

AMTEL HOLDINGS BERHAD
[Registration No. 199601037096 (409449-A)]
(Incorporated in Malaysia)

MINUTES OF THE TWENTY-SIXTH ANNUAL GENERAL MEETING ("26TH AGM" OR "MEETING") OF AMTEL HOLDINGS BERHAD ("AHB" OR THE "COMPANY") HELD ON A VIRTUAL BASIS VIDE THE ONLINE MEETING PLATFORM HOSTED ON SECURITIES SERVICES E-PORTAL AT [HTTPS://SSHSB.NET.MY/](https://sshsb.net.my/) PROVIDED BY SS E SOLUTIONS SDN. BHD. AT THE BROADCAST VENUE AT AHB OFFICE, BOARD ROOM, LEVEL 3, WISMA AMTEL, NO. 12, JALAN PENSYARAH U1/28, HICOM GLENMARIE INDUSTRIAL PARK, 40150 SHAH ALAM, SELANGOR DARUL EHSAN ("BROADCAST VENUE") ON WEDNESDAY, 24 MAY 2023 AT 11:00 A.M.

BOARD MEMBERS

YTM. Tunku Dato' Seri Kamel Bin Tunku Rijaludin
(Non-Independent Non-Executive Chairman, present at the Broadcast Venue)

Mr. Koid Siang Loong
(Group Chief Executive Officer, present at the Broadcast Venue)

Dato' Koid Hun Kian
(Executive Director, present at the Broadcast Venue)

Mr. Lim Hun Teik
(Executive Director, present at the Broadcast Venue)

Ir. Chew Yook Boo
(Independent Non-Executive Director, present at the Broadcast Venue)

Mr. Siow Hock Lee
(Independent Non-Executive Director, present at the Broadcast Venue)

BY INVITATION

Ms. Wong Shok Fan
(Head - Finance and Accounts, present at the Broadcast Venue)

Mr. Wong Yew Ming, Jason
(External Auditors, Baker Tilly Monteiro Heng PLT, joined via remote participation)

IN ATTENDANCE

Ms. Chin Mun Yee
(Company Secretary, present at the Broadcast Venue)

1. CHAIRMAN

On behalf of the Board of Directors of the Company ("the Board"), YTM. Tunku Dato' Seri Kamel Bin Tunku Rijaludin (the "Chairman"), being the Chairman of the Company commenced the proceedings of the 26th AGM of the Company.

The Chairman welcomed all for participating remotely from various locations through live streaming.

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The Chairman informed that with the health and well-being in mind amidst the Covid-19 situation, the Board had decided that the 26th AGM of the Company be conducted via live streaming webcast and online remote voting using the remote participation and voting facilities without physical attendance by shareholders, proxies and corporate representatives.

The Chairman proceeded to introduce the persons who attended the 26th AGM of the Company at the Broadcast Venue namely, Mr. Koid Siang Loong (“Mr. Chester Koid”), the Group Chief Executive Officer, Dato’ Koid Hun Kian, Executive Director, Mr. Lim Hun Teik, Executive Director, Ir. Chew Yook Boo, Independent Non-Executive Director, Mr. Siow Hock Lee (“Mr. Siow”), Independent Non-Executive Director, Ms. Wong Shok Fan, Head - Finance and Accounts, Mr. Wong Yew Ming, Jason, External Auditors (joined via remote participation) and Ms. Chin Mun Yee (“Ms. Chin”), the Company Secretary.

2. QUORUM

The requisite quorum being present, the Chairman declared the Meeting duly convened.

3. MEETING PROCEEDING

The Chairman informed that only members whose names appeared in the Record of Depositors on 17 May 2023 were eligible to attend the 26th AGM of the Company. The Chairman added that in compliance with the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and pursuant to Clause 121 of the Company’s Constitution, the Chairman hereby exercises his right as the Chairman of the Meeting to demand a poll to be conducted for all resolutions which are put forth for voting at the 26th AGM of the Company.

