

MTD ACPI ENGINEERING BERHAD
Company No. 199301004099 (258836-V)
(Incorporated in Malaysia)

Summary of Key Matters Discussed at the Extraordinary General Meeting of MTD ACPI Engineering Berhad (“**MTD ACPI**” or “**Company**”) held at the Broadcast Venue at the Registered Office of the Company at Menara MTD, 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan on Tuesday, 16 February 2021 at 9.30 a.m.

1.0 OPENING REMARKS BY CHAIRMAN OF THE MEETING

Dato’ Ir. Kalid bin Alias, presided as Chairman of the meeting (“**Dato’ Chairman**”). On behalf of the Board of Directors (“**the Board**”) of MTD ACPI, Dato’ Chairman welcomed all shareholders, proxies, corporate representatives, invitees and stakeholders of the Company present to the Extraordinary General Meeting of MTD ACPI (“**EGM**” or “**the Meeting**”) which was conducted as a fully virtual meeting through live streaming and guided by the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia.

Dato’ Chairman then introduced the Board, Chief Executive Officer and advisers who were present with him at the Broadcast Venue, namely:

- (a) Encik Nik Din bin Nik Sulaiman, the Senior Independent Non-Executive Director;
- (b) Mr. Tee Kim Siew, the Chief Executive Officer;
- (c) Encik Ahmad Fazlee bin Aziz, the Principal Adviser from KAF Investment Bank Berhad;
- (d) Mr. Tan Heng Chee, the Independent Adviser from Public Investment Bank Berhad;
- (e) Mr. Eugene Teow Sze Ern, the Independent Scrutineer from Cygnus IT Solutions PLT;
- (f) Mr. Mu Siew Weng, the audio visual crew from Cygnus IT Solutions PLT; and
- (g) Mr. Cheah Zhen Hong, the audio visual crew from Cygnus IT Solutions PLT.

The other Directors participated remotely, namely Dato’ Ir. Wan Razali bin Wan Muda, Mr. Keith George Cowling and Puan Nik Faeruz binti Tan Sri Nik Hussain, and also representative of the Auditors, BDO PLT, Company Secretaries, Senior Management and Poll Administrator, Mega Corporate Services Sdn Bhd (“**MegaCorp**”).

2.0 QUORUM

Dato’ Chairman informed the shareholders that the cut-off date for determining members who were entitled to attend and vote at the Meeting was based on the Record of Depositors of the Company as at 10 February 2021.

The presence of quorum pursuant to Article 66 of the Constitution of the Company was confirmed by the Company Secretaries and MegaCorp, the Company’s Share Registrar.

3.0 NOTICE OF MEETING

Dato’ Chairman informed that the Notice of the EGM dated 25 January 2021 have been circulated within the stipulated timeframe, and shall be taken as read and thereafter, called the Meeting to order.

4.0 VOTING AND ADMINISTRATIVE MATTERS

Dato' Chairman explained to the shareholders that the Special Resolution set out in the Notice of the EGM would be put to vote by poll pursuant to Paragraph 8.29A of the Bursa Malaysia Securities Berhad Main Market Listing Requirements by way of electronic voting ("**e-voting**") and administrated by MegaCorp, the Company's Share Registrar and Cygnus IT Solutions PLT, the Independent Scrutineers would validate the poll results.

After a short audio visual clip by MegaCorp to guide the shareholders on posting questions and locating Digital Ballot Form ("**DBF**") to vote, the shareholder were further briefed on the following:

- a. The posting of questions electronically via the question pane and voting electronically through DBF; and
- b. The voting link has been opened for voting on DBF.

Dato' Chairman informed that the Agenda of the EGM is to consider and, if thought fit, passing the special resolution for the Proposed Selective Capital Reduction and Repayment Exercise of MTD ACPI under Section 116 of the Companies Act 2016 ("**Proposed SCR**"), the details are set out in the Circular to Shareholder ("**the Circular**") dated 25 January 2021. Only Non-Interested Shareholders as defined in the Circular were entitled to vote on the resolution.

Dato' Chairman then invited the Chief Executive Officer ("**CEO**") of the Company, Mr. Tee Kim Siew ("**Mr. Tee**") to proceed with the Questions and Answers sessions.

5.0 QUESTIONS AND ANSWERS

Mr. Tee proceeded to inform that the Minority Shareholder Watchdog Group did not raise any question or issue any letter to the Company in relation to the Proposed SCR. He informed that the details of the Proposed SCR are set out in the Circular and welcomed question from the shareholders.

The following were the response to the questions raised by the shareholder and proxy of the Company.

Q1: Mr. Wong Ngan Kuan, a shareholder, enquired:

"One of the conditions of the completion of Proposed SCR is that MTD ACPI to obtain the approval and/or consent of the existing financiers and/or creditors and one of the rationale for the Proposed SCR was due to poor financial condition of MTD ACPI Group. What makes you think, the Company could get the approval of your existing financiers and/or creditors for the Proposed SCR and delisting? Obviously, being a listed entity it is better since you can raise equity. Have you spoken to your existing financiers and/or creditors on this?"

A1: The CEO's response:

"As stipulated in the Circular to Shareholder dated 25 January 2021, wherein it was stipulated the listing status of MTD ACPI brings minimal benefit to the Company and its shareholders. MTD ACPI has not undertaken any fund raising activities from the capital market for over the past thirteen (13) years. The Company has informed the existing creditors/financiers on the

Proposed SCR and the Company has not received any negative feedback from the creditors/financiers.”

