

MINUTES OF THE TWENTY-THIRD ANNUAL GENERAL MEETING ("23RD AGM") OF MARINE & GENERAL BERHAD ("Company") HELD AT DEWAN BERJAYA, BUKIT KIARA EQUESTRIAN & COUNTRY RESORT, JALAN BUKIT KIARA OFF JALAN DAMANSARA, 60000 KUALA LUMPUR ON MONDAY, 12 OCTOBER 2020 AT 10.00 AM

Present: As per the attendance sheet

OPENING OF MEETING

Dato' Mohammed Azlan bin Hashim, the Chairman ("**Dato' Chairman**") of the Board of Directors ("**Board**"), took the Chair at 10.00 am and welcomed all those present at the meeting amidst the outbreak of pandemic COVID-19. Dato' Chairman informed that Ms. Chia, the Company Secretary was unable to attend the Annual General Meeting due to the Conditional Movement Control Order imposed by the Government. Nevertheless, Ms. Theresa Wee ("**Ms. Wee**"), the representative of the Company Secretary was present to ensure the Annual General Meeting was conducted in a proper manner.

Firstly, Dato' Chairman briefed the attendees on the Government's recommended Standard Operating Procedures ("SOP") for public meetings during the pandemic, i.e. registration using the MySejahtera App, body temperature checks, hand sanitisation, wearing of face mask and maintenance of social distance in the meeting hall. All present in the meeting were urged to comply with the SOP mentioned throughout the meeting.

Dato' Chairman proceeded to introduce the Board Members and the representative of the Company Secretary present at the meeting. Dato' Chairman informed that the directors' profiles were outlined on pages 3 to 6 of the annual report. In addition, the meeting was informed the meeting that Dato' Haji Razali bin Mohd Yusof is no longer with the Company having resigned as director of the Company on 17 August 2020 to avoid any potential conflict of interest arising from his appointment to the Board of PetroliaM Nasional Berhad ("Petronas") on the same day.

Dato' Chairman also introduced the representatives of the Company Auditors namely, En. Muhammad Azman bin Che Ani and Mr. Loh Jia Liang, both from Messrs KPMG PLT and the representative of the Share Registrar, En. Mohd Sophiee and his team from Boardroom Share Registrars Sdn Bhd.

QUORUM OF MEETING

Dato' Chairman called upon the representative of the Company Secretary, Ms. Wee to confirm the quorum.

Ms. Wee informed that in accordance with Clause 20.1 of the Constitution, 2 members present personally shall be a quorum for the general meeting. Member includes a person attending as a proxy or representing a corporation that is a member.

Ms. Wee further informed that there were 7 members and 10 proxies present in person.

As confirmed by Ms. Wee, the stipulated quorum was present at the meeting.

Dato' Chairman further briefed the members/proxies present that the voting of the 23rd AGM will be conducted by poll pursuant to Clause 20.6 of the Constitution. Dato' Chairman added that the Company had appointed Messrs Kalis & Co. as the Independent Scrutineers to verify the poll results. The polling process would be conducted upon the completion of the deliberation of all items to be transacted at the 23rd AGM.

NOTICE OF MEETING

The notice of the meeting, being circulated to all members on 18 September 2020, was taken as read and the meeting was declared duly convened.

1.0 AGENDA 1

TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 30 APRIL 2020 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

1.1 En. Mohd Nizam Abd Wahab ("**En. Mohd Nizam**") was invited to make a brief presentation which encompassed the following:

- (i) Significant Events
- (ii) Operating Conditions
 - Marine Logistics – Upstream Division
 - Marine Logistics – Downstream Division
- (iii) Group Results
- (iv) Subsequent Events
- (v) Prospects

1.2 Dato' Chairman subsequently declared the Audited Financial Statements for the financial year ended 30 April 2020 together with the Reports of the Directors and Auditors ("**AFS 2020**") as received and duly tabled at the 23rd AGM, in accordance with Section 340(1)(a) of the Companies Act 2016. Dato' Chairman further explained that the AFS 2020 under Agenda 1 was for discussion only and it will not require members' approval.