The Chairman reminded that photography, screenshot, or any form of audio or video recording is not allowed during the live-streamed of the Meeting. The Chairman proceeded to invite Ms. Chin, the Company Secretary to brief on the proceedings of the Meeting and voting procedures.

Ms. Chin thanked the Chairman and proceeded with the briefing of the Meeting proceedings. Ms. Chin informed that the Securities Commission Malaysia has stipulated that shareholders, corporate representatives, and proxies could rely on the real-time submission of typed texts to exercise their rights to speak or communicate in a virtual meeting. Therefore, shareholders, corporate representatives, and proxies who attended the 26th AGM of the Company may use the text box below the live stream player within the same e-Portal page to submit their questions or remarks in relation to the Agenda items for the Meeting and the questions or remarks shall be transmitted to the Company during the Meeting. Ms. Chin sought cooperation from shareholders, proxies and corporate representatives to ask questions that are relevant to the Agenda items being discussed. Ms. Chin added that to smoothen the proceeding of the Meeting, the question and answer session would be held after all the Agenda items have been dealt with.

Ms. Chin highlighted that, as there was no legal requirement for a proposed resolution to be seconded, the Chairman shall take the Meeting through each item on the Agenda, and the shareholders, corporate representatives, and proxies may proceed to vote during the allocated time.

The Meeting was informed that the voting module had been made accessible to all shareholders, proxies, and corporate representatives to submit their votes from the start of the Meeting and shall continue to be accessible even after all Agenda items have been discussed

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and an additional ten (10) minutes would be given thereafter for shareholders, proxies, and corporate representatives to cast and submit their votes after the Company has dealt with all the questions and answers in relation to the Agenda items. The voting module shall close upon the closure of the voting to be shown on the screen.

Ms. Chin added that there were shareholders who had appointed the Chairman of the Meeting to vote on their behalf. Accordingly, the Chairman would be voting as their proxy in accordance with their voting instructions, where indicated.

The Meeting was informed that SS E Solutions Sdn. Bhd. was the appointed Poll Administrator for the Meeting and Commercial Quest Sdn. Bhd. was the appointed Independent Scrutineer to verify the tabulated results of the poll voting.

The step-by-step guide, together with a short audio clip on the online voting module within the e-Portal, was played at this juncture.

4. MINORITY SHAREHOLDERS WATCH GROUP (“MSWG”)

The Meeting was informed that the Company had received a letter from the MSWG raising a few questions about the Company. The questions from MSWG and the Company’s corresponding reply to each question were displayed on the screen for reference. The Chairman invited Mr. Chester Koid, the Group Chief Executive Officer of the Company, to present the questions from the MSWG and the Company’s responses to the same as per Appendix I attached to this Minutes.

5. NOTICE

The Notice of the 26th AGM of the Company, having been circulated within the prescribed period, was, with the permission of the Meeting, be taken as read.

6. AGENDA

AGENDA 1:

AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2022 (“AFS 2022”) TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Chairman informed the Meeting that Agenda 1 was to receive the AFS 2022 together with the Reports of the Directors and Auditors thereon.

It was informed that the AFS 2022, together with the Reports of the Directors and Auditors thereon, have been circulated earlier.

The Meeting noted that pursuant to Section 340(1)(a) of the Companies Act 2016 (“the Act”), this Agenda item was meant for discussion only and need not be put forward for voting.

The Chairman declared that the AFS 2022, together with the Reports of the Directors and Auditors thereon, be received.

AGENDA 2:

APPROVAL OF DIRECTORS’ FEES AMOUNTING TO RM330,000.00 FOR THE FINANCIAL YEAR ENDING 30 NOVEMBER 2023

The Chairman informed that Agenda 2 was to approve the payment of Directors’ fees amounting to RM330,000.00 for the financial year ending 30 November 2023.

