

MERGE ENERGY BHD
(“MEB” or “the Company”)
Company No: 420099-X
(Incorporated in Malaysia)

SUMMARY OF PROCEEDINGS OF THE 22ND ANNUAL GENERAL MEETING
HELD AT THE BOARDROOM, NO. 2 JALAN APOLLO U5/190, BANDAR PINGGIRAN
SUBANG, SEKSYEN U5, 40150 SHAH ALAM, SELANGOR DARUL EHSAN
ON THURSDAY, 19 SEPTEMBER 2019 AT 10:00 A.M.

Present : As per attendance lists

1. CHAIRMAN’S WELCOME REMARKS

Dato’ Hj Mohamad Haslah bin Mohamad Amin welcomed all the shareholders, proxies and invitees present at the Company’s 22nd Annual General Meeting (“AGM”).

Since a quorum was met he then proceeded to the formal business of the meeting.

2. NOTICE OF MEETING

The Notice convening the AGM which had been distributed to all shareholders was taken as read.

3. INTRODUCTION

3.1 VOTING BY POLL

The Chairman made known to the meeting that all the resolutions set out in the Notice of the 22nd AGM would be put to vote by way of poll.

The Chairman further informed that the Company has appointed Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) as Poll Administrator to conduct the polling process and Boardroom Corporate Services Sdn Bhd as the Scrutineers to verify the poll results. He further informed that the polling process for the resolutions would be conducted upon completion of the deliberation of all resolutions to be transacted at the AGM.

The Company Secretary then explained the polling procedures to the meeting.

3.2 FINANCIAL POSITION IN YEAR 2019

The Chairman briefed the attendees on the financial performance of the Group.

For the financial year ended 31 March 2019, the Management has started an internal restructuring plan to divest its non-core assets and businesses in order to strengthen its cash position including cost cutting measures.

For the financial year ending 31 March 2019 (“FYE 2019”) the Group registered a 121.91% increase in revenue to RM54.61 million as compared to RM24.61 million in the previous year. The increase was mainly due to contributions from our ongoing

project Cadangan Membina Loji Rawatan Air Pagoh, Johor Pakej 1. The Group also recorded a loss before tax of RM4.33 million for FYE 2019 as compared to RM10.41 million in the previous year.

The Management has undertaken a review and evaluation of the Group's businesses and operations and has decided to continue to focus on its construction arm as the Group's core source of revenue by tendering for new projects and also exploring opportunities by way of tender, joint ventures and collaborating with other industry players. The Group would continue to focus on its existing core businesses and operations which include the water infrastructure works to be undertaken by the Group's primary subsidiary Mewah Kota Sdn Bhd as well as oil and gas business to be undertaken by Iris Synergy Sdn Bhd.

The Group has also made announcements on 5 July 2019 to undertake several corporate exercises which would include the proposed development of a mixed development project in Port Dickson, proposed diversification into property development and we will table these resolutions at the forthcoming EGM on 10 October 2019.

**4. AGENDA 1
RECEIPT OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL
YEAR ENDED 31 MARCH 2019 TOGETHER WITH THE REPORTS OF THE
DIRECTORS AND AUDITORS THEREON**

The Chairman informed the meeting that this agenda item was meant for discussion only and would not be put forward for voting. The provision of Section 340(1) of the Companies Act 2016 stipulates that the audited financial statements do not require formal approval of the shareholders.

As such, the shareholders/proxies to the shareholders of the Company were welcomed to ask any questions on the Audited Financial Statements tabled at the meeting.

It was noted that a shareholder sought clarification on the strategic direction of the Group after the takeover by the new management, to which the Chairman explained that the Group would continue to focus on the existing core businesses. The Group intends to undertake some small development projects which have been announced and to be tabled at the forthcoming extraordinary general meeting ("EGM"). Chairman further responded that all enquiries regarding the proposed development will be addressed during the Company's EGM which will be convened on 10 October 2019.

**5. ORDINARY RESOLUTION 1
RE-ELECTION OF DATO' KAMARULZAMAN BIN JAMIL**

It was **RESOLVED:**

THAT DATO' KAMARULZAMAN BIN JAMIL who retires pursuant to Article 105 of the Company's Constitution, be and is hereby re-elected as a Director of the Company

No matter was raised by the shareholders/proxies of the Company on this agenda.