1.3 The meeting deliberated at length on this item. In summary, the pertinent issues raised by the members/proxies were highlighted and responded as follows:

- (i) Mohammed Amin bin Mahmud enquired whether any of the Lenders had converted any of the convertible preference shares ("**CPS**") issued by Jasa Merin (M) Sdn Bhd ("**JMM**") in exchange for new ordinary shares of M&G. On this, Dato' Chairman answered that none of the CPS holders had converted

the CPS into new ordinary shares of M&G, which they could do so anytime up to the 10th anniversary from the CPS issuance date.

- (ii) Both Mohammed Amin bin Mahmud and Ng Kok Kiong were concerned with the sustainability and cash flow of the Group going forward following the completion of the Proposed Debt Restructuring Scheme ("**PDRS**"). Dato' Chairman assured that barring unforeseen circumstances and based on internal forecast and projections, the cash flow of the Group would be sufficient to meet its financial and operating obligations. Furthermore, the extended moratorium period granted by the Lenders for the principal repayment has further strengthened the cash flow of the Group.

In addition, as part of the PDRS criteria, a monitoring accountant was appointed to monitor the usage of the cash generated from the business operations of the Group to protect the interest of the Lenders. These would indirectly ensure the cash generated is used in an appropriate manner.

- (iii) Mohammed Amin bin Mahmud also enquired if the PDRS led to any positive impact on the interest rate. Dato' Chairman confirmed to the affirmative in this regard. En. Mohd Nizam was invited to address the question in detail.

En. Mohd Nizam further clarified that as an integral part of the PDRS, the indebtedness of JMM Group was reduced by RM200 million through the upfront cash payment (RM50 million) and issuance of the CPS (RM150 million) to the Lenders. Consequently, following the completion of the PDRS, the effective interest rate has been reduced from its initial 6.5% to 5.1% per annum, equivalent to approximately RM10 million per annum. Lastly, under the PDRS, the interest rate was capped at the respective Bank's cost of fund + 1%, but in any case not exceeding 5.5% (i.e. max 5.5% pa).

- (iv) Ng Kok Kiong enquired on the recent Practice Note 17 ("**PN17**") announcement released to Bursa Malaysia Securities Berhad ("**Bursa Securities**"). Dato' Chairman explained that M&G has triggered the prescribed criteria pursuant to Paragraph 8.04 and Paragraph 2.1(a) of PN17 of the Main Market Listing Requirements of Bursa Securities ("**MMLR**"), where M&G's shareholders' equity on a consolidated basis was less than 25% of the share capital and such shareholders' equity is less than RM40 million.

Dato' Chairman further explained that the ratio of M&G's shareholders' equity on a consolidated basis as at the financial period ended 31 July 2020 was 9.7% and shareholders' equity was RM26.1 million respectively.

Dato' Chairman then informed that Bursa Securities had via its letter dated 16 April 2020, granted the affected listed issuers relief from complying with the obligations under Paragraph 8.04 and PN17 of the MMLR ("**PN17 Relief Measures**") from 17 April 2020 to 30 June 2021. The PN17 Relief Measures will be available to the listed issuer if it triggers certain criteria under PN17 of the MMLR.

Following the completion of the PDRS, JMM has recognised RM106.8 million gain comprising gain on the restructuring of debts and gain from the issuance of CPS to the Lenders. Based on the unaudited management account of M&G as at 31 August 2020, the shareholders' equity has increased from RM26.1 million as at 31 July 2020 to RM93.8 million and the ratio of the shareholders' equity to share capital on a consolidated basis was stood at 34.8%.

In view of the above, Dato' Chairman clarified that M&G no longer triggers the prescribed criteria pursuant to Paragraph 8.04 and Paragraph 2.1(a) of PN17 of the MMLR.