It was highlighted that in adherence to the Malaysian Code on Corporate Governance, the Directors concerned, who are also shareholders of the Company, would abstain from voting on the resolution.

AGENDA 3:

APPROVAL OF DIRECTORS’ BENEFITS AND OTHER CLAIMABLE BENEFITS INCURRED FROM 25 MAY 2023 UNTIL THE CONCLUSION OF THE COMPANY’S NEXT ANNUAL GENERAL MEETING (“AGM”)

The Chairman proceeded to Agenda 3, which was to approve the payment of Directors’ benefits and other claimable benefits incurred from 25 May 2023 until the conclusion of the Company’s next AGM, that is, meeting attendance allowance of RM400.00 per day for each Executive Director or Non-Executive Director and other claimable benefits for Non-Executive Directors only.

It was highlighted that in adherence to the Malaysian Code on Corporate Governance, the Directors concerned, who are also shareholders of the Company, would abstain from voting on the resolution.

AGENDA 4:

RE-ELECTION OF DIRECTOR IN ACCORDANCE WITH CLAUSE 165 OF THE COMPANY’S CONSTITUTION

The Chairman informed the Meeting that Agenda 4 was in respect of his re-election as a Director of the Company in accordance with Clause 165 of the Company’s Constitution and hence, invited Mr. Chester Koid, the Group Chief Executive Officer, to chair the proceedings for the segment of this Agenda.

Mr. Chester Koid took over the chairmanship and informed the Meeting that YTM. Tunku Dato’ Seri Kamel Bin Tunku Rijaludin, the retiring Director and being eligible, has offered himself for re-election.

Mr. Chester Koid then handed over the chairmanship back to the Chairman, and the Chairman thanked Mr. Chester Koid for chairing this segment of the Agenda.

RETIREMENT OF DIRECTOR

The Meeting noted that Mr. Siow, the Independent Non-Executive Director of the Company who has served on the Board for more than twelve (12) years and who shall retire by rotation in accordance with Clause 165 of the Company’s Constitution, had

notified the Board of his intention not to seek for re-election as a Director of the Company at this 26th AGM of the Company to comply with the Listing Requirements of Bursa Securities and the Malaysian Code on Corporate Governance. Hence, Mr. Siow shall retire as an Independent Non-Executive Director of the Company at the conclusion of this 26th AGM of the Company.

On behalf of the Board and Management, the Chairman recorded an utmost appreciation to Mr. Siow for his valuable contribution over the past years during his tenure as a Director of the Company.

AGENDA 5:

APPOINTMENT OF NEW AUDITORS, HLB LER LUM CHEW PLT, IN PLACE OF THE RETIRING AUDITORS, BAKER TILLY MONTEIRO HENG PLT

The Chairman proceeded with the Meeting with Agenda 5, which was to appoint new auditors, HLB Ler Lum Chew PLT, in place of the retiring Auditors, Baker Tilly Monteiro Heng PLT.

The Chairman informed the Meeting that the Board had reviewed the recommendation from the Audit Committee based on the nomination letter received by the Company from a shareholder that recommended the appointment of HLB Ler Lum Chew PLT as Auditors of the Company in place of the retiring Auditors, Baker Tilly Monteiro Heng PLT and recommended that the same be tabled to the shareholders for approval.

It was also noted that HLB Ler Lum Chew PLT had given its consent to act as Auditors pursuant to Section 264(5) of the Act.

AGENDA 6:

AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES

The Chairman proceeded with Agenda 6, Special Business, in relation to the authority to be given to the Directors to allot and issue shares pursuant to the Act.

The Chairman highlighted that the proposed resolution, if passed, would provide greater flexibility and enable the Directors to make a swift decision on the allotment of shares for any possible fund-raising activities, including but not limited to further placement of shares for the purpose of working capital, funding current and/or future investment project(s), repayment of borrowings and/or acquisition(s) and any other corporate exercise deem fit for the Company, and avoid delay and cost in convening a general meeting to approve such issue of shares.

