

MUAR BAN LEE GROUP BERHAD
Company No. 200601033829 (753588-P)
(Incorporated in Malaysia)

MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING (“18TH AGM”) OF THE COMPANY, HELD ON A FULLY VIRTUAL BASIS IN MALAYSIA VIA THE ONLINE MEETING PLATFORM AT [HTTPS://PASB-ONLINE.DIGERATI.COM.MY](https://pasb-online.digerati.com.my) PROVIDED BY DIGERATI TECHNOLOGIES SDN BHD ON THURSDAY, 23RD MAY 2024 AT 11.00 A.M.

Present: Board of Directors:
Tan Sri Dato’ Seri Tan King Tai @ Tan Khoon Hai (Executive Chairman)
Chua En Hom (Deputy Executive Chairman)
Dato’ Chua Heok Wee (Managing Director)
Chua Kang Sing (Executive Director)
Khoo Chee Wee (Executive Director)
Lim Choo Hooi (Independent Non-Executive Director)
Datuk Rajendran A/L P Narayanasamy (Independent Non-Executive Director)
Tan Soo Mooi (Independent Non-Executive Director)

Absent with apologies:
Ng Mei Wan (Independent Non-Executive Director)

Members: As per the Attendance List.
Proxy Holders: As per the Attendance List.
By Invitation: As per the Attendance List.
In Attendance: Company Secretary: Tan Hui Lun

COMMENCEMENT

Tan Sri Dato’ Seri Tan King Tai @ Tan Khoon Hai (“Tan Sri Chairman”) acted on behalf the Board of Directors to welcome all the shareholders and invited guests to attend the 18th AGM of the Company. Tan Sri Chairman called the 18th AGM to order at 11.00 a.m.

Tan Sri Chairman informed the shareholders that in line with the latest Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia dated 18 April 2020 and latest revised on 7 April 2022 where all members of the Board of Directors, Senior Management and the Chairman were joined the AGM remotely via video conference from respective locations.

Tan Sri Chairman then proceeded to introduce the Directors and Company Secretary of the Company to the shareholders who joined from their respective locations.

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QUORUM

Tan Sri Chairman call upon the Company Secretary to confirm the presence of the requisite quorum as at the commencement of this 18th AGM.

The Company Secretary, Ms Tan Hui Lun informed that in accordance with the Company's Constitution, 2 members present in person or proxies or corporate representatives to form a quorum. For a virtual general meeting, the quorum shall be determined by the number of members who logged-in at the start of this meeting. It was confirmed that there was a quorum for the 18th AGM.

The Company Secretary then confirmed that the Company has received 112 proxy forms from shareholders totalling 148,594,232 shares.

NOTICE OF MEETING

The notice convening the Company's 18th AGM had been sent to all shareholders within the prescribed time.

POLL VOTING AND SCRUTINEERS

Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements, the Company must ensure that any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, is voted by poll.

At the same time, the Company must appoint at least 1 scrutineer to validate the votes cast at the general meeting. Such scrutineer must not be an officer of the Company or its related corporation and must be independent of the person undertaking the polling process.

That the Company has appointed Plantation Agencies Sdn. Berhad as Poll Administrator to conduct the online voting process and Quantegic Services Sdn. Bhd. as the Scrutineer to verify the poll results.

Tan Sri Chairman announced that the online remote voting was accessible by the shareholders from the start of the proceedings until the time to be announced by him later. He then invited the shareholders to submit their questions via the query box. He also informed that questions which were similar in nature would be grouped and answered together during the Questions and Answers session held after deliberations all item on Agenda set out in the Notice of the Meeting. The Meeting was then briefed on the electronic and remote poll voting process via video presentation.

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AUDITED FINANCIAL STATEMENTS

The first agenda was to receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon (AFS 2023).

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 (“the Act”) does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

As there were no questions, Tan Sri Chairman declared the AFS 2023 were thus duly tabled and received.

RESOLUTION 1 – RE-ELECTION OF CHUA KANG SING

Tan Sri Chairman proceeded to the first resolution and that was to re-elect Chua Kang Sing who retires as Director of the Company in accordance with Clause 21.5 (a) of the Company’s Constitution and being eligible, had offered himself for re-election.

RESOLUTION 2 – RE-ELECTION OF DATUK RAJENDRAN A/L P NARAYANASAMY

Tan Sri Chairman moved onto the next resolution was to re-elect Datuk Rajendran A/L P Narayanasamy who also retires as Director of the Company in accordance with Clause 21.5 (a) of the Company’s Constitution and being eligible, had offered himself for re-election.