(v) Ng Kok Kiong further enquired if there is any further debt restructuring plan for M&G or an internal restructuring plan on manpower. To this, Dato' Chairman informed that based on the mechanism of the PDRS completed not long ago, the capital structure of M&G would be strengthened upon the conversion of the CPS into the new ordinary shares of M&G by the CPS holders. It will reduce the debt obligation of JMM as well.

(vi) Lastly, Thavarajan M. Pillai enquired on the payment of dividends. Dato' Chairman explained that it might not be possible for the Company to declare any dividends in the near future. Due to the challenges faced by the Company at present, it is therefore essential for the Company to act prudently with the available resources. Nevertheless, Dato' Chairman assured that Management would re-look into the payment of dividends once the financial situation of the Group improves.

1.4 With that, Dato' Chairman concluded the questions and answers session for Agenda 1 and proceeded to the next agenda item.

2.0 AGENDA 2

TO RE-ELECT TAN SRI DATUK SERI RAZMAN M HASHIM WHO RETIRES PURSUANT TO CLAUSE 24.2 OF THE COMPANY'S CONSTITUTION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-ELECTION (Ordinary Resolution 1)

2.1 The second agenda was to re-elect Tan Sri Datuk Seri Razman bin M Hashim, who was retiring pursuant to Clause 24.2 of the Constitution, and being eligible, offered himself for re-election.

2.2 Dato' Chairman informed the members/proxies that the profile of Tan Sri Datuk Seri Razman bin M Hashim, who was standing for re-election, is on page 5 of the 2020 Annual Report.

2.3 Dato' Chairman sought a proposer and a seconder in respect of the re-election Tan Sri Datuk Seri Razman bin M Hashim for Resolution 1.



- 2.4 Resolution 1 on the proposed re-election of Tan Sri Datuk Seri Razman bin M Hashim was proposed by Mohammed Amin bin Mahmud and seconded by Ng Kok Kiong.



3.0 AGENDA 3

DATO' HARUN BIN MD IDRIS RETIRES AS A DIRECTOR BY ROTATION PURSUANT TO CLAUSE 24.2 OF THE COMPANY'S CONSTITUTION AT THE CONCLUSION OF THIS 23RD ANNUAL GENERAL MEETING

3.1 Dato' Chairman informed the members/proxies that the profile of Dato' Harun bin Md Idris is on page 5 of the 2020 Annual Report.

3.2 For the information of the members/proxies present in the meeting, Dato' Chairman briefed the meeting on the intention of Dato' Harun bin Md Idris to retire as a Director of the Company after 11 years of service to the Company and therefore did not wish to seek for re-election at this Annual General Meeting. Hence, Dato' Harun bin Md Idris will retain his office until the conclusion of this Annual General Meeting.

3.3 It was **RESOLVED**:

"THAT Dato' Harun bin Md Idris who retired by rotation pursuant to Clause 24.2 of the Company's Constitution, be and is hereby retired upon the conclusion of the 23rd Annual General Meeting of the Company."

3.4 Lastly, on behalf of the Company, Dato' Chairman expresses his gratitude to Dato' Harun bin Md Idris for his efforts and services extended to the Company since 12 August 2009.

4.0 AGENDA 4

TO APPROVE THE PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 APRIL 2021 OF UP TO RM700,000, ON QUARTERLY BASIS AFTER THE END OF EACH QUARTER (Ordinary Resolution 2)

4.1 The next agenda was to approve the payment of directors' fees for the financial year ending 30 April 2021 of up to RM700,000, on a quarterly basis after the end of each quarter. Dato' Chairman invited a proposer and a seconder for Resolution 2.

4.2 Dato' Chairman informed that the proposed directors' fee of RM700,000.00 is similar to the amount brought for consideration and approved by the members at the preceding 22nd Annual General Meeting.

