



**TA WIN HOLDINGS BERHAD**

Registration No.: 199401005913 (291592-U)  
(Incorporated in Malaysia)

MINUTES of the **Twenty Eighth Annual General Meeting ("28<sup>th</sup> AGM")** of TA WIN HOLDINGS BERHAD held fully virtual through a live streaming from the broadcast venue at Meeting Room of Ta Win Holdings Berhad of Unit 26-11 & 26-12, Level 26, Q Sentral, Jalan Stesen Sentral 2, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia on **Tuesday, 29 November 2022 at 10.00 a.m.**

**PRESENT AT BROADCAST VENUE**

**DIRECTORS:-**

Dato' Yeo Boon Leong, JP (Chairman)	- Non-Independent Non-Executive Director
Dato' Sri Ngu Tieng Ung, JP	- Managing Director
Mr. Tan Poo Chuan	- Executive Director
Mr. Lim Boon Shen	- Non-Independent Non-Executive Director
Datuk Zakaria Bin Sharif	- Independent Non-Executive Director
Dato' Paduka Dr. Hii King Hiong	- Independent Non-Executive Director

**CHIEF OPERATING OFFICER:-**

Mr. Tan Seng Pang

**COMPANY SECRETARY:-**

Ms. Kimberly Ong Sweet Ee

**INVITEE:-**

Mr. Khor Keng Lieh - Representative from Messrs Ecovis Malaysia PLT

**ABSENT WITH APOLOGIES:-**

Datin Seri Azreen Binti Abu Noh - Independent Non-Executive Director

**The list of shareholders and proxies who attended the fully virtual meeting are set out in the Attendance Sheet (Live Meeting User Access Log) and shall form an integral part of this Minutes.**

**1.0 CHAIRMAN OF THE MEETING**

Dato' Yeo Boon Leong, JP ("**the Chairman**"), the Chairman of the Company welcomed all shareholders, proxies and invited guests to the 28<sup>th</sup> AGM of the Company, where the 28<sup>th</sup> AGM was conducted on a fully virtual basis through a live webcast and online remote voting using the remote participation and voting facilities, in accordance with Article 79 of the Constitution of the Company.

He then introduced his fellow members of the Board of Directors ("**the Board**"), the Company Secretary and the invited guests present at the broadcast venue of the 28<sup>th</sup> AGM and participating via video conferencing.

The Chairman conveyed the apologies of Datin Seri Azreen Binti Abu Noh, a Board member where she was unable to attend the 28<sup>th</sup> AGM.

**2.0 QUORUM**

With the requisite quorum being present in accordance with Article 78 of the Company's Constitution, the Meeting was called to order at 10:00 a.m.

### **3.0 NOTICE OF MEETING**

With the consent of the members present, the Notice of the Meeting having been circulated within the prescribed period following the Company's Constitution was with the permission of the Meeting, taken as read.

### **4.0 PRELIMINARIES**

#### **4.1 Corporate**

4.1.1 As part of good governance, the Chairman reported that the Company has received a total registration form 93 individual shareholders, representatives and proxies of shareholders representing 1,360,996,560 shares and they had been given access to participate in the Company's fully virtual 28<sup>th</sup> AGM via Securities Services e-Portal.

4.1.2 In addition, 95 proxy forms representing 1,332,962,608 shares were received within the stipulated prescribed period of 48 hours before convening the Meeting. The Chairman informed the shareholders that they are encouraged to participate in the Meeting.

#### **4.2 All Resolutions by Poll Voting**

4.2.1 The Chairman informed that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), all resolutions tabled at the Meeting would be voted by way of poll. He then exercised his right as the Chairman of the Meeting pursuant to Article 83 of the Company's Constitution, to demand voting by poll for all the resolutions set out in the Notice of the 28<sup>th</sup> AGM dated 28 October 2022.

4.2.2 The Chairman informed the members present that the Company has appointed Commercial Quest Sdn. Bhd. as the Independent Scrutineers and SS E Solutions Sdn. Bhd. as the Poll Administrator. The Independent Scrutineers will validate the results of the polls.

#### **4.3 Meeting Proceedings and Voting Procedures**

4.3.1 For the meeting proceedings and voting procedures, the Chairman called upon the Company Secretary to brief the shareholders on the proceedings of the Meeting and voting procedures.

4.3.2 The Company Secretary explained the proceedings of the Meeting and voting procedures, which is conducted on a fully virtual basis. Thereafter, the step-by-step guide together with a short audio clip was shown to the shareholders/ proxy holders via online voting module within the e-portal.

4.3.3 Upon explaining of the proceedings of the Meeting and voting procedures, the Company Secretary handed over the Meeting to the Chairman.

4.3.4 The Chairman thanked the Company Secretary for explaining the proceedings of the Meeting and voting procedures. He proceeded to the first agenda for the 28<sup>th</sup> AGM.