**6. ORDINARY RESOLUTION 2
RE-ELECTION OF DATO' HJ MOHAMAD HASLAH BIN MOHAMAD AMIN**

It was **RESOLVED**:

THAT DATO' HJ MOHAMAD HASLAH BIN MOHAMAD AMIN who retires pursuant to Article 112 of the Company's Constitution, be and is hereby re-elected as a Director of the Company.

No matter was raised by the shareholders/proxies of the Company on this agenda.

**7. ORDINARY RESOLUTION 3
RE-ELECTION OF DATO' TAN GEE SWAN @ TAN SUAN CHING**

It was **RESOLVED**:

THAT DATO' TAN GEE SWAN @ TAN SUAN CHING who retires pursuant to Article 112 of the Company's Constitution, be and is hereby re-elected as a Director of the Company.

No matter was raised by the shareholders/proxies of the Company on this agenda.

**8. ORDINARY RESOLUTION 4
RE-ELECTION OF DATO' LEE TIAN HOCK**

It was **RESOLVED**:

THAT DATO' LEE TIAN HOCK who retires pursuant to Article 112 of the Company's Constitution, be and is hereby re-elected as a Director of the Company.

No matter was raised by the shareholders/proxies of the Company on this agenda.

**9. ORDINARY RESOLUTION 5
RE-ELECTION OF PUAN CZARINA ALIA BINTI ABDUL RAZAK**

It was **RESOLVED**:

THAT PUAN CZARINA ALIA BINTI ABDUL RAZAK who retires pursuant to Article 112 of the Company's Constitution, be and is hereby re-elected as a Director of the Company.

No matter was raised by the shareholders/proxies of the Company on this agenda.

**10. ORDINARY RESOLUTION 6
RE-ELECTION OF TN HJ MOHAMAD NOR BIN HJ ABAS**

It was **RESOLVED**:

THAT TN HJ MOHAMAD NOR BIN HJ ABAS who retires pursuant to Article 112 of the Company's Constitution, be and is hereby re-elected as a Director of the Company.

No matter was raised by the shareholders/proxies of the Company on this agenda.

**11. ORDINARY RESOLUTION 7
RE-ELECTION OF ENCIK SHAHRIZAM BIN A SHUKOR**

It was **RESOLVED:**

THAT ENCIK SHAHRIZAM BIN A SHUKOR who retires pursuant to Article 112 of the Company's Constitution, be and is hereby re-elected as a Director of the Company

No matter was raised by the shareholders/proxies of the Company on this agenda

**12. ORDINARY RESOLUTION 8
PAYMENT OF DIRECTORS' FEES AND BENEFITS**

It was **RESOLVED:**

THAT payment of Directors' fees and benefits for an aggregate amount up to RM260,000 from the conclusion of this meeting up till the conclusion of the next Annual General Meeting of the Company be and is hereby approved.

No matter was raised by the shareholders/proxies of the Company on this agenda.

**13. ORDINARY RESOLUTION 9
RE-APPOINTMENT OF AUDITORS**

It was **RESOLVED:**

THAT Messrs Baker Tilly Monteiro Heng PLT be and is hereby re-appointed as Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company **AND THAT** the Directors be and are hereby authorized to fix their remuneration.

No matter was raised by the shareholders/proxies of the Company on this agenda.

**14. ORDINARY RESOLUTION 10
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75
AND 76 OF THE COMPANIES ACT 2016**

It was **RESOLVED:**

THAT, subject to the Companies Act 2016, the Company's Constitution and approval from Bursa Malaysia Securities Berhad and other Governmental or regulatory bodies, full authority be and is hereby given to the Board of Directors pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and issue shares in the Company at any time upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares 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.

No matter was raised by the shareholders/proxies of the Company on this agenda.

15. CLOSURE

As there was no other business, the Chairman declared the 22nd AGM closed and thanked the shareholders, proxies and invitees for their support and attendance.

The Meeting ended at 11.00 a.m. with a vote of thanks to the Chair.