

MALAYAN CEMENT BERHAD
[Company No. 195001000048 (1877-T)]
(Incorporated in Malaysia)

MINUTES OF THE SEVENTY-THIRD ANNUAL GENERAL MEETING (“AGM”/the “Meeting”) OF THE COMPANY CONDUCTED ON A FULLY VIRTUAL BASIS THROUGH LIVE STREAMING, ONLINE REMOTE PARTICIPATION AND VOTING (“RPV”) VIA TIIH ONLINE SYSTEM AT <https://tiah.com.my> (“TIIH Online”) ON TUESDAY, 5TH DAY OF DECEMBER, 2023 AT 4.33 P.M.

Present	:	Tan Sri (Sir) Francis Yeoh Sock Ping	- Executive Chairman
		Dato’ Sri Michael Yeoh Sock Siong	- Managing Director
		Dato’ Yeoh Seok Kian	- Director
		Dato’ Yeoh Seok Hong	- Director
		Dato’ Yeoh Soo Keng	- Director
		Professor Datuk Ts. Ir. Dr. Siti Hamisah binti Tapsir	- Director
		Mr Yap Seng Chong	- Director
		Ms Fong Yee Mei	- Director
		Mr Ler Ji-Yong (“Engagement Partner”)	- Representing HLB Ler Lum Chew PLT, the auditors
In Attendance	:	Ms Ho Say Keng	- Secretary
Participated via RPV at TIIH Online	:	182 members/corporate representatives/proxies (collectively, “Members”), including Executive Chairman as proxy for members as per attendance lists	

1. WELCOME ADDRESS

On behalf of the Board of Directors (“**Board**”), the Executive Chairman welcomed everyone who had logged-in to the meeting platform to participate in the AGM.

The Executive Chairman then introduced the members of the Board, the Engagement Partner from HLB Ler Lum Chew PLT and the Secretary.

2. QUORUM

The requisite quorum, having been confirmed by the Secretary with the advice of the share registrar and poll administrator as present, the Executive Chairman called the AGM to order.

3. NOTICE OF MEETING

The notice convening the AGM as set out in the Annual Report was taken as read.

4. PRELIMINARY - VOTING AND GENERAL INSTRUCTION ON MEETING PROCEDURES

The Executive Chairman informed that -

- he had been appointed as proxy for a number of members and he would vote in accordance with their instructions;
- voting on the resolutions set out for the AGM would be conducted by poll in accordance with Bursa Malaysia Securities Berhad Main Market Listing Requirements and the Company's Constitution by way of online remote voting at the RPV platform ("**e-voting**");
- Tricor Investor & Issuing House Services Sdn Bhd was appointed Poll Administrator for the polling process while Coopers Professional Scrutineers Sdn Bhd was appointed Scrutineers to validate the poll results.

At the request of the Executive Chairman, the Secretary briefly highlighted that the e-voting session commenced at the start of the Meeting and would continue until closure of the voting session and that the voting results would be announced at conclusion of the AGM. Members were to submit their questions at any time during the AGM using the Query Box provided via the RPV facility.

5. AGENDA ITEMS

The Executive Chairman proceeded with the business of the Meeting by reading out the agenda items and providing brief clarifications where necessary.

5.1 AGENDA NO. 1 – AUDITED FINANCIAL STATEMENTS AND REPORTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2023

The first agenda item under the 'Ordinary Business' was the laying of the audited financial statements of the Company for the financial year ended to 30 June 2023 ("**FY2023**") together with the Reports of the Directors and Auditors thereon ("**Audited Financial Statements**").

The Executive Chairman explained that the Audited Financial Statements were tabled/laid only for discussion as these did not require approval of the Members and hence not put for voting.

5.2. ORDINARY RESOLUTIONS 1 AND 2 – RE-ELECTION OF DIRECTORS RETIRING BY ROTATION PURSUANT TO ARTICLE 85 OF THE COMPANY'S CONSTITUTION ("Article 85**")**

Ordinary Resolutions 1 and 2 were on the re-election of the Executive Chairman and Dato' Yeoh Seok Kian as Directors of the Company, respectively, who retired by rotation pursuant to Article 85.