### **5.0 AGENDA 1**

#### **- AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022**

5.0.1 The Company's Audited Financial Statements for the financial year ended 30 June 2022 ("**AFS**") together with the Directors' and the Auditors' Reports thereon which had been circulated to all shareholders within the prescribed period were laid before the Meeting. The Chairman informed the Meeting that pursuant to Section 340(1)(a) of the Companies Act 2016 ("**Act**"), as shareholders' formal approval for the AFS was not required, hence, this agenda is not put forward for voting.

5.0.2 The Chairman declared that the AFS together with the Reports of the Directors and the Auditors thereon, be received. Thereafter, the Chairman proceeded to Ordinary Resolution 1 of the Agenda.

**5.1 AGENDA 2(a)**  
**ORDINARY RESOLUTION 1**  
**- RE-ELECTION OF DATO' YEO BOON LEONG, JP AS DIRECTOR**

The Chairman informed the members that in respect of his re-election as a Director of the Company, he relinquished his position as Chairman of the meeting for this agenda, and proposed Datuk Zakaria bin Sharif be appointed to chair this agenda re-election of Director. Datuk Zakaria bin Sharif took the chair for this item of the agenda (ordinary resolution 1 and 2).

Proposed Ordinary Resolution 1 was to seek shareholders' approval to re-elect Dato' Yeo Boon Leong, JP as Director of the Company. Dato' Yeo Boon Leong, JP retires by rotation pursuant to Article 110 of the Company's Constitution and being eligible, had offered himself for re-election.

**5.2 AGENDA 2(b)**  
**ORDINARY RESOLUTION 2**  
**- RE-ELECTION OF DATO' SRI NGU TIENG UNG, JP AS DIRECTOR**

Proposed Ordinary Resolution 2 was to seek shareholders' approval to re-elect Dato' Sri Ngu Tieng Ung, JP as Director of the Company. Dato' Sri Ngu Tieng Ung, JP retires by rotation pursuant to Article 110 of the Company's Constitution and being eligible, had offered herself for re-election.

Thereafter, Dato' Yeo Boon Leong, JP took the chair once again.

**5.3 AGENDA 3**  
**ORDINARY RESOLUTION 3**  
**- APPROVE THE PAYMENT OF AGGREGATE DIRECTORS' FEES OF RM800,000.00 FOR THE PERIOD FROM THE DATE OF THE FORTHCOMING ANNUAL GENERAL MEETING ("AGM") UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY**

Proposed Ordinary Resolution 3 was to seek shareholders' approval for the payment of aggregate Directors' Fees of RM800,000.00 for the period from date of the forthcoming AGM until the conclusion of the next AGM.

**5.4 AGENDA 4**  
**ORDINARY RESOLUTION 4**  
**- APPROVE THE PAYMENT OF AGGREGATE DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) TO THE DIRECTORS UP TO THE AMOUNT OF RM250,000.00 FROM THE DATE OF THE FORTHCOMING AGM UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY**

Proposed Ordinary Resolution 4 was to seek shareholders' approval for the payment of aggregate Directors' Benefits (excluding Directors' Fees) to the Directors up to the amount of RM250,000.00 from the date of the forthcoming AGM until the conclusion of the next AGM.

**5.5 AGENDA 5  
 ORDINARY RESOLUTION 5  
 - RE-APPOINTMENT OF AUDITORS**

Proposed Ordinary Resolution 5 was to seek shareholders' approval for the re-appointment of Messrs. Ecovis Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix and decide on their remuneration. The retiring Auditors, Messrs. Ecovis Malaysia PLT, has consented to act as Auditors of the Company.

**5.6 AGENDA 6  
 ORDINARY RESOLUTION 7  
 - AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE ACT**

5.6.1 Proposed Ordinary Resolution 6 was a special business to seek shareholders' approval for the allotment of shares pursuant to Sections 75 and 76 of the Act.

5.6.2 If this resolution is approved, it would give the necessary flexibility to the Board to issue and allot shares up to 10% of the total number of issued shares without needing to convene a general meeting and to waive the statutory pre-emptive rights (Section 85 of the Act) 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.

This authority if obtained, unless revoked or varied at a general meeting, will expire at the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held in accordance with the provisions of the Act, whichever is the earlier.

**5.7 AGENDA 7  
 ORDINARY RESOLUTION 7  
 - PROPOSED RENEWAL SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Chairman informed the members that he is a related party and would be in a position of conflict for this agenda, which was in relation to the proposed new shareholders' mandate.

He relinquished his position as Chairman of the meeting for this agenda, and proposed that Datuk Zakaria bin Sharif be appointed to chair this agenda. Datuk Zakaria bin Sharif took the chair for this item of the agenda.

Proposed Ordinary Resolution 7 was a special business to seek shareholders' approval for the renewal of the existing shareholders' mandate for the Company and its subsidiaries ("Ta Win Group") to authorise the Directors to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature from time to time with the Related Parties as specified in Sections 2.4 and 2.5 under Part A of the circular/statement to shareholders dated 28 October 2022, which is available on the Company's website.

Thereafter, Dato' Yeo Boon Leong, JP took the chair once again.