Q2: Mr. Wong Ngan Kuan further enquired:

“Why the Company expected the order to be granted by the High Court confirming the reduction of the issued share capital of MTD ACPI pursuant to Section 116 of the Companies Act (“**Order**”) to be granted in three (3) months’ time from the date of submission to High Court and not earlier when other company namely, Kwantas Corporation Berhad that undertaken the selective capital repayment exercise is able to obtain the Order after one (1) month of submission to High Court?”

A2: The CEO’s response:

“The three (3) months period is an estimated timeframe to obtain the Order as advised by the Principal Adviser of the Company. The Company may obtain the Order earlier than the estimated timeframe of three (3) months but it all depend on the Court procedures to grant the Order.”

Q3: Encik Mohd Tahir bin Maulut, a proxy, enquired:

“As we are still in the Chinese New Year’s mood, will the Company be giving some e-vouchers or e-wallet to the shareholders?”

A3: The CEO’s response:

“As stipulated in the Administrative Guide for fully virtual EGM which was circulated together with the Notice of EGM, there would be no distribution of refreshments and door gifts for this EGM.”

Since there was no further question raised, Mr. Tee announced the registration for attendance at the EGM closed and the shareholders to proceed to cast their votes on the Special Resolution through the DBF.

The Meeting is adjourned at 10.02 a.m. for the e-voting process to commence.

6.0 ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed at 10.20 a.m. after ensuring all non-interested shareholders participating in the online EGM had cast their votes through the DBF. The result of e-voting in respect of the Special Resolution was duly verified and confirmed by the Independent Scrutineers representative, Mr. Eugene Teow Sze Ern of Cygnus IT Solutions PLT.

The details of the poll results are set out in the table below.

	No. of non-interested shareholders	%	No. of non-interested shares	%
Voted FOR	31	79.49	7,815,221	90.34
Voted AGAINST	8	20.51	836,128	9.66
Total	39	100	8,651,349	100

	No. of non-interested shareholders	%
No. of non-interested shares	74,421,139	100
Total votes cast AGAINST	836,128	1.12

Based on the poll results, Dato' Chairman declared the Special Resolution carried and it was resolved as following:

SPECIAL RESOLUTION

PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF MTD ACPI UNDER SECTION 116 OF THE COMPANIES ACT 2016 ("ACT") ("PROPOSED SCR")

THAT, subject to the relevant approvals being obtained from all relevant authorities and parties, and subject to the confirmation of the High Court of Malaya pursuant to Section 116 of the Act, approval be and is hereby given to the Company to undertake and effect the Proposed SCR in the following manner:

- (i) the share capital of MTD ACPI shall be reduced from RM339,770,686.00 comprising 231,632,798 ordinary shares in MTD ACPI ("**MTD ACPI Shares**") (including all treasury shares held by MTD ACPI) to RM318,930,177.00 comprising 156,565,409 MTD ACPI Shares. The reduction shall be effected by the cancellation of 75,067,389 MTD ACPI Shares including all treasury shares held by MTD ACPI and all shareholders of MTD ACPI (other than MTD Capital Bhd and relevant persons acting in concert with it ("**Non-Entitled Shareholders**")) whose names appear in the Record of Depositors of MTD ACPI as at the close of business on an entitlement date to be determined and announced later by the Board of Directors of MTD ACPI ("**Board**") in respect of the Proposed SCR ("**Entitlement Date**") ("**Entitled Shareholders**"); and
- (ii) thereafter, the reduction of RM20,840,509.00 of the Company's share capital in the manner as set out above shall be effected by the capital repayment of RM20,840,509.00 in cash, which represents a cash amount of RM0.28 for each MTD ACPI Share held by the Entitled Shareholders on the Entitlement Date.

THAT, pursuant to the Proposed SCR, the Board be and is hereby authorised to take all such steps as they may deem necessary in connection with the Proposed SCR including:

- (i) to determine the Entitlement Date;
- (ii) to lodge an application to seek the confirmation from the High Court of Malaya for the reduction of share capital in accordance with Section 116 of the Act ("**Order**");

- (iii) to lodge a copy of the Order pursuant to Section 116(6) of the Act confirming the reduction of share capital with the Registrar of Companies on such date as the Board may determine;
- (iv) subject to the Order by the High Court of Malaya being granted pursuant to Section 116 of the Act with regard to the Proposed SCR, to effect the capital repayment of RM0.28 in cash for each MTD ACPI Share held by Entitled Shareholders on the Entitlement Date;
- (v) to assent to any terms, conditions, stipulations, modifications, variations and/or amendments as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as a consequence of any requirements imposed by the relevant authorities, the High Court of Malaya and/or by the Registrar of Companies and/or as may be required to comply with any applicable laws, in relation to the Proposed SCR; and
- (vi) to do all such acts, deeds and/or things as the Board may consider fit, necessary and/or expedient in the best interest of the Company in order to implement, finalise, complete and to give full effect to the Proposed SCR, including to execute any documents, to enter into any arrangements and/or agreements with any party and to give any undertakings.

7.0 CLOSE OF MEETING

There being no other business to be transacted, Dato' Chairman declared the EGM of the Company closed and on behalf of the Board and Management of the Company, Dato' Chairman thanked all members for their participation and attendance, and wished everyone to stay safe and healthy.

The Meeting concluded at 10.23 a.m. with a vote of thanks to Dato' Chairman.