The Chairman further informed that approval is also sought to waive the statutory pre-emptive rights of the shareholders of the Company for the offering of new shares, which would rank equally with the existing issued shares arising from any new share issuance.

AGENDA 7:

PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

The Meeting proceeded to Agenda 7, Special Business in relation to the Proposed Renewal of Authority for Share Buy-Back.

It was informed that the proposed resolution, if passed, would empower the Directors to purchase the Company’s shares of up to a maximum of ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated out of the retained profits of the Company. The Chairman added that this Proposed Renewal of Authority for Share Buy-Back shall, unless revoked or varied by the Company in a general meeting, would expire at the conclusion of the next AGM of the Company.

The details of the Proposed Renewal of Authority for Share Buy-Back were set out in the Statement of Share Buy-Back dated 30 March 2023.

AGENDA 8:

WAIVER OF PRE-EMPTIVE RIGHTS FOR ISSUANCE OF NEW SHARES UNDER EMPLOYEES SHARE OPTION SCHEME (“ESOS”)

The Chairman proceeded with the Meeting with Agenda 8, which was the waiver of pre-emptive rights for the issuance of new shares under ESOS.

The Chairman highlighted that the Long-Term Incentive Plan, which comprises the ESOS and the Share Grant Plan, was approved by the shareholders on 25 May 2022. Subsequent to the approval, the Company now sought a waiver of the pre-emptive rights pursuant to Section 85(1) of the Act read together with Clause 31 of the Constitution of the Company from the shareholders.

AGENDA 9:

ANY OTHER BUSINESS

The Meeting was advised that the Company did not receive any notice of any other business for transacting at the Meeting.

7. QUESTIONS AND ANSWERS

After having dealt with all the items on the Agenda, the Chairman invited Mr. Chester Koid to proceed with the questions and answers session as per Appendix II, attached to this Minutes.

8. CONDUCT OF POLL VOTING

At this juncture, the shareholders, proxies, and corporate representatives were reminded to submit their votes and in order to guide shareholders, proxies, and corporate representatives who have yet to submit their votes, the step-by-step guide together with a short audio clip on the online voting module within the e-Portal were played again.

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The Chairman informed the shareholders that another ten (10) minutes were allocated for the shareholders, proxies, and corporate representatives to cast their votes.

Upon the closure of the voting session, the Independent Scrutineer proceeded to verify the poll results.

9. DECLARATION OF POLL RESULTS

Based on the verified poll results, the Chairman declared that Resolutions 1 to 7 tabled at the 26th AGM of the Company were all carried.

It was RESOLVED as follows:

- (i) Ordinary Resolution 1
- Approval of Directors’ fees

	Number of Shares	%
VOTE FOR	26,969,113	99.9867
VOTE AGAINST	3,599	0.0133

It was RESOLVED THAT the payment of Directors’ fees amounting to RM330,000.00 for the financial year ending 30 November 2023 be and is hereby approved.

- (ii) Ordinary Resolution 2
- Approval of Directors’ benefits and other claimable benefits

	Number of Shares	%
VOTE FOR	26,971,112	99.9867
VOTE AGAINST	3,599	0.0133

It was RESOLVED THAT the payment of Directors’ benefits and other claimable benefits incurred from 25 May 2023 until the conclusion of the Company’s next AGM be and is hereby approved.

- (iii) Ordinary Resolution 3
- Re-election of YTM. Tunku Dato’ Seri Kamel Bin Tunku Rijaludin as Director

	Number of Shares	%
VOTE FOR	46,848,802	99.9984
VOTE AGAINST	749	0.0016

It was RESOLVED THAT YTM. Tunku Dato’ Seri Kamel Bin Tunku Rijaludin, who retired in accordance with Clause 165 of the Company’s Constitution, being eligible for re-election, be re-elected as a Non-Independent Non-Executive Chairman of the Company.