**5.8 AGENDA 8  
 ORDINARY RESOLUTION 8  
 - PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES**

Proposed Ordinary Resolution 8 was a special business to seek shareholders' approval to authorise the Directors to purchase its own shares of up to 10% of the total number of issued shares of the Company.

This authority if obtained, unless revoked or varied by the Company at a general meeting, would expire at the next Meeting. Details of this proposal were set out in the Share Buy-Back Statement to Shareholders dated 28 October 2022, which is available on the Company's website.

## **6.0 OTHER ORDINARY BUSINESS**

The Company Secretary informed the Board that she had not received any due notice to transact any other business.

## **7.0 KEY QUESTIONS RAISED BY MEMBERS/ PROXY HOLDERS AND ANSWERS PROVIDED BY THE BOARD OF THE COMPANY**

The Chairman invited Mr. Tan Seng Pang, the Chief Operating Officer to read out the live questions submitted by members/ proxy holders through real-time submission during the Meeting and responded to them on behalf of the Board and Management.

Upon addressing the questions, the Chairman said that any unanswered questions from shareholders/ proxy holder, will be replied via email or post after the meeting.

The summary of the key matters discussed were annexed herewith as "**Annexure A**".

## **8.0 E-POLLING PROCESS**

8.1 The Chairman informed the Meeting that the online remote voting had been opened for voting since the beginning of the Meeting and would continue to be opened for voting for another 10 minutes.

8.2 The Chairman further informed that after the abovementioned 10-minute lapsed for remote poll voting, the online remote poll voting session will be closed. The Meeting will be adjourned for the Poll Administrator to count and Independent Scrutineers to validate the votes cast.

## **9.0 ANNOUNCEMENT OF POLL RESULTS**

9.1 The 28<sup>th</sup> AGM re-convened and the Chairman called the Meeting to order for the declaration of the poll results. The Chairman informed that the Independent Scrutineers, Commercial Quest Sdn. Bhd. have validated the poll voting results. The poll voting results were read by the Chairman and projected live on the screen for the members present online. The poll voting results are attached as "**Annexure B**".

9.2 Based on the poll results as Annexure B validated by the Independent Scrutineers, the Chairman declare all resolutions tabled at the 28<sup>th</sup> AGM were carried as follows:-

### **9.2.1 ORDINARY RESOLUTION 1**

#### **- RE-ELECTION OF DATO' YEO BOON LEONG, JP AS DIRECTOR**

	<b>Votes in Favour</b>		<b>Votes Against</b>	
	Number of Votes	%	Number of Votes	%
Ordinary Resolution 1	1,274,914,960	99.7789	2,824,900	0.2211

It was **RESOLVED**:-

"THAT Dato' Yeo Boon Leong, JP who retired pursuant to Article 110 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

9.2.2 **ORDINARY RESOLUTION 2**  
 - **RE-ELECTION OF DATO' SRI NGU TIENG UNG, JP AS DIRECTOR**

	Votes in Favour		Votes Against	
	Number of Votes	%	Number of Votes	%
Ordinary Resolution 2	1,140,785,260	82.2286	246,547,900	17.7714

It was **RESOLVED**:-

"THAT Dato' Sri Ngu Tieng Ung, JP who retired pursuant to Article 110 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

9.2.3 **ORDINARY RESOLUTION 3**  
 - **APPROVE THE PAYMENT OF AGGREGATE DIRECTORS' FEES OF RM800,000.00 FOR THE PERIOD FROM DATE OF THE FORTHCOMING AGM UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY**

	Votes in Favour		Votes Against	
	Number of Votes	%	Number of Votes	%
Ordinary Resolution 3	1,321,697,160	99.3454	8,708,500	0.6546

It was **RESOLVED**:-

"THAT the payment of aggregate Directors' Fees of RM800,000.00 for the period from date of the forthcoming AGM until the conclusion of the next AGM of the Company is hereby approved."

9.2.4 **ORDINARY RESOLUTION 4**  
 - **APPROVE THE PAYMENT OF AGGREGATE DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) TO THE DIRECTORS UP TO THE AMOUNT OF RM250,000.00 FROM THE DATE OF THE FORTHCOMING AGM UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY**

	Votes in Favour		Votes Against	
	Number of Votes	%	Number of Votes	%
Ordinary Resolution 4	1,318,382,160	99.0693	12,023,500	0.9037

It was **RESOLVED**:-

"THAT the payment of aggregate Directors' Benefits (excluding Directors' Fees) to the Directors up to the amount of RM250,000.00 for the date of the forthcoming AGM until the conclusion of the next AGM of the Company is hereby approved."

9.2.5 **ORDINARY RESOLUTION 5**  
 - **RE-APPOINTMENT OF AUDITORS**

	Votes in Favour		Votes Against	
	Number of Votes	%	Number of Votes	%
Ordinary Resolution 5	1,333,298,160	99.7216	3,722,100	0.2784

It was **RESOLVED:-**

“THAT Messrs. Ecovis Malaysia PLT be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next AGM of the Company and that the Directors be authorised to fix and decide on their remuneration.”