**5.3. ORDINARY RESOLUTIONS 3 TO 5 –
RE-ELECTION OF DIRECTORS RETIRING BY ROTATION PURSUANT TO
ARTICLE 84 OF THE COMPANY’S CONSTITUTION (“Article 84”)**

Ordinary Resolutions 3, 4 and 5 were on the re-election of Professor Datuk Ts. Ir. Dr. Siti Hamisah Binti Tapsir, Mr Yap Seng Chong and Ms Fong Yee Mei, respectively, who retired by rotation pursuant to Article 84.

**5.4. ORDINARY RESOLUTIONS 6 AND 7 –
PAYMENT OF DIRECTORS’ FEES AND MEETING ATTENDANCE
ALLOWANCE TO THE NON-EXECUTIVE DIRECTORS**

The next two resolutions were on the payment of fees and meeting attendance allowance benefit to the Non-Executive Directors of the Company.

The fees sought for under Ordinary Resolution 6 was for the sum of RM903,014 for FY2023 while a meeting attendance allowance of RM1,000 per meeting for each Non-Executive Director for the period from January 2024 to December 2024 was sought under Ordinary Resolution 7.

**5.5. ORDINARY RESOLUTION 8 –
RE-APPOINTMENT OF AUDITORS**

Ordinary Resolution 8 was on the re-appointment of HLB Ler Lum Chew PLT as Auditors of the Company and authorisation for the Directors to fix their remuneration.

**5.6. ORDINARY RESOLUTION 9 –
AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF
THE COMPANIES ACT, 2016**

Ordinary Resolution 9, which read as follows, was on the general authorisation for Directors to allot shares pursuant to Section 75 and 76 of the Companies Act, 2016:

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, the Directors be and are hereby empowered to allot and 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 to be issued does not exceed 10% of the total number of issued shares of the Company for the time being or such other percentage as prescribed by Bursa Malaysia Securities Berhad (“**Bursa Securities**”) 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 Securities.

AND THAT in connection with the above, pursuant to Article 50 of the Constitution of the Company, the shareholders of the Company do hereby waive their statutory pre-emptive rights over all new shares in the Company, such new shares when issued, to rank pari passu with existing issued shares in the Company.”

The Executive Chairman highlighted that by voting in favour of Resolution 9, Members would agree to waive their statutory pre-emptive rights over all new shares ranking equally to existing shares to be allotted and issued by the Directors pursuant to this general mandate.

**5.7. ORDINARY RESOLUTION 10 –
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

Ordinary Resolution 10, which read as follows, was on the renewal of the authority to buy-back shares, details of which were set out in the Share Buy-Back Statement dated 31 October 2023:

“THAT subject to the Company’s compliance with all applicable rules, regulations, orders and guidelines made pursuant to the Companies Act, 2016, the provisions of the Company’s Constitution and Bursa Malaysia Securities Berhad (“**Bursa Securities**”) Main Market Listing Requirements (“**Listing Requirements**”) and the approvals of all relevant authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to buy back and/or hold from time to time and at any time such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company (“**the Proposed Share Buy-Back**”) provided that:-

- (i) The maximum number of shares which may be purchased and/or held by the Company at any point of time pursuant to the Proposed Share Buy-Back shall not exceed 10% of the total number of issued shares of the Company for the time being quoted on Bursa Securities provided always that in the event that the Company ceases to hold all or any part of such shares as a result of, amongst others, cancellation of shares, sale of shares on the market of Bursa Securities or distribution of treasury shares to shareholders as dividend in respect of shares bought back under the previous shareholder mandate for share buy-back which was obtained at the Annual General Meeting held on 6 December 2022, the Company shall be entitled to further purchase and/or hold such additional number of shares as shall (in aggregate with the shares then still held by the Company) not exceed 10% of the total number of issued shares of the Company for the time being quoted on Bursa Securities;
- (ii) The maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy-Back shall not exceed the retained profits of the Company at the time of purchase by the Company of its own shares; and
- (iii) The shares purchased by the Company pursuant to the Proposed Share Buy-Back may be dealt with by the Directors in all or any of the following manner:-
 - (a) the shares so purchased may be cancelled; and/or
 - (b) the shares so purchased may be retained in treasury for distribution as dividends to the shareholders and/or resold on the market of Bursa Securities and/or subsequently cancelled; and/or
 - (c) part of the shares so purchased may be retained as treasury shares with the remainder being cancelled; and/or
 - (d) transfer the shares, or any of the shares for the purposes of or under an employees’ shares scheme; and/or
 - (e) transfer the shares, or any of the shares as purchase consideration; and/or
 - (f) deal with the shares in any other manner as may be permitted by the applicable laws and/or regulations in force from time to time;