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- (iv) Ordinary Resolution 4
 - Appointment of HLB Ler Lum Chew PLT as the Auditors of the Company in place of the retiring Auditors, Baker Tilly Monteiro Heng PLT

	Number of Shares	%
VOTE FOR	47,302,205	99.9993
VOTE AGAINST	346	0.0007

It was RESOLVED THAT HLB Ler Lum Chew PLT be and is hereby appointed as the Auditors of the Company in place of the retiring Auditors, Baker Tilly Monteiro Heng PLT, to hold office until the conclusion of the next AGM of the Company at a remuneration to be agreed between the Directors and the Auditors.

- (v) Ordinary Resolution 5
 - Authority to Directors to allot and issue shares pursuant to Sections 75 and 76 of the Act

	Number of Shares	%
VOTE FOR	47,302,022	99.9989
VOTE AGAINST	529	0.0011

It was RESOLVED THAT subject always to the Act, the Constitution of the Company, and the approvals from Bursa Securities and any other relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors be and are hereby authorised pursuant to the Act, to issue and allot shares in the Company, at any time, at such price, to such persons 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 pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;

THAT pursuant to Section 85 of the Act to be read together with Clause 31 of the Constitution of the Company, approval be and is hereby given to waive the statutory preemptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act;

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 such authority shall continue to be in force until the conclusion of the next AGM of the Company.

- (vii) Ordinary Resolution 6
 - Proposed Renewal of Authority for Share Buy-Back.

	Number of Shares	%
VOTE FOR	47,302,052	99.9989
VOTE AGAINST	499	0.0011

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IT WAS RESOLVED THAT subject to the Act, the provisions of the Constitution of the Company, Main Market Listing Requirements of Bursa Securities and any other relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company (“Proposed Share Buy-Back”) as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as at the point of purchase and that an amount not exceeding the Company’s retained profits at the time of the purchase(s) will be allocated by the Company for the Proposed Share Buy-Back;

THAT the authority conferred by this resolution will be effective immediately and shall continue in force until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either conditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by shareholders in a general meeting,

whichever occurs first;

AND THAT authority be and is hereby given unconditionally and generally to the Directors to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the repurchased shares or distribute the treasury shares as dividends to the shareholders and/or resell on Bursa Securities and/or transfer the shares or any of the shares as purchase consideration and/or cancel all or part of them) in accordance with the Act, the provisions of the Constitution of the Company and the requirements and/or guidelines of Bursa Securities and all other relevant governmental and/or regulatory authorities and to do all such things as the said Directors may deem fit and expedient in the best interest of the Company.

- (viii) Ordinary Resolution 7
- Waiver of Pre-Emptive Rights for Issuance of New Shares under ESOS

	Number of Shares	%
VOTE FOR	47,301,622	99.9980
VOTE AGAINST	929	0.0020

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IT WAS RESOLVED THAT further to shareholders’ approval obtained on 25 May 2022 on the Long-Term Incentive Plan, which comprises the ESOS and the Share Grant Plan and pursuant to Section 85(1) of the Act and Clause 31 of the Constitution of the Company, shareholders hereby waive their pre-emptive rights over all options and/or grants offered/to be offered pursuant to the ESOS and/or any new shares to be issued pursuant to the exercise of such options and/or the vesting of such grants by eligible employees and executive directors of the Company and its subsidiaries, such new shares, when issued, shall rank pari passu with the existing shares.

10. CLOSURE

There being no other business, the Chairman declared the Meeting closed at 12:08 p.m. and thanked all present for their attendance.

CONFIRMED AS A CORRECT RECORD

- SIGNED -

YTM. TUNKU DATO’ SERI KAMEL
BIN TUNKU RIJALUDIN
CHAIRMAN

Dated: 24 May 2023



Amtel Holdings Berhad 199601037096 (409449-A)

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22 May 2023

Minority Shareholders Watch Group

BY ELECTRONIC MAIL

Level 23, Unit 23-2, Menara AIA Sentral,
No. 30, Jalan Sultan Ismail,
50250 Kuala Lumpur,
Malaysia.