9.2.6

**ORDINARY RESOLUTION 6**

**- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE ACT**

	Votes in Favour		Votes Against	
	Number of Votes	%	Number of Votes	%
Ordinary Resolution 6	1,320,046,260	99.0992	11,999,400	0.9008

It was **RESOLVED:-**

“THAT, subject always to the Act, the Constitution of the Company and the approvals of the relevant governmental/ regulatory authorities, if applicable, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company from time to time 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 10 percent (10%) of the total number of issued shares of the Company for the time being 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; AND 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.

AND THAT pursuant to Section 85 of the Act to be read together with the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive 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.”

9.2.7

**ORDINARY RESOLUTION 7**

**- PROPOSED RENEWAL SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

	Votes in Favour		Votes Against	
	Number of Votes	%	Number of Votes	%
Ordinary Resolution 7	651,314,852	99.9931	45,000	0.0069

It was **RESOLVED:-**

“THAT subject to the provisions of the MMLR of Bursa Securities, approval be and is hereby given for the renewal of the existing shareholders’ mandate for Ta Win Group to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature from time to time with the Related Parties as specified in Sections 2.4 and 2.5 under Part A of the circular/statement to shareholders dated 28 October 2022 (“Circular”) which are necessary for the day-to-day operations and are in the ordinary course of business and are carried out at arms’ length basis on normal commercial terms of the Ta Win Group on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to minority shareholders of the Company and such approval shall continue to be in force until:-

THAT such approval shall continue to be in force until the earlier of:-

- (i) the conclusion of the next AGM of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;
- (ii) the expiration of the period within which the next AGM is to be held pursuant to Section 340(2) of the Act but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier,

THAT the Board of the Company be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the transactions contemplated and/or authorised by this Ordinary Resolution;

AND THAT as the estimates given for the recurrent related party transactions specified in Section 2.5 of the Circular being provisional in nature, the Directors of the Company and/or any one of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Section 2.7 of the Circular."

9.2.7

#### **ORDINARY RESOLUTION 8**

- **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")**

	Votes in Favour		Votes Against	
	Number of Votes	%	Number of Votes	%
Ordinary Resolution 8	1,337,985,760	99.9966	44,900	0.0034

It was **RESOLVED**:-

"THAT subject to the Act, provisions of the Constitution of the Company, the MMLR of Bursa Securities and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in Ta Win ("Ta Win Shares") as may be determined by the Board from time to time through Bursa Securities as the Board may deem fit, necessary and expedient in the interest of the Company, provided that:-

- (i) the maximum aggregate number of Ta Win Shares which may be purchased and/or held by the Company as treasury shares shall not exceed 10% of the total number of issued shares of the Company at any point in time of the said purchase(s); and
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing Ta Win Shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements of the Company (where applicable) available at the time of the purchase(s);

THAT the authority conferred by this resolution will commence immediately upon passing of this Ordinary Resolution 8 and shall continue to be in force until:-

- (i) the conclusion of the next AGM at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM is required to be held by law; or
- (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first;

THAT upon completion of the purchase of Ta Win Shares by the Company, the Board be authorised to deal with Ta Win Shares purchased in its absolute discretion in the following manner:-

- (i) to cancel the Ta Win Shares so purchased; or
- (ii) to retain the Ta Win Shares so purchased as the treasury shares which may be distributed as shares dividends to shareholders and/or be resold on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or transferred for the purposes of an employees' share scheme and/or transferred as purchase consideration and/or cancelled subsequently; or
- (iii) to retain part of the Ta Win Shares so purchased as treasury shares and cancel the remainder of the Ta Win Shares; or
- (iv) to deal with the Ta Win Shares so purchased in any other manner as may be permitted by the applicable laws and/or regulations in force from time to time,

and such authority to deal with the Ta Win Shares so purchased shall continue to be valid until all such Ta Win Shares have been dealt with by the Board;

AND THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, variations, modifications and/or amendments to the terms of the Proposed Renewal of Share Buy-Back Authority as may be required or imposed by any relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Renewal of Share Buy-Back Authority."

## **10.0 CONCLUSION**

On behalf of his fellow Board members, the Chairman extended his appreciation to all who attended the Meeting, particularly all shareholders, professional advisers and business partners for their continued support. There being no other business to be transacted, the Meeting concluded at 11:10 a.m.