AND THAT such authority shall commence upon the passing of this resolution, until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required by law to be held unless revoked or varied by Ordinary Resolution of the shareholders of the Company in

general meeting, whichever occurs first, but so as not to prejudice the completion of a purchase made before such expiry date;

AND THAT the Directors of the Company be and are hereby authorised to take all steps as are necessary or expedient to implement or to give effect to the Proposed Share Buy-Back with full powers to amend and/or assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act, 2016, the provisions of the Company's Constitution and the Listing Requirements and all other relevant governmental/regulatory authorities."

**5.8. ORDINARY RESOLUTION 11 –
PROPOSED RENEWAL OF SHAREHOLDER MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
("RRPT")**

Ordinary Resolution 11, which read as follows, was on the proposed renewal of shareholder mandate for RRPT with YTL Corporation Berhad Group as set out in Sections 2.3 of the Circular to Shareholders dated 31 October 2023:

"THAT the Company and/or its subsidiaries be and is/are hereby authorised to enter into RRPT from time to time with the related parties as specified in section 2.3 of the Circular to Shareholders dated 31 October 2023 ("**Related Parties**") subject to the following:-

- (i) the transactions are necessary for the day-to-day operations of the Company and/or its subsidiaries and are transacted on terms consistent or comparable with market or normal trade practices and/or based on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and
- (ii) disclosure is made in the annual report of the aggregate value of transactions conducted during the financial year pursuant to the shareholder mandate in accordance with the Bursa Malaysia Securities Berhad Main Market Listing Requirements;

THAT the mandate given by the shareholders of the Company shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (the "**Act**") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); unless revoked or varied by resolution of the shareholders of the Company in general meeting, whichever is the earlier;

AND THAT the Directors of the Company be authorised to complete and do such acts and things as they may consider expedient or necessary to give full effect to the shareholder mandate."

The Executive Chairman informed that all the interested Directors, interested Major Shareholders and Persons Connected with them had undertaken to abstain from voting on the resolution.

6. QUESTIONS AND ANSWERS (“Q&A”) SESSION

The Meeting moved on to the Q&A session.

At the request of the Executive Chairman, the Secretary informed that the Company had received questions prior to the AGM. The Q&A, annexed hereto as Appendix I, were shown on screen. These were read out by the Secretary beginning with the questions from the Minority Shareholders Watch Group, followed by questions from the Members.

The Secretary then read the questions submitted during the AGM via the RPV facility. The Executive Chairman and Managing Director addressed questions covering the following issues, duly assisted by the Secretary, wherever relevant:

Operational & Financial Matters

- Development of cement supply chain following the signing of memorandum of understanding with Innocent Sdn Bhd, a company owned by the Sarawak government, to produce cement and cementitious materials in Sarawak;
- Scarcity of aggregates and market outlook of cement industry in respect of selling prices and demand;
- Volume of cement exports to Singapore and other countries;
- Cement capacity utilisation;
- Energy source for cement production;
- Plans for declaration of dividends on quarterly/bi-annually;

AGM

- Cost for the virtual AGM and e-vouchers to Members;
- Plans to resume physical AGMs.

7. E-VOTING

On conclusion of the Q&A session, the Executive Chairman reminded Members who had yet to cast their votes to do so as e-voting would continue for another 5 minutes before closing for validation of poll results which would take approximately 20 minutes. The Meeting was adjourned at 4.58 p.m. to facilitate this.

8. ANNOUNCEMENT OF POLL RESULTS

The Meeting was reconvened at 5.24 p.m. for the declaration of poll results.

The poll results, validated by the Scrutineers, annexed hereto as Appendix II, were shown on screen. The Executive Chairman then declared that all resolutions tabled at the AGM were carried.