Attention: Mr. Devanesan Evanson

Dear Sir,

26th Annual General Meeting of Amtel Holdings Berhad (“AHB” or “Company”) to be held on Wednesday, 24 May 2023 (“AGM”)

We refer to the above and your letter dated 11 May 2023 (“**Letter**”). Kindly find our replies as follows:

OPERATIONAL AND FINANCIAL MATTERS

1. The Company’s manufacturing lines were not able to operate at maximum efficiency as there were many instances of production line down due to the inability of certain suppliers to cope with the pent-up demand. The Company’s buffered stocks were wiped out at some point and it had to work overtime once the delayed components have finally arrived at its factory. (page 17 of AR 2022)

Have all these problems been resolved and operations running smoothly? What is the current utilisation rate? What is the targeted optimal utilisation rate?

ANSWER:

Most of the problems have already been resolved. Our current utilisation rate stands at 80% and the targeted optimal utilisation rate for us is around 90%, which is hard to achieve at the moment due to labour shortage.

2. To fend off competition, the Group will continue to reinforce its core value and competency by leveraging on its competitive strengths such as strong business relationship with its customers, partnerships, new innovations integrating green features, especially those related to artificial intelligence (“AI”), to enable it to expand its product range and services and eventually, broaden its customer base. (page 18 of AR 2022)

To what extent has the Group made headway in leveraging on new innovations integrating green features, especially those related to artificial intelligence (“AI”), to enable it to expand its product range and services? Please describe what products have been introduced. Has the customer base expanded?

ANSWER:

As explained in page 19 of AR 2022, the rollout of the mentioned products has been delayed due to market sentiments. Further announcement on our new product launching will be made in due course.

3. One of the incentives which is directly beneficial to the Group is that full tax exemption will be provided for Electric Vehicle (“EV”) charging equipment manufacturers from 2023 to 2032, as well as a complete Investment Tax Allowance over a five-year period. As a tier-1 supplier to local automotive companies, Comfort welcomes the government’s support in boosting the local development of EV ecosystem. (page 19 of AR 2022)

What are the major products/parts supplied by the Group to local automotive companies under the EV ecosystem? How competitive is the Group in this area?

ANSWER:

While the local automotive companies focus on developing the proper EV itself, we support them by providing end-to-end EV charging equipment ecosystem solutions. This includes white labelling of hardware, software customisation, installation and maintenance services.

The growing EV market has attracted many suitors some with no or little knowledge or background. With our solid 17 years track record in the automotive industry, we believe we are well positioned to serve the local automotive industry as part of its transition to EVs.

4. Based on the positive feedbacks and orders received from its customers in relation to its EV charging equipment, Comfort expects its Green Technology division to gain more tractions as it continues to roll out more EV-related products and services. (page 19 of AR 2022)

Are the orders sizeable and is the Group able to secure many new customers?

ANSWER:

The industry is still at its infancy stage. The orders we received are not significant yet. The good thing is that we have managed to supply EV-related products and services to a few notable players within the market itself, which we believe will gradually broaden our customers’ base and reduce our exposure in customer concentration risk.

5. The Company expects the demand for its existing own in-house designed products, mainly built-in toll reader (LOKATAG) and digital video recorder to continue to increase within this financial year. (page 19 of AR 2022)

On what basis does the Company expect these products to continue to increase within this financial year? Does the Company face stiff competition from other suppliers?

ANSWER:

We expect the numbers for these products to increase based on the sales forecast provided by our automotive customers.

Yes, while we do face price pressure from other competitors, it drives us to continue innovate and create new products with stronger value proposition for our customers.

6. The Company is confident with the adoption of its products and services across several new vehicle model which are currently not equipped with its products at the moment. (page 19 of AR 2022)

On what basis is the Company confident? What competitive edge does the Company have over its competitors?