4.3 The motion was proposed by Abdul Hafidz bin Abdul Rahman and seconded by Thavarajan M. Pillai.

5.0 AGENDA 5

TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS (OTHER THAN DIRECTORS' FEES) OF UP TO RM475,000 TO THE NON-EXECUTIVE DIRECTORS FOR THE PERIOD FROM 13 OCTOBER 2020 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY (Ordinary Resolution 3)

- 5.1 The next agenda was to approve the payment of directors' remunerations (excluding directors' fees) of up to RM475,000 to the non-executive directors for the period from 13 October 2020 until the next Annual General Meeting ("AGM") of the Company and Dato' Chairman invited a proposer and a seconder for Resolution 3.
- 5.2 Dato' Chairman again informed that the proposed directors' remuneration of RM475,000.00 was similar to the amount brought for consideration and approved by the members at the preceding 22nd Annual General Meeting.
- 5.3 The motion was proposed by Thong Jee Chee and seconded by Khor Ooi Chook.

6.0 AGENDA 6

TO RE-APPOINT MESSRS KPMG PLT AS AUDITORS AND TO AUTHORISE THE DIRECTORS TO DETERMINE THEIR REMUNERATION (Ordinary Resolution 4)

- 6.1 The next agenda was to re-appoint Messrs KPMG PLT as Auditors and to authorize the Directors to determine their remuneration.
- 6.3 There being no questions from the floor, Dato' Chairman invited for a proposer and a seconder for Resolution 6.
- 6.2 The motion was proposed by Badzanishah bin Sharom and seconded by Thavarajan M. Pillai.

7.0 AGENDA 7

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016 (Ordinary Resolution 5)

- 7.1 The next agenda was a special business whereby a general mandate was sought from the members, to empower the Directors to allot and issue shares pursuant to Section 75 and 76 of the Companies Act 2016. Dato' Chairman invited for a proposer and a seconder for Resolution 5.
- 7.2 The Resolution was proposed by Khor Ooi Chook and seconded by Thavarajan M. Pillai.

8.0 AGENDA 8

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("NEW PROPOSAL") (Ordinary Resolution 6)

- 9.1 The last agenda of the meeting was a special business in relation to the proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature.
- 9.2 Dato' Chairman briefed the meeting that the Circular was sent to the shareholders together with the Notice of the 23rd AGM on 18 September 2020. Dato' Chairman informed that the New Proposal, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue and trading nature. The authority will, unless revoked or varied by the Company in general meeting, expire at the next Annual General Meeting. Members/Proxies were advised to refer to the Circular for further details of this agenda.
- 9.4 Dato' Chairman sought for a proposer and a seconder for Resolution 6. The Resolution was proposed by Khor Ooi Chook and seconded by Thong Jee Chee.

10.0 AGENDA 10

TO TRANSACT ANY OTHER BUSINESS OF THE COMPANY OF WHICH DUE NOTICE SHALL HAVE BEEN GIVEN

- 10.1 Dato' Chairman sought confirmation from the representative of the Company Secretary if the Company had received any notice for transaction of other business which had been given in accordance with the Companies Act 2016 and the Company's Constitution. Ms. Wee confirmed that the Company had not received any notice for transaction of any other business at the meeting.
- 10.2 Dato' Chairman declared that the meeting will proceed with the polling process.

POLLING PROCESS

The representing Company Secretary, Ms. Wee was invited to explain the procedures for the conduct of poll at the 23rd AGM. All the members/proxies were directed to slip the duly completed and signed polling slips into the balloting boxes carried around by the representatives of Boardroom Share Registrars Sdn Bhd.

With the permission of Dato' Chairman, the representing Company Secretary, Ms. Wee declared that the meeting is adjourned at 10.56 am to conduct the poll count.



ANNOUNCEMENT OF POLL RESULTS

At 11.16 am, Dato' Chairman called the meeting to order for the declaration of the poll results. Dato' Chairman announced that he had received the poll results from Boardroom Share Registrars Sdn Bhd and Kalis & Co. Dato' Chairman proceeded to read out the poll results to the members/proxies present.