### **SIGNED AS A CORRECT RECORD OF THE PROCEEDINGS**

(Duly signed on original)

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**CHAIRMAN**  
**DATO' YEO BOON LEONG, JP**  
Date: 29 November 2022

**SUMMARY OF KEY MATTERS DISCUSSED**

(Paragraph 9.21(2)(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"))

Ta Win Holdings Berhad ("Ta Win or "the Company")

**Questions submitted by shareholders/ proxies holders during the 28<sup>th</sup> Annual General Meeting ("AGM") of the Company and responded by the Chief Operating Officer of the Company via live streaming:-**

1.	Question from Shareholder	Would the Company consider having an AGM via hybrid online/ physical meeting in the coming years?
	Response	Ta Win is considering this mode of meeting for future AGMs.
2.	Question from Shareholder	What was the overall results of the debt ratio against the ratio of pay back amount from Year 2019 till to current year?
	Response	The debt ratio has improved throughout the years since 2019. The company's financial performances have been announced in Bursa Securities for your further reference.
3.	Question from Shareholder	Is the Company able to serve the industry needs and the to provide professional expertise and be competitive with other international companies since the Company's products and services are aligned and up to par with the international ISO standard, Quality Assurance and Quality Control and CE marking?
	Response	With its international quality standard range of product in its portfolio, the Company is optimistic to be on par to compete with its international competitors. The Company will always seek to reformulate and improve its business strategy to penetrate, capture and expand its market shares to stay competitively in wire and cable manufacturing sector.
4.	Question from Shareholder	<ol style="list-style-type: none"> <li>1. What is the status of the custom audit on Royal Malaysian Customs Department in Melaka ("Customs Melaka") and Royal Malaysian Customs Department in Kelantan custom Kelantan?</li> <li>2. Would the delay in the execution of private placement cause any effect on the development of E-beam? Is there any alternative action that has been taken by the Company to raise funds?</li> <li>3. Kindly update the progress of the new plant in Pulau Indah.</li> <li>4. What is the rate of production capacity per month of Cyprium Wire Technology Sdn. Bhd. ("CWT") after the completion of E-Beam? When the implementation of 2<sup>nd</sup> or 3<sup>rd</sup> E-Beam will commence?</li> </ol>
	Response	<ol style="list-style-type: none"> <li>1. We had fully settled the RM1.7 million due and owing to the Customs Melaka on June 2022. In a separate case, Ta Win's Board of Directors had approved and agreed to pay RM3.18 million by way of post-dated cheques on a deferred basis of 36 months instalments ("Proposal") pursuant to a notice of demand dated 3 June 2022 from the Customs Kelantan. The 1<sup>st</sup> instalment cheque had already been cleared on 29 November 2022 which indicates that the Customs Kelantan has accepted the Proposal.</li> </ol>

		<p>2. The effect of delay in private placement on the development of E-Beam is very minimal as we have already completed construction of the E-Beam plant. The commercial run of the E-Beam plant is expected to commence in early 2023.</p> <p>3. Ta Win Industries (M) Sdn. Bhd. ("TWI") has completed the land purchase for the construction of its new copper rod and wire manufacturing plant in Pulau Indah in May 2022 and received Certificate of Completion and Compliance ("CCC") in July 2022. TWI is in the midst of installing new furnace and the continuous casting &amp; rolling machines ("CCR") at the new plant presently. The commercial trial run of the new machine has been scheduled to begin earliest in December 2022. The commercial run of the new plant is expected to begin in early 2023. The expected maximum output capacity is estimated to be 3,000 metric ton per month.</p> <p>4. The maximum output capacity (of the machinery) is estimated to be 10,100KM per month. The maximum output capacity (taking into account the existing manpower, working space and tooling) is 4,032KM per month. We are not in the position to disclose the exact production capacity numbers to the public. However, we remain cautiously optimistic that we would deliver reasonable results to our shareholders for second quarter (Q2) of the financial year ended ("FYE") 2023.</p>
5.	Question from Shareholder	Please consider giving e-voucher to participating shareholders as token of appreciation for effort and cost of attending and supporting the Ta Win.
	Response	Currently, the Ta Win does not provide any gifts for shareholders to attend general meeting.
6.	Question from Shareholder	What was the net amount of diminution in value of inventory in the year 2022? Why was this not disclosed by the Company in its 4th quarter results announcement?
	Response	Inventory of approximately RM2.4 million has been written down for FYE2022.
7.	Question from Shareholder	Is there any e-wallet or e-voucher for shareholders who attended the virtual AGM as a gesture of good will for the said AGM?
	Response	Currently, Ta Win does not provide any gifts for shareholders to attend general meeting.
8.	Question from Shareholder	Did you audit the significant fall in cash and bank balances by RM86 million? What were the utilizations of the said RM86 million?
	Response	The said RM86 million was utilised for capital expenditure for the construction of the plants and purchase of machinery and equipment and for working capital purposes.

**Questions submitted by shareholders/ proxies holders during the 28<sup>th</sup> Annual General Meeting of the Company and responded by the Chief Operating Officer of the Company via email:-**