ANSWER:

One of our automotive customers will be launching a new vehicle model in Q2 2023 which will incorporate our products. Hence, we are confident that our overall sales figure will increase.

We differentiate ourselves from other competitors by developing unique features that are customised to our customers' requirements rather than just mired in a price war.

7. Net cash from/(used in) operating activities turned from RM2.45 million in FY 2021 to (RM2.19 million) in FY 2022. (page 72 of AR 2022)

Going forward, what measures would the Group take to enhance the net cash from operating activities to turn it positive and healthier?

ANSWER:

We will endeavour to enhance our Group's cash flow from operating activities by (i) increasing sales by offering new products and expanding our business into new markets, (ii) as part of the Group's cost reduction exercise, we will continue to strengthen the credit control and policies on our customers & suppliers, (iii) improving the inventory management and the procurement process, and (iv) continuing negotiating for better pricing and payment terms with our local and overseas suppliers.

8. Revenue from 3 (2021: 3) major customers of the Group amounted to RM44,706,815 (2021: RM34,481,653). (page 133 of AR 2022)

For FY 2022, revenue from the 3 major customers constitutes 74% of the Group's revenue.

Has the Company taken measures to mitigate the customer concentration risk?

ANSWER:

We are mindful of the customer concentration risk and have continuously seeking out new customers. We started our automotive business with just a single customer and have succeeded to-date expanded to 7.

As stated in page 19 of AR 2022, we are also allocating more resources into building our online and aftermarket presence as part of our horizontal growth strategy to venture into new markets.

CORPORATE GOVERNANCE MATTERS

1. Ordinary Resolution 4 states "That subject to their consent to act, HLB Ler Lum Chew PLT be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors, Baker Tilly Monteiro Heng PLT to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be agreed between the Directors and the Auditors".

This arose from a letter dated 20 March 2023 written by Dato' Koid Hun Kian, the Company's Chief Executive Officer and largest shareholder (13%) who proposed the resolution. (pages 2 and 8 of AR 2022)

- (a) Since when has Baker Tilly Monteiro Heng PLT been the Company's auditors?

ANSWER:

Baker Tilly Monteiro Heng PLT has been the Company's auditors in place of Baker Tilly AC (formerly known as Moore Stephens AC) since 2017.

- (b) Why is there a need to change the auditors especially considering the Audit Committee has stated the following in the AR?

"Based on the results of the assessment for the financial year under review, the Audit Committee is satisfied with the quality of services, adequacy of resources provided, independence, objectivity and professionalism demonstrated by the External Auditors in carrying out their functions". (page 36 of AR 2022)

Please explain.

ANSWER:

Baker Tilly Monteiro Heng PLT replaced Baker Tilly AC (formerly known as Moore Stephens AC) back in 2017 was only due to the merger of Baker Tilly Monteiro Heng and Moore Stephens AS. The same team has served us for more than 26 years.

The unprecedented situation caused by COVID-19 has prompted the Group to review all products and services rendered by our partners, suppliers, agencies, professional services etc.: the management considered it most pertinent to embrace fresh ideas and approaches in business. In this connection, the Audit Committee after having evaluated a few proposals from various audit firms, was of the opinion that Messrs HLB Ler Lum Chew PLT might serve the purpose well.

2. **Practice 1.6** - Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

AMTEL's response: Departure.

The Board is supplied with appropriate and timely information to enable it to discharge its duties. The Board papers are distributed to all Directors prior to the Board meetings and sufficient time is given to enable Directors to evaluate the matters to be discussed in order to discharge their duties effectively and efficiently. Upon conclusion of the meetings, the draft minutes prepared by the Company Secretaries are circulated to the Board in a timely manner to ensure that the minutes of meetings accurately reflect the deliberations and decisions of the Board, including those Directors who are abstain from voting or deliberating on a particular matter and tabled for review in the next meeting.