Dato' Chairman announced the poll result in respect of Resolution 1 was as follows:

Resolutions	Voted FOR		Voted AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 1 - To re-elect Tan Sri Datuk Seri Razman bin M Hashim	429,749,874	100.0000	0	0.0000

Dato' Chairman declared that Resolution 1 was duly passed as follows:-

"THAT Tan Sri Datuk Seri Razman bin M Hashim who retired pursuant to Clause 24.2 of the Company's Constitution, be and is hereby re-elected to the Board."

Dato' Chairman announced the poll result in respect of Resolution 2 was as follows:

Resolutions	Voted FOR		Voted AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 2 - To approve the payment of Directors' fees	416,100,974	99.9999	300	0.0001

Dato' Chairman declared that Resolution 2 was duly passed as follows:-

"THAT the payment of Directors' Fees for the financial year ending 30 April 2021 of up to RM700,000, on a quarterly basis after the end of each quarter be and is hereby approved."

Dato' Chairman announced the poll result in respect of Resolution 3 was as follows:

Resolutions	Voted FOR		Voted AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 3 - To approve the payment of Directors' benefits (other than directors' fees)	416,100,974	99.9999	300	0.0001

Dato' Chairman declared that Resolution 3 was duly passed as follows:-

"THAT the payment of Directors' benefits (other than Directors' fees) of up to RM475,000 to the Non-Executive Directors for the period from 13 October 2020 until the next Annual General Meeting of the Company be and is hereby approved."

Dato' Chairman announced the poll result in respect of Resolution 4 was as follows:

Resolutions	Voted FOR		Voted AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 4 - To re-appoint Messrs KPMG PLT as Auditors	429,749,874	100.0000	0	0.0000

Dato' Chairman declared that Resolution 4 was duly passed as follows:-

"THAT the re-appointment of Messrs KPMG PLT as Auditors of the Company and authorize the Directors to determine their remuneration be and is hereby approved."

Dato' Chairman announced the poll result in respect of Resolution 5 was as follows:

Resolutions	Voted FOR		Voted AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 5 - Authority to Allot and Issue Shares	429,749,874	100.0000	0	0.0000

Dato' Chairman declared that Resolution 5 was duly passed as follows:-

"THAT pursuant to Section 75 and 76 of the Companies Act, 2016 and approvals from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and other relevant authorities, where approval is necessary, authority be and is hereby given to the Directors to allot and issue shares in the Company at any point of time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued shall not exceed ten percent (10%) of the issued share capital of the Company for the time being AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Dato' Chairman announced the poll result in respect of Resolution 6 was as follows:

Resolutions	Voted FOR		Voted AGAINST	
	No. of Shares	%	No. of Shares	%
Resolution 6 – Proposed New Shareholders' Mandate for Recurrent Related Party Transactions	429,749,874	100.0000	0	0.0000

Dato' Chairman declared that Resolution 6 was duly passed as follows:-

"THAT subject always to the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to give effect to the specific recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in Section 2D of the Circular to Shareholders dated 18 September 2020, provided that such arrangements and/or transactions are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out on arm's length basis, in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders.

AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company at which time it will lapse, unless by a resolution passed by the shareholders of the Company in a general meeting;
- (b) the expiration of the period within which the next Annual General Meeting of the Company after that date is required to be held pursuant to Section 340(2) of the

Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or


- (c) revoked or varied by a resolution passed by the shareholders in a general meeting, whichever is the earlier.

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and to do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the New Proposal, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities."

CLOSE OF MEETING

There being no other business to transact, Dato' Chairman declared the meeting closed at 11.20 am. and thanked those present for their attendance.

Confirmed as True and Correct Record of Proceedings,



Dato' Mohammed Azlan bin Hashim
Chairman

Dated: 16 November 2020