RESOLUTION 3 – RE-ELECTION OF KHOO CHEE WEE

Tan Sri Chairman moved onto the next resolution and that was to re-elect Khoo Chee Wee who retires as Director of the Company in accordance with Clause 21.5 (c) of the Company’s Constitution and being eligible, had offered himself for re-election.

RESOLUTION 4 – PAYMENT OF DIRECTORS’ FEES AND MONTHLY ALLOWANCES FOR THE PERIOD COMMENCING FROM THE CONCLUSION OF THE 18TH AGM OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY

The next resolution was to approve the payment of Directors’ fees and monthly allowances as per Table A as stated in Explanation Note to Agenda 4, for the period commencing from the conclusion of the 18th AGM of the Company until the conclusion of the next AGM of the Company.

The Directors’ fees and monthly allowance are in the best interest of the Company and in accordance with the remuneration framework of the Group. The details of the Directors’ fees and monthly allowance proposed are as per Table A below and assuming that all Non-Executive Directors will hold office until the calculation of the next AGM:-

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	Directors' Fees per annum per pax (RM)	Meeting Allowance per pax (RM)
Executive Director	48,000	500
Non-Executive Director	48,000	2,000

This resolution is to facilitate payment of Directors' fees and monthly allowances on current financial year basis. In the event of Directors' fees proposed are insufficient (e.g. due to more meetings), approval will be sought at the next AGM for additional fees to meet the shortfall.

RESOLUTION 5 – RE-APPOINTMENT OF AUDITORS

Tan Sri Chairman moved on to the next resolution and that was to re-appoint Messrs. UHY as Auditors of the Company and to authorise the Directors to fix their remuneration.

Tan Sri Chairman mentioned that the Board have considered the re-appointment of UHY as Auditors of the Company and collectively agree that UHY meets the criteria of the adequacy of experience and resources of the firm and the person assigned to the audit as prescribed by Paragraph 15.21 of MMLR.

RESOLUTION 6 – AUTHORITY TO ISSUE SHARES

Tan Sri Chairman then moved on to the next agenda under special business and that was to consider and if thought fit, to pass with or without modifications, the following Resolution 6:-

“THAT pursuant to Section 75 and 76 of the Companies Act 2016 (“the Act”) and subject to the approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and any relevant governmental / regulatory authority, the Directors of the Company be and are hereby empowered, pursuant to the Act, to issue and allot shares in the Company, at any time 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 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 7.1 of the Constitution of the Company, that approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to this mandate.

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.

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AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company.”

He also informed that the 10% General Mandate is in the best interest of the Company and the shareholders as it will provide additional flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares to meet the funding requirements such as working capital and/or operational expenditure of the Company, expeditiously and efficiently during this challenging time to ensure long-term sustainability and interest of the Company and its shareholders.

RESOLUTION 7 – PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

Tan Sri Chairman then moved on to the next agenda under special business and that was to consider and if thought fit, to pass with or without modifications, the following Resolution 7:-

“THAT subject to the Companies Act 2016 (“the Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Constitution, the Listing Requirements of Bursa Malaysia Securities Berhad and any other relevant authorities, the Directors of the Company be hereby unconditionally and generally authorised to make purchases of ordinary shares of the Company’s issued capital through Bursa Securities at anytime and upon such terms and conditions and for such purposes as the Directors may, in their discretion deem fit, subject to the following:-

- i. the maximum number of MBL shares which may be purchased by the Company shall not be exceed ten per centum (10%) of the issued share capital of the Company at any point of time;
- ii. the maximum fund to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the retained profits of the Company, as at 31 December 2023;
- iii. the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and will continue in force until:-
 - a. the conclusion of the next Annual General Meeting (“AGM”) of the Company, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
 - b. the expiration of the period within which the next AGM is required by law to be held (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting) but not so as to prejudice the completion of purchase(s) by the Company made before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements of Bursa Securities or any other relevant authorities;
- iv. upon completion of the purchase(s) of the MBL Shares by the Company (“Purchase Shares”), the Purchase Shares shall be dealt with either of the following manners:-
 - a. cancel the Purchase Shares if the Directors of the Company deem that there is excess share capital and wish to reduce the number of shares in circulation; or

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- b. retain the Purchase Shares as treasury shares held by the Company; or
- c. retain part of the Purchase Shares as treasury shares and cancel the remainder; or
- d. resell the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; or
- e. distribute the Purchase Shares as share dividends if the Directors of the Company wish to reward the shareholders of MBL, which will depend on the availability of, among others, retained profits, share premium and tax credits of the Company.