MSWG's comment: How many days before Board meetings are Board papers circulated? When are Board minutes circulated after Board meetings? Why did the Company state that it has departed from Practice 1.6?

ANSWER:

The agenda and meeting papers are normally distributed seven (7) days in advance prior to the meetings to allow the Directors sufficient time to review and request for any further information or clarification, while the draft minutes prepared by the Company Secretaries are normally circulated to the Board (two) weeks after the relevant meeting.

Pursuant to the Guidance Note of the Practice 1.6 of the Malaysian Code on Corporate Governance, Board committee meetings should be conducted separately from the board meeting to enable objective and independent discussion during the meeting. The Listing Requirements in particular, stipulate that the majority of members present in the Audit Committee meeting must be independent directors. This requirement may be compromised if the Audit Committee meeting is combined with the main board meeting, or when the number of executive directors present in the meeting is excessive.

Although our Board Committees including the Audit Committee meetings are conducted separately from the Board meetings, they were normally attended by all Board members including the Executive Directors. Hence, the Company is deemed to have departed from Practice 1.6 of the Malaysian Code on Corporate Governance in this respect.

3. **Practice 5.9** - The board comprises at least 30% women directors.

AMTEL's response: Departure.

Currently, there is no woman Director on Board. Nevertheless, the Board acknowledges the importance of gender diversity and is in the midst of appointing a woman Director to align with the amended MMLR of Bursa Securities to have at least one (1) woman Director on the Board by 1 June 2023. The Board would also consider increasing female representation when a vacancy arises and/or suitable candidates are identified.

MSWG's comment: The Board does not have even a single woman Director on the Board. Is the Company on track to have at least one (1) woman Director by 1 June 2023 as stated?

ANSWER:

Yes, a suitable woman candidate has been identified and she is on course to be appointed to the Board to replace Mr. Siow Hock Lee who will retire at the forthcoming AGM on 24 May 2023.

Thank you.

Yours faithfully,

for and on behalf of

Amtel Holdings Berhad



Koid Siang Loong

Group Chief Executive Officer

AMTEL HOLDINGS BERHAD
[Registration No. 199601037096 (409449-A)]
(Incorporated in Malaysia)

SUMMARY OF QUESTION AND ANSWER SESSION AT THE TWENTY-SIXTH ANNUAL GENERAL MEETING (“MEETING”) OF AMTEL HOLDINGS BERHAD (“AHB” OR THE “COMPANY”) HELD ON A VIRTUAL BASIS VIDE THE ONLINE MEETING PLATFORM HOSTED ON SECURITIES SERVICES E-PORTAL AT [HTTPS://SSHSB.NET.MY/](https://sshsb.net.my/) PROVIDED BY SS E SOLUTIONS SDN. BHD. AT THE BROADCAST VENUE AT AHB OFFICE, BOARDROOM, LEVEL 3, WISMA AMTEL, NO. 12, JALAN PENSYARAH U1/28, HICOM GLENMARIE INDUSTRIAL PARK, 40150 SHAH ALAM, SELANGOR DARUL EHSAN ON WEDNESDAY, 24 MAY 2023 AT 11:00 A.M.

Question and answer session

Question 1:

Tan Kim Fatt @ Tan Kim Huat requested a printed hard copy of the Annual Report 2022.

Answer:

Mr. Koid Siang Loong (“Mr. Chester Koid”), the Group Chief Executive Officer of the Company, informed that the Company would arrange for the printed Annual Report 2022 to be sent to him accordingly.

Question 2:

Stephen Lye Tuck Meng and a few other shareholders requested the Board of Directors to consider giving shareholders e-vouchers, food vouchers or e-wallets for being loyal shareholders and attendees of the Meeting.

Answer:

Mr. Chester Koid responded that the Company would cross-check and give out the e-vouchers to attendees who have downloaded and signed up for the newly published application of the Company, namely the “Loka App”.