1.	Question from Shareholder	<ol style="list-style-type: none"> <li>1. Would the Company revise the wages and salaries in order to reduce the cost of operations?</li> <li>2. Is the Company able to provide full electronic equipment to the relevant industries such as, oil and gas, chemical, marine, underground services, mining and refining, food processing, medical and energy and utilities?</li> <li>3. What the goodwill for company future plans of level up service provider in overall Industry?</li> </ol>
	Response	<p>In pursuit of a good sense of corporate social responsibility, Ta Win will always strive to uphold a good balance of the need to safeguard both its shareholders' interest and employee welfare benefits.</p> <p>Wages and salaries will be revised accordingly to reflect changes in market/economic conditions without compromising its employee welfare. In its journey of becoming a one-stop copper related solution player in the region, Ta Win has imposed various cost-cutting and revenue improvement strategic initiatives to enhance its shareholders value creation over time.</p>
2.	Question from Shareholder	<ol style="list-style-type: none"> <li>1. How much of dividend will be distributed to the shareholders for FYE2022?</li> <li>2. Does the Company intend to be involved in a new sector of business other than the technology sector in future?</li> <li>3. Did the Company obtained any benefit from the Covid-19 support initiatives announced by the government of Malaysia?</li> </ol>
	Response	<ol style="list-style-type: none"> <li>1. Ta Win presently does not have any dividend policy. Any consideration for dividend policy shall be subject to discretion of Ta Win's Board of Directors and conditional upon the Group's financial performance.</li> <li>2. Ta Win is always proactively looking for viable copper related investment opportunities in pursuit of increasing revenues and the creation of shareholders value over the long term.</li> <li>3. The government of Malaysia did provide Ta Win with basic support via tax deductions or allowances on covid related expenses, wage subsidy support and moratorium on its banking facilities.</li> </ol> <p>"Group" means the Company and its subsidiaries.</p>
3.	Question from Shareholder	<ol style="list-style-type: none"> <li>1. Reference is made to the note 9 set out in page 11 of the Annual Report 2022, and whether the description set out therein is a related party transaction to the Company? Is this referring to the sale of shares from Royce Pharma? Is it 100% guaranteed and recoverable?</li> <li>2. Does the Company perform a reconciliation of stocks based on the inventory? For example, use opening stock + purchases - sales - finished goods – wastages = closing stock in terms of quantity in weight? Currently, the cost of sales is extremely high, which make the company not viable for investing.</li> </ol>
	Response	<ol style="list-style-type: none"> <li>1. Our disposal of 32.5% equity stakes in Royce Pharma for RM20.85million is <i>not</i> deemed as related party transaction. You may refer to our announcement dated 16 June 2022 for the explanation.</li> </ol>

		2. We are currently studying the Cost of goods sold and any material impact on our financial performance would be announced in due course.
4.	Question from Shareholder	<ol style="list-style-type: none"> <li>1. What is the progress on the Sales Contract with POSCO INTERNATIONAL CORPORATION?</li> <li>2. How many metric tons have been complied? Any sales progress from APTIV PLC?</li> <li>3. What is the expected revenue or percentage growth that is able to be generated from CWT &amp; Sin Line Tek Electronic (M) Sdn. Bhd. ("SLT") in year 2023?</li> <li>4. What are the steps taken by Risk Management Committee to avoid or reduce the impact of the global economy towards the profitability of the Company?</li> <li>5. Why does the share price drop from RM0.15 to RM0.07 which is not reflective of its current value given the capacity increase from 50,000 KM to 130,000 KM and from 2,000 metric tons to 4000 metric tons per month?</li> </ol>
	Response	<ol style="list-style-type: none"> <li>1. As of to-date, TWI has completed more than 80% of the 10,000 metric tons set for the year 2022.</li> <li>2. APTIV PLC would not be in the position to issue sales contract to CWT. However, APTIV PLC would continue to issue sales order invoice to CWT on weekly basis (standard industry practice) which is an indication of both party's confidence and commitment to establish long-term business relationship with each other.</li> <li>3. Ta Win would not be in the position to disclosure such information to the public. However, we would always strive to deliver performance to our shareholders. Any material information update would be announced in due course.</li> <li>4. Upon the directions and guidance received from our risk committee, we are actively engaging in back-to-back hedging and to pass-through price increase in copper raw materials to our customers as part of our efforts to mitigate the global economy impact on our profitability.</li> <li>5. There are a lot of factors attributable to the volatility of the share price of which we have no control such as the protracted Ukraine-Russian war, persistent rising in inflation rate and widespread recessionary perception and pessimism towards year 2023 economic outlook.</li> </ol>
5.	Question from Shareholder	<ol style="list-style-type: none"> <li>1. How many suppliers have engaged with the Company with regards to the raw copper and used copper?</li> <li>2. How does the Company ensure the price of copper offered by the supplier is the best price and that the purchase price is not inflated?</li> </ol>
	Response	Ta Win has few suppliers for each and every raw material component. Ta Win is actively engaging in back-to-back hedging to secure the purchase price.
6.	Question from Shareholder	Are virtual AGM and EGMs cost effective? How will the cost savings be utilized?
	Response	The cost savings from virtual AGM & EGM are derived from the cost incurred for accommodation, catering and traveling related expenses which would be typically incurred for physical AGM & EGM. These cost savings would be utilized evenly across all our business segments as and when required.

