mandate.

### **POLL PROCEDURES**

YBhg Dato Sri Chairman called upon Tenggis Corporate Services Sdn. Bhd. to brief on the polling procedures. The meeting was adjourned for 20 minutes for the counting of votes and that the AGM shall resume upon the completion of the counting of votes.

### **ANNOUCEMENT OF POLL RESULTS**

YBhg Dato Sri Chairman welcomed all present and resumed the AGM proceedings at 10.50 a.m. and hereby declared that all resolutions were approved based on the results of the poll which were validated by Commercial Quest Sdn. Bhd., the independent scrutineer appointed by the Company.

### **ANY OTHER BUSINESS**

There being no other business to be transacted, YBhg Dato Sri Chairman, on behalf of all other Board members thanked all those present for their kind attendance and the AGM closed at 10.55 a.m. with a vote of thanks accorded to the Chair.

Confirmed as correct record by,

SIGNED

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**DATO SRI FONG JOO CHUNG**  
**Non-Independent Non-Executive Deputy Chairman**  
Kuching