AND THAT the Directors of the Company be and are hereby authorised to take all such actions and steps as are necessary or expedient to implement or to effect the purchase of MBL Shares.”

He also informed that the total number of shares purchased shall not exceed 10% of the issued share capital of the Company. This authority will, unless revoked or varied by the Company in general meeting, expires at the next Annual General Meeting of the Company.

NOTES OF APPRECIATION

Tan Sri Chairman informed that Tan Soo Mooi was due to retire as the Directors of the Company in accordance with Clause 21.5 (a) of the Company’s Constitution. Tan Soo Mooi has expressed that she does not wish to seek for re-election hence will retire upon the conclusion of the 18th AGM.

On behalf of the Board, Tan Sri Chairman put on record his heartfelt appreciation to Tan Soo Mooi for her contribution to the Company during her tenure as the Independent Non-Executive Director of the Company and wished her the very best.

QUESTIONS & ANSWERS SESSION

Tan Sri Chairman proceeded to address the questions and answers to the Minority Shareholders Watch Group (MSWG) questions received on 16 May 2024. A summary of all the questions and answers is attached as “Appendix A”.

Besides the above, there being no other questions received during the Meeting. Tan Sri Chairman then declared that the Q&A session closed.

ANY OTHER BUSINESS

Tan Sri Chairman proceeded to the last item of the agenda which was to transact any other business of which due notices shall have been given in accordance with the Act and the Company’s Constitution.

The Company Secretary had informed to the Tan Sri Chairman that did not receive any notices to transact any other business at today’s AGM.

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ONLINE REMOTE VOTING

Tan Sri Chairman informed the shareholders and proxy holders to proceed to online remote voting by allow 10 minutes to cast the votes.

He informed the voting closed and the AGM adjourned for approximately 10 minutes or until the Poll Administrator and Scrutineer have completed the verification of the results of the poll.

RESULTS OF THE VOTES

The Scrutineers handed the poll results to Tan Sri Chairman at 11.35 a.m. He then announced the results of the votes as confirmed and certified by the Scrutineers, Messrs. Quantegic Services Sdn. Bhd. The poll results were read out as per follow:

ORDINARY RESOLUTION 1

	No. of Shares	Percentage
For	144,828,032	99.9536
Against	67,300	0.0464
Abstain	0	0
Total	144,895,332	100

ORDINARY RESOLUTION 2

	No. of Shares	Percentage
For	144,828,132	99.9536
Against	67,200	0.0464
Abstain	0	0
Total	144,895,332	100

ORDINARY RESOLUTION 3

	No. of Shares	Percentage
For	144,640,132	99.9619
Against	55,200	0.0381
Abstain	200,000	0
Total	144,695,332	100

ORDINARY RESOLUTION 4

	No. of Shares	Percentage
For	144,788,032	99.9259
Against	107,300	0.0741
Abstain	0	0
Total	144,895,332	100

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ORDINARY RESOLUTION 5

	No. of Shares	Percentage
For	144,840,132	99.9619
Against	55,200	0.0381
Abstain	0	0
Total	144,895,332	100

ORDINARY RESOLUTION 6

	No. of Shares	Percentage
For	144,799,932	99.9342
Against	95,400	0.0658
Abstain	0	0
Total	144,895,332	100

ORDINARY RESOLUTION 7

	No. of Shares	Percentage
For	144,895,132	99.9999
Against	200	0.0001
Abstain	0	0
Total	144,895,332	100

Based on the above poll results, Tan Sri Chairman declared that the Ordinary Resolution 1 to 7 were all carried.

TERMINATION

The meeting was declared closed at 11.40 a.m. with a vote of thanks to the Chair.

Confirmed as a correct record,

- Signed -

Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai
Chairman of the meeting

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APPENDIX A

QUESTIONS AND ANSWERS FROM MINORITY SHAREHOLDERS WATCH GROUP (MSWG) DURING EIGHTEENTH ANNUAL GENERAL MEETING (“18TH AGM”) OF THE COMPANY, HELD ON A FULLY VIRTUAL BASIS IN MALAYSIA VIA THE ONLINE MEETING PLATFORM AT [HTTPS://PASB-ONLINE.DIGERATI.COM.MY](https://pasb-online.digerati.com.my) ON THURSDAY, 23 MAY 2024 AT 11.00 A.M.