9. CLOSE OF MEETING

As there was no further business to be transacted, the Executive Chairman thanked all participants of the Meeting for their attendance and support and wished them a blessed Christmas and joyous new year ahead.

The AGM was declared closed at 5.25 p.m.

Confirmed as a correct record,

EXECUTIVE CHAIRMAN

Malayan Cement Berhad
73rd Annual General Meeting
Tuesday, 5 December 2023

Questions from
Minority Shareholders
Watch Group

Operational & Financial Matters

Question 1

At the AGM last year, it was informed that the Board was still studying the various options and designs for the Rawang plant. The 71-year-old plant in Rawang is undergoing planned refurbishments, as stated on page 4 of Annual Report 2023. When are the refurbishments of the Rawang plant expected to be completed, and what is the budgeted amount for these refurbishments?

REPLY

We are continuing to review the feasibility of options for the plant, with a view to achieving an optimal capacity structure for the Group. This process is still ongoing at this time.

Operational & Financial Matters

Question 2

With mega projects such as LRT3, Gemas-Johor Bahru electrified double track and East Coast Rail Link progressing to advanced stage of construction phase, does the Board expect the overall demand for cement in the local market to drop in FY2024? If not, what are the key projects or key factors that will support the demand for cement in the local market this year?

Continued...

Operational & Financial Matters

Question 2 – REPLY

Malaysia's construction sector is expected to remain steady, primarily driven by civil and non-residential projects, including manufacturing and logistics facilities, data centers, semiconductor factories and other strategic infrastructure and utilities projects.

The Government's commitment to establishing Malaysia as a regional data center hub and is a promising development, and the resolution of the labour shortage dilemma further bolsters industry progress.

The residential sub-sector is projected to improve further in line with the Government's effort to increase more affordable houses, as well as new launches by the private sector.

With a young population and a high rate of urbanisation, Malaysia is poised to maintain a long-term need for housing and infrastructure.

Operational & Financial Matters

Question 3

In FY2023, the Group resumed dividend payment after the last distribution in FY2016. An interim dividend of 6.0 sen per share was declared. Are there any restrictions imposed by the credit facilities providers on the payment of dividends by the Board of MCEMENT?

REPLY

MCB is permitted to declare/pay dividends upon meeting financial covenants and applicable provisions under its existing loan agreements.

Operational & Financial Matters

Question 4

MCEMENT completed the acquisition of cement businesses in Malaysia from the Group's immediate holding company, YTL Cement Berhad, in September 2021. Has the integration of YTL Cement businesses under MCEMENT been fully completed? Additionally, does the Board anticipate further logistical and cost synergies between the YTL Cement businesses and MCEMENT?

REPLY

The new businesses have been successfully integrated into the MCB Group, with the full consolidation of results underpinning the improved financial performance for FY2023. The acquisition has enabled us to optimise costs and efficiency through the streamlining of our operations, distribution networks and logistics.

Pre-Submitted Questions
from
Shareholders

Question 1

What is the dividend policy in 2023 and 2024?

REPLY

The Board has not adopted a set dividend policy. Payments of cash dividends are subject to future earnings and the financial condition of MCB and other factors, including the profit and cash flow position of the MCB Group, restrictions imposed by law or under credit facilities on the payment of dividends by members of MCB Group and the availability of funds.

Question 2

The ECOCem products contain up to 45% recycled materials, and CO2 emissions are reduced by 20% to 50%.

- (i) What percentage of sales consist of ECO products?
- (ii) How supportive are government policies and the market demands towards such products?
- (iii) Does management expect very significant capital investment in the coming years as it moves towards carbon neutral by 2050?

Continued...

Question 2 – REPLY

- (i) Currently, ECO products make up about a third of our sales and we continue to introduce new products into the market to meet increasing customer demand and requirements.

- (ii) Although the country is in the relatively early stages of decarbonization initiatives and sustainable construction, the Government has launched programmes and worked with industry to advance this important agenda. Green building certification programmes such as GBI have promoted this transition. We are taking a proactive approach to support this transition. Key initiatives include YTL Cement Seminar Series and our recently announced collaboration with CREAM, the research arm of the Malaysian Construction Industry Development Board.