7.	Question from Shareholder	Will Company future trend more shift or focus into Electric Vehicle ("EV")?
	Response	As the world is gearing towards EV trend, Ta Win is also tapping on this opportunity. Once our subsidiary, CWT begins its commercial production of high-quality irradiated wires and cable products in its newly completed e-beam plant in early 2023 (expected timeframe), we would be in a viable position to serve the EV segment of automobile industry.
8.	Question from Shareholder	<ol style="list-style-type: none"> <li>1. Could you explain why Dato' Yeo holds more than 5% shares in the Company but is not shown in the substantial shareholding i.e. 5% and above issue shares on the distribution table in the Annual Report 2022?</li> <li>2. How did the Company verify the accuracy of the wages given the significant increase from RM7.39 million to RM20 million as set out in Pages 122 and 25 of the Annual Report?</li> </ol>
	Response	<ol style="list-style-type: none"> <li>1. The Shareholding Distribution Table is tabulated in such a way that it is calculated based on the shareholding size of each Central Depository System (CDS) account; instead of the shareholding size of the sum of all CDS accounts. Dato Yeo's 5.93% is the shareholding from the sum of all the CDS accounts held directly and indirectly via his nominees.</li> <li>2. The significant increase in wages (by almost 3 folds) from RM7.39 million to RM20.346 million was due to the impact of consolidation of the Group's accounts to include SLT, an acquired company of which is a subsidiary of Ta Win since 8 March 2021, Superteam International (M) Sdn. Bhd., an acquired company which is a subsidiary of SLT since 28 January 2022 and the expansion of CWT workforce since late 2021 to fulfil CWT's business expansion plan.</li> </ol>
9.	Question from Shareholder	<ol style="list-style-type: none"> <li>1. What is the current status of the production and performance of sales in regard to the Electron Beam plant and Cross-linked products?</li> <li>2. Does the Company enter into the Renewable energy supply chain in future?</li> </ol>
	Response	<ol style="list-style-type: none"> <li>1. CWT had received all licenses and regulatory approvals granted by the Department of Atomic Energy Malaysia (AEM) in October 2022 to operate the plant. Currently, the plant is in the midst of a trial run with production and customers' orders lining up on small scale and we are concurrently applying all relevant product licenses given that this is a requirement to sell them. Commercial production is scheduled to begin in early 2023.</li> <li>2. Ta Win would make announcement on any material development in due course.</li> </ol>
10.	Question from Shareholder	What are the prospects for the Company's business in the next 3 months?
	Response	Ta Win would not be in a position to confirm this to information the public. However, the Company remain optimistic that it would deliver reasonable results to the shareholders for Q2 of the financial year ending 2023.

11.	Question from Shareholder	What is the latest status and the prospects in business regarding the project for Cross-linked products?
	Response	We have completed the construction of this E-Beam plant project with installation of new machinery ongoing. The commercial run of the plant is expected to begin in early 2023.
12.	Question from Shareholder	Could you update us on any inventory impairment incurred within FYE2022?
	Response	Inventory of approximately RM2.4 million of which has been written down for FYE2022.
13.	Question from Shareholder	What is the management's plan towards the improvement of efficiency of operations in order to reduce fixed costs and to obtain a positive net profit margin?
	Response	Ta Win is committed to improve its overhead cost structure and enhance its synergistic capability across all its subsidiaries to capture and expand target market to achieve a positive Net Profit Margin. Any material development would be announced in due course.
14.	Question from Shareholder	What is the current status of the production and performance of sales in regard to the Electron Beam plant and Cross-linked products?
	Response	CWT had received all licenses and regulatory approvals granted by the Department of Atomic Energy Malaysia (AEM) in October 2022 to operate the plant. Currently, the plant is in the midst of a trial run with production and customers' orders lining up on small scale and we are concurrently applying all relevant product licenses given that this is a requirement to sell them. Commercial production is scheduled to begin in early 2023.
15.	Question from Shareholder	Kindly update the latest status of custom audit in relation to Customs Melaka and Customs Kelantan.
	Response	We had fully settled the RM1.7 million due and owing to the Customs Melaka on June 2022. In a separate case, Ta Win's Board of Directors had approved and agreed to pay RM3.18 million by way of postdated cheques on a deferred basis of 36 months instalments ("Proposal") pursuant to a notice of demand dated 3 June 2022 from the Customs Kelantan. The 1 <sup>st</sup> instalment cheque had already been cleared on 29 November 2022 which indicates that the Customs Kelantan has accepted the Proposal.

Company Name : **TA WIN HOLDINGS BERHAD**  
 199401005913 (291592-U)  
 Type Of Meeting : **Twenty-Eighth Annual General Meeting**  
 Venue Of Meeting : **Ta Win Holdings Berhad of Unit 26-11 & 26-12, Level 26, Q Sentral, Jalan Stesen Sentral 2, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia**  
 Date & Time of Meeting : **29-NOVEMBER-2022 10.00 AM**

**Votes Summary Report**

**Resolution (s)**

*Resolution 1*

To re-elect Dato' Yeo Boon Leong, JP as Director.