Operational & Financial Matters

Question 1:

Excluding the RM130.8 million revenue recorded from the disposal of oil milling operation in FY2022, MBL reported an increase in revenue of RM17.4 million across its other divisions. As a result, total revenue from other divisions increased from RM262 million in FY2022 to RM279.4 million.

The revenue growth was primarily led by the Manufacturing division, which increased by 11.1% to RM168.25 million from RM151.4 million previously. The division is the primary revenue contributor for MBL, constituting 60.2% of FY2023 revenue.

1 (a) How many projects did the Group complete in FY2023? What is the orderbook value for the Manufacturing division? Please share the value of the tender book and the success rate of securing a project.

Answer to Question 1 (a):

In FY2023, the Group has completed 18 projects and the orderbook value for Manufacturing division in FY2023 is exceeding RM46 million. The success rate of securing a project is 50%. Not to forget apart from the abovementioned, we have a yearly recurring income.

1 (b) As a leading palm kernel and oil seed expeller manufacturer in Malaysia, what are the significant trends MBL observed in the industry? How have client’s demands and requirements evolved over the years?

Answer to Question 1 (b):

With over 40 years of hands-on industry experience, MBL has built a solid international presence across 39 countries and unblemished track record. MBL’s excellent reputation constantly attracts enquiries from numerous new customers, at the same time, continues to enjoy the loyalty of existing customers by ensuring quality post-project maintenance and service. MBL is committed to be the market leader in processing and marketing of all types of oil seeds crushing machinery and related engineering products that emphasize high quality and products safety.

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Question 2:

A significant development for MBL in FY2023 was its investment in SWS Capital Berhad, a Main Market-listed company involved in the manufacturing and sale of furniture and plastic wares.

MBL started investing in SWS Capital in August 2023 and emerged as a substantial shareholder of it two months later.

2 (a) What are MBL's total investments for the 27.44% stake in SWS Capital versus the current carrying amount?

Answer to Question 2 (a):

The total investment for the 27.44% stake in SWS Capital was approximately RM28 million, the current carrying amount as of 31 December 2023 was approximately RM40 million after which we have taken into consideration of the difference between the cost of investment and the entity's share of net fair value of the investee's identifiable assets and liabilities.

To compliance with Malaysian Financial Reporting Standards 128 *Investments in Associates and Joint Ventures*, any excess of the entity's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the associate's profit or loss in the period in which the investment is acquired.

2 (b) As of the financial year ended 31 December 2023, SWS Capital turned loss-making with a net loss of RM6.4 million compared to a net profit of RM2.9 million in FY2022, on the back of a lower revenue at RM123.6 million (FY2022: RM158.4 million).

Meanwhile, MBL recorded losses amounting to RM2.6 million from the dilutive effect on the share of SWS Capital and its share of associate company's loss of SWS amounting to RM4.5 million (page 23 of AR2023).

Given that SWS Capital said it "*foresees continued difficulty in business condition for FYE 2024*" (page 13 of SWS Capital's Annual Report 2023), what are the potential and catalysts offered by SWS Capital to MBL?

How does the investment in this loss-making company create sustainable value for MBL and its shareholders?

Answer to Question 2 (b):

The new management has introduced fresh perspective and initiative to SWS Capital as well as restructure the operation and practice of the group to strengthen the market position and drive growth for its business. This includes but not limited to adjustment on the marketing and sales strategies to focus on the local market and revise pricing strategies to stay competitive.

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Additionally, management of SWS Capital has also gathered information on opportunities to expand product lines, improve product quality or features, and leverage sustainable materials to attract environmentally conscious consumers. The export team plans to participate in local and international exhibitions to explore new opportunities.

In view of the above, we are optimistic that the performance of SWS Capital will improve gradually and create sustainable value for MBL and its shareholders.

Question 3:

On 8 April 2024, MBL's wholly-owned subsidiary MBL Plantation Sdn Bhd (MBLPSB) and Doa Huat Holdings Sdn Bhd (DHHSB) entered into a Settlement Agreement to reach a full and final settlement of the Civil Suit between them and the Share Sale Agreement dated 1 April 2021 between them, whereby RM13.9 million is to be refunded to DHHSB and the balance of RM10 million is to be retained by MBLPSB as liquidated assessed damages (page 184, Note 44 – Material Litigation, AR2023).