Continued...

Question 2 – REPLY (continued)

- (iii) Our decarbonization programme includes energy and production efficiency measures. While this requires investment in plant and equipment upgrades, the resultant operational cost savings will sufficiently justify such capex. In the mid to long-term, emerging decarbonization technologies such as CCUS are expected to mature, with more widespread deployment and use contributing to lower capital investment and operating costs.

Question 3

The Sarawak government owned Innocement Sdn Bhd has signed a MOU with YTL Cement and SCG International.

- (i) What is the potential role of Malayan Cement through YTL Cement?
- (ii) Do you foresee any substantial capital investment in Sabah and Sarawak?

Continued...

Question 3 – REPLY

There are many synergies between YTL Cement and Malayan Cement and we expect that Malayan Cement will play a significant role in this.

Just as we have in Peninsular Malaysia over the last 70 years, we are committed to supporting Sarawak and Sabah over the long-term with high-quality, cost-effective building materials. As Sarawak embarks on ambitious large-scale infrastructure developments and upgrading plans, we will continue to play our role to deliver the innovative, forward-looking solutions required by our customers in these markets

Question 4

What are the breakdown of sales between large scale infrastructure versus building construction? Where will the growth come from in FY2024?

REPLY

As the nation's largest building materials supplier, we are heavily involved in projects across the construction spectrum. With the breadth of our network and product lines, we prioritise our ability to continue to supply the whole range of projects, regardless of size, to the requirements of our customers.

As for growth in FY2024, please refer to the earlier answer given (*Q2 in the MWSG section*).

Question 5

The Management Discussion has highlighted future demand from data centers. How significant is the data center demand as a percentage of the overall industrial and commercial building demands?

REPLY

The data center business is a new market, creating additional demand for cement. The emergence of this new industry is a sound development contributing to the expansion of Malaysia's overall construction and building materials landscape, and a positive indicator of new growth opportunities.

POLL VOTING RESULTS

Resolution	Vote in Favour		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
ORDINARY BUSINESS					
Resolution 1 Re-election of Tan Sri (Sir) Francis Yeoh Sock Ping who retired pursuant to Article 85 of the Company's Constitution.	1,125,604,623	99.8847	1,299,348	0.1153	Carried
Resolution 2 Re-election of Dato' Yeoh Seok Kian who retired pursuant to Article 85 of the Company's Constitution.	1,122,607,223	99.8844	1,299,048	0.1156	Carried
Resolution 3 Re-election of Re-election of Professor Datuk Ts. Ir. Dr. Siti Hamisah Binti Tapsir who retired pursuant to Article 84 of the Company's Constitution.	1,126,845,843	99.9948	58,128	0.0052	Carried
Resolution 4 Re-election of Mr Yap Seng Chong who retired pursuant to Article 84 of the Company's Constitution.	1,126,844,200	99.9947	59,771	0.0053	Carried
Resolution 5 Re-election of Ms Fong Yee Mei who retired pursuant to Article 84 of the Company's Constitution.	1,126,847,143	99.9950	56,828	0.0050	Carried

Resolution	Vote in Favour		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
ORDINARY BUSINESS (CONT'D)					
Resolution 6 Approval of the payment of fees to the Non-Executive Directors amounting to RM903,014 for the financial year ended 30 June 2023.	1,126,839,771	99.9943	64,200	0.0057	Carried
Resolution 7 Approval of the payment of meeting attendance allowance of RM1,000 per meeting for each Non-Executive Director for the period from January 2024 to December 2024.	1,126,812,671	99.9920	90,400	0.0080	Carried
Resolution 8 Re-appointment of HLB Ler Lum Chew PLT as Auditors of the Company and authorisation for the Directors to fix their remuneration.	1,126,847,143	99.9950	56,828	0.0050	Carried
SPECIAL BUSINESS					
Resolution 9 Authorisation for the Directors to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016.	1,073,816,615	95.2891	53,086,756	4.7109	Carried
Resolution 10 Renewal of Share Buy-Back Authority.	1,126,825,290	99.9930	78,481	0.0070	Carried
Resolution 11 Renewal of Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.	97,230,113	99.9406	57,756	0.0594	Carried