	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected
For	145	1,274,914,960	99.7789	
Against	8	2,824,900	0.2211	
<b>Valid Cast</b>	<b>153</b>	<b>1,277,739,860</b>	<b>100.0000</b>	<b>Accepted</b>
Abstain	7	109,603,300		
Not Indicated	1	100,000		
<b>Total Cast</b>	<b>161</b>	<b>1,387,443,160</b>		

*Resolution 2*

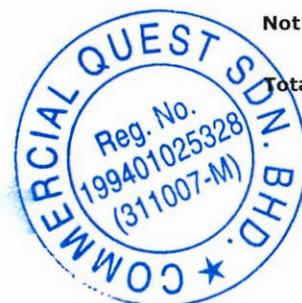
To re-elect Dato' Sri Ngu Tieng Ung, JP as Director.

For	114	1,140,785,260	82.2286	
Against	45	246,547,900	17.7714	
<b>Valid Cast</b>	<b>159</b>	<b>1,387,333,160</b>	<b>100.0000</b>	<b>Accepted</b>
Abstain	1	10,000		
Not Indicated	1	100,000		
<b>Total Cast</b>	<b>161</b>	<b>1,387,443,160</b>		

*Resolution 3*

To approve the payment of Directors' fees.

For	137	1,321,697,160	99.3454	
Against	17	8,708,500	0.6546	
<b>Valid Cast</b>	<b>154</b>	<b>1,330,405,660</b>	<b>100.0000</b>	<b>Accepted</b>
Abstain	6	56,937,500		
Not Indicated	1	100,000		
<b>Total Cast</b>	<b>161</b>	<b>1,387,443,160</b>		



*[Signature]*  
 Signature of Scrutineers

*[Signature]*  
 Acknowledgement of the chairman of the meeting

Company Name : **TA WIN HOLDINGS BERHAD**  
**199401005913 (291592-U)**

Type Of Meeting : **Twenty-Eighth Annual General Meeting**

Venue Of Meeting : **Ta Win Holdings Berhad of Unit 26-11 & 26-12, Level 26, Q Sentral, Jalan Stesen Sentral 2, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia**

Date & Time of Meeting : **29-NOVEMBER-2022 10.00 AM**

**Votes Summary Report**

**Resolution (s)**

*Resolution 4*

To approve the Directors' Benefits payable.

	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected
<b>For</b>	133	1,318,382,160	99.0963	
<b>Against</b>	21	12,023,500	0.9037	
<b>Valid Cast</b>	154	1,330,405,660	100.0000	<b>Accepted</b>
<b>Abstain</b>	6	56,937,500		
<b>Not Indicated</b>	1	100,000		
<b>Total Cast</b>	<b>161</b>	<b>1,387,443,160</b>		

*Resolution 5*

To approve the re-appointment of Messrs. Ecovis Malaysia PLT as the Auditors of the Company.

<b>For</b>	147	1,333,298,160	99.7216	
<b>Against</b>	7	3,722,100	0.2784	
<b>Valid Cast</b>	154	1,337,020,260	100.0000	<b>Accepted</b>
<b>Abstain</b>	6	50,322,900		
<b>Not Indicated</b>	1	100,000		
<b>Total Cast</b>	<b>161</b>	<b>1,387,443,160</b>		

*Resolution 6*

To authorize the Directors to allot shares of up to 10% of the total number of issued shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

<b>For</b>	138	1,320,046,260	99.0992	
<b>Against</b>	16	11,999,400	0.9008	
<b>Valid Cast</b>	154	1,332,045,660	100.0000	<b>Accepted</b>
<b>Abstain</b>	6	55,297,500		
<b>Not Indicated</b>	1	100,000		
<b>Total Cast</b>	<b>161</b>	<b>1,387,443,160</b>		



Signature of Scrutineers

Acknowledgement of the chairman of the meeting

Company Name : **TA WIN HOLDINGS BERHAD**  
 199401005913 (291592-U)  
 Type Of Meeting : **Twenty-Eighth Annual General Meeting**  
 Venue Of Meeting : **Ta Win Holdings Berhad of Unit 26-11 & 26-12, Level 26, Q Sentral, Jalan Stesen Sentral 2, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia**  
 Date & Time of Meeting : **29-NOVEMBER-2022 10.00 AM**

**Votes Summary Report**

**Resolution (s)**

*Resolution 7*

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected
For	135	651,314,852	99.9931	
Against	6	45,000	0.0069	
<b>Valid Cast</b>	<b>141</b>	<b>651,359,852</b>	<b>100.0000</b>	<b>Accepted</b>
Abstain	19	735,983,308		
Not Indicated	1	100,000		
<b>Total Cast</b>	<b>161</b>	<b>1,387,443,160</b>		

*Resolution 8*

Proposed Renewal for Share Buy-Back Authority.

For	152	1,337,985,760	99.9966	
Against	5	44,900	0.0034	
<b>Valid Cast</b>	<b>157</b>	<b>1,338,030,660</b>	<b>100.0000</b>	<b>Accepted</b>
Abstain	4	49,412,500		
Not Indicated	0	0		
<b>Total Cast</b>	<b>161</b>	<b>1,387,443,160</b>		

  
 Signature of Scrutineers

  
 Acknowledgement of the chairman of the meeting