The RM23.9 million is the deposit and part payment received by MBLPSB from Doa Huat for the purchase of shares of Sokor Gemilang Ladang Sdn Bhd (SGLSB) for a total consideration of RM25 million. SGLSB was principally involved in the cultivation of oil palm plantations.

3 (a) Previously, MBL deemed that DHHSB's claims were without proper commercial or legal basis and that MBL "*is ready and able to complete the disposal.*" With that, the Board was convinced that MBL had "*a good and strong case*" and "*are optimistic that it will prevail in this civil suit.*" (Source: MBL's reply to MSWG dated 30 May 2022)

With that, why did MBLPSB decide to enter into a Settlement Agreement with DHHSB to resolve the issue?

Answer to Question 3 (a):

The Board are optimistic that the Company will prevail in this civil suit. However, it was so unforeseen that the case was interfered by certain parties which has caused the condition precedent of the agreement was unable to satisfied - the letter of consent to transfer the said property belonging to SGLSB as granted by the State Authority has been withdrawn. As such, the Judge and High Court have both encourage both parties to go for Mediation in view that the consent to transfer has been cancelled by the State Authority.

It is indeed a win-win situation whereby RM13,900,000 out of RM23,900,000 is to be refunded to DHHSB and the balance of RM10,000,000 is to be retained by the Company as liquidated assessed damages.

Profit of RM9,500,000 after deducting the earlier cost and damages suffered with approximately RM500,000 will be treated as other income to the Group. The other income of RM9,500,000 will be reflected in the Group's account during 2nd Quarter of FYE 2024.

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3 (b) Under the settlement agreement, has the Group made provision for the liability assumed?

Answer to Question 3 (b):

There is no provision for liability is deem required to be made by the Group since it is merely a refund of deposit and part payment which was previously received by MBLPSB from DHHSB while entered into the Sale and Purchase agreement.

3 (c) Due to the prolonged material litigation and discontinued operation of SGLSB, MBL made a provision amounting to RM5.07 million to SGLSB after considering the potential fair value less cost to sell the asset (page 149, Note 17 - Assets and Liabilities Classified as Held for Sale and Discontinued Operations, AR2023).

The impairment loss is recognised in distribution and administrative expenses in the consolidated statements of profit or loss and other comprehensive income.

With legal matters resolved, are shares of SGLSB free of encumbrances? Has MBL put SGLSB up for sale again? Has any prospective buyer approached the Company to acquire SGLSB?

Given the scarcity of arable plantation land in Peninsular Malaysia, does MBL expect a recovery in the market price and, thus, a reversal of impairments of the assets?

Answer to Question 3 (c):

With the legal matters being resolved, SGLSB will continue to remain as the Group's subsidiary company. The Board will resume its operation for SGLSB and continue with the harvesting for FFB. Nevertheless, the Board may consider for selling SGLSB as and when there is potential buyer with a good price.

Question 4:

Referring to the purchase of LaFerrari for RM8.2 million by MBL Proauto Sdn Bhd in January 2019 for the Automotive business,

4 (a) Where is the vehicle being stored currently? What is its current market value and total carrying amount as of 31 December 2023?

Answer to Question 4 (a):

The vehicle is now stored at the luxury car garage. The current market value for LaFerrari which was purchased in January 2019 is estimated to be worth exceeding RM14 million. The carrying amount as of 31 December 2023 in MBL book record is at RM8,200,000.

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4 (b) Based on MBL’s responses to MSWG questions raised in the previous AGMs (replies dated 30 May 2022 and 25 May 2023), the market value of LaFerrari seemed stagnant at circa RM13 million.

As the trading of luxury vehicles has been part of the principal activities and core business of MBL Proauto since inception, is the time ripe for MBL to realise its investment in this trade?

Answer to Question 4 (b):

Refer to the answer in Question 4(a) above, the current market value of LaFerrari is now estimated to be worth exceeding RM14 million based on the market search. Thus, it is not appropriate to say that the market value of LaFerrari seemed stagnant at circa RM13 million.

Currently, there is no plan to realise the inventory yet as this is an investment to the Company where we expect the market value for LaFerrari will continue to move up further.

4 (c) Considering the opportunity costs involved, holding onto an asset with limited potential for appreciation would yield diminishing returns. What further upside exists in the market value of this vehicle?

Answer to Question 4 (c):

Please refer to answer to Question 4(a) and (b) above.

Sustainability Matters

Question 1:

Regarding the reporting of energy and water consumption, what is the baseline set for MBL to measure against changes in consumption? What are the reduction targets set by the Company against the established baseline?

Answer to Question 1:

MBL has installed Solar Rooftop Photovoltaic (“PV”) panels to increase the use of renewable energy in our headquarter. It is difficult to set a reduction target as the usage of electricity could be vary depending on the production line and customer order especially in Manufacturing industry.

Corporate Governance Matters

Question 1:

Apart from holding executive positions in MBL, managing director Dato’ Chua Heok Wee and executive director Chua Kang Sing also serve as the Group MD and ED of SWS Capital with effect from 3 October 2023.

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How do Dato' Chua and Kang Sing devote total commitment to driving MBL to greater heights, given that they are expected to devote significant efforts and resources to turn around the loss-making performance of SWS Capital? What is the view of the Nomination Committee in terms of the MD and ED's time commitment?

Answer to Question 1:

MBL's management team has a wealth of experience and expertise in the industry to assist Dato' Chua Heok Wee ("Dato' Chua") and Chua Kang Sing in the operation of the Group. Not only that, MBL has also hired a Chief Operating Officer ("COO") to assist Dato' Chua in supervising the operation functions of the Group.

MBL is committed to ensuring that our people are remain up-to-date with their skills through ongoing training and development programs. We believe in continuous improvement and invest in our employees' growth to maintain high standards and achieve greater heights. Our management team has been working in MBL for a long period of time and we are confident that the team is mature to handle the operation well with the support of ample workforce and manpower.

Question 2:

The total remuneration of the demised Dato' Chua Ah Ba @ Chua Eng Ka increased from RM2.75 million in FY2022 to RM4.135 million in FY2023, of which 54% was "Other Emoluments" (page 42 of MBL's Corporate Governance Report 2023).

What did the "Other Emoluments" of the demised Dato' Chua comprise?

Answer to Question 2:

Other Emoluments is being the gratuity payment, as a token of appreciation and recognition for the exceptional dedication and leadership of late Dato' Chua Ah Ba @ Chua Eng Ka ("Dato' Chua")'s service as the founder and late Executive Chairman. His visionary guidance, unwavering commitment, and profound insights have left an indelible mark on the organisation, inspiring us to reach new height. The Board of Directors is of the opinion that the gratuity payment is appropriate in view of late Dato' Chua's contribution and service to the Group. We believe that his legacy of integrity, innovation, and passion for excellence will continue to guide us as we navigate the future, and we are profoundly grateful for his invaluable contributions and deeply mourn his loss.

Question 3:

The Board currently has two female directors among its nine members, making up 22% of the Board.

One of the two women directors, Tan Soo Mooi, has informed the Company that she does not wish to seek re-election and, hence, will retire upon the conclusion of the 18th AGM (Notice of AGM dated 24 April 2024).

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3 (a) How is the progress of identifying a suitable female director to fill the vacant position?

Answer to Question 3 (a):

The Board acknowledges that the general call and support for gender diversity in a board's composition and aware of the gender diversity promoted under the Malaysia Code on Corporate Governance compliance is voluntary basis.

We have already identified suitable female candidate and will appoint to replace the vacant position as in when it is suitable.

3 (b) MBL departed from Practice 5.9 of the Malaysian Code on Corporate Governance (MCCG) – The Board comprises at least 30% women directors.

When does the Group plan to apply Practice 5.9 of MCCG?

Answer to Question 3 (b):

Currently, we have two female Independent Non-Executive Director, which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad which mandates presence of at least one (1) female director on board for a small listed company. We may increase the vacancy whenever it is deemed necessary.

Question 4:

MBL said it had applied Practice 7.1 of MCCG, which states that a Board has remuneration policies and procedures to determine the remuneration of directors and senior management (page 39 of CGR2023).

It explained that “the details of the Group’s remuneration policies and practices are included in the Board Charter available on the Company’s website.”

As of 23 May 2024, a check on MBL’s corporate website shows its Board Charter comprises five key points on Directors’ remuneration but without mentioning remuneration policies.

Please provide the URL link to locate the policies on your website.

Answer to Question 4:

As requested by MSWG, we have uploaded our latest remuneration policy for Director and Senior Management onto the Company’s website.