

# STELLA HOLDINGS BERHAD

("Stella" or "the Company")

Reg No: 199701004603 (420099-X)

(Incorporated in Malaysia)

## MINUTES OF THE 25<sup>TH</sup> ANNUAL GENERAL MEETING

Broadcast Venue : The Meeting Room of the Company, A-13A, Pusat Komersial Arena Bintang, Jalan Zuhal U5/178, Seksyen U5, 40150 Shah Alam, Selangor Darul Ehsan

Date : Thursday, 22 September 2022

Time : 10:00 a.m.

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**Present**

**: As per attendance lists**

### 1. CHAIRMAN'S ADDRESS

Dato' Hj Mohamad Haslah bin Mohamad Amin welcomed all the shareholders, proxies and invitees to the Company's 25<sup>th</sup> Annual General Meeting ("AGM").

He then introduced the Board members who attended the AGM.

### 2. NOTICE OF MEETING

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

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

### 3. PROCEEDING OF MEETING

The Chairman informed that all the resolutions as set out in the notice of the 25<sup>th</sup> AGM would be put to vote by way of poll. The Company has appointed Niche Unity Consultants Sdn Bhd as the Poll Administrator to conduct the virtual AGM with the electronic polling platform by V-Cube Malaysia Sdn Bhd, being the technology partner and SLCC Networks Sdn Bhd as the Scrutineers to verify the poll results.

He further informed that the polling process for the resolutions would be conducted upon completion of the deliberation of all resolutions to be transacted at the AGM.

### 4. FINANCIAL PERFORMANCE

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

He informed that for the financial year ended 2022 the Group has recorded a revenue of RM58.96 million and profit before tax of RM3.49 million as compared to the previous financial year's revenue of RM60.51 million and profit before tax of RM3.23 million respectively. The slight decrease in revenue in financial year ended 2022 was due to lower contributions from the construction segment. However, the Group's revenue was cushioned by the higher revenue contributions from the property development and oil and gas support services segments.

He further added that the improved of profit before tax for the Group as compared to the preceding financial year was mainly contributed by the property development segment and the gain on disposal of a leasehold factory building.

**5. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022**

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

However, the shareholders/proxies to the shareholders of the Company could ask any questions on the Audited Financial Statements tabled at the meeting and any such questions would be dealt with during the question and answer (“Q & A”) session.

The Audited Financial Statements for the financial year ended 31 March 2022 was duly received by the shareholders at the meeting.

**6. TABLING OF ORDINARY RESOLUTIONS**

6.1 The Chairman proceeded to table the following Ordinary Resolutions 1 to 8 as set out in the notice of the 25<sup>th</sup> AGM to the meeting:-

**Ordinary Business**

**Ordinary Resolution 1**

To approve the declaration of a final single-tier dividend of 2.5 sen per ordinary share in respect of the financial year ended 31 March 2022.

**Ordinary Resolution 2**

To approve the payment of Directors’ fees of up to RM300,000 from 1 September 2022 until the conclusion of the next Annual General Meeting of the Company in 2023.

**Ordinary Resolution 3**

To approve the payment of Directors’ benefits of up to RM130,000 from 1 September 2022 until the conclusion of the next Annual General Meeting of the Company in 2023.

**Ordinary Resolution 4**

To re-elect Tuan Hj Mohamad Nor bin Abas as Director of the Company pursuant to Article 108 of the Company’s Constitution.

**Ordinary Resolution 5**

To re-elect Shahrizam bin A Shukor as Director of the Company pursuant to Article 108 of the Company’s Constitution.

Ordinary Resolution 6

To re-elect Sharifah Rafidah binti Wan Mansor as Director of the Company pursuant to Article 115 of the Company's Constitution.

Ordinary Resolution 7

To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors and to authorise the Directors to fix their remuneration.

**Special Business**

Ordinary Resolution 8

Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016.

- 6.2 The Chairman informed the meeting that Cik Czarina Alia binti Abdul Razak who was to retire in accordance with Article 108 of the Company's Constitution has informed the Company that she would not seek for re-election. Accordingly, she would retire from the Board at the conclusion of the 25<sup>th</sup> AGM.
- 6.3 After all the resolutions were tabled at the meeting, the Chairman continued with the Q & A session.

**7. QUESTIONS AND ANSWERS SESSION**

- 7.1 The Chairman informed the meeting that the Company has received one question from a shareholder at the meeting and addressed it accordingly as follows:-

**Question 1**

Will the Board consider giving door gifts such as e-voucher or e-wallet to those who participated in the AGM as a token of appreciation?

**Response**

The Board would consider the request for door gift at the coming or future AGMs. The dividend proposed by the Board to shareholders is also a good gesture of appreciation to the shareholders for their support.

- 7.2 It was noted that there were no further questions raised in relation to the ordinary resolutions tabled.

**8. VOTING**

The Chairman proceeded with the e-polling session for all the resolutions tabled at the AGM. The resolutions were put to vote by online remote voting and 5 minutes was allocated for shareholders/proxies to cast their votes for Ordinary Resolutions no. 1 to 8.

Upon completion of the e-polling session, the meeting adjourned with a 15 minutes break for the tabulation of the casted votes and the voting results to be verified by the Scrutineers

## 9. DECLARATION OF RESULTS

The meeting reconvened after the compilation of the voting results and the results were tabulated as follow:-

| Resolutions   | FOR                      | AGAINST                | Results  |
|---|--------------------------|------------------------|----------|
|   | Number of shares / (%)   | Number of shares / (%) |          |
| <u>Ordinary Resolution 1</u><br>To approve the declaration of final single-tier dividend                                      | 45,704,747<br>(100%)     | -                      | Accepted |
| <u>Ordinary Resolution 2</u><br>To approve the payment of Directors' fees   | 45,704,242<br>(99.9989%) | 505<br>(0.0011%)       | Accepted |
| <u>Ordinary Resolution 3</u><br>To approve the payment of Directors' benefits   | 45,704,242<br>(99.9989%) | 505<br>(0.0011%)       | Accepted |
| <u>Ordinary Resolution 4</u><br>To re-elect Tuan Hj Mohamad Nor bin Abas as Director  | 45,704,742<br>(99.9999%) | 5<br>(0.0001%)         | Accepted |
| <u>Ordinary Resolution 5</u><br>To re-elect Shahrizam bin A Shukor as Director  | 45,704,742<br>(99.9999%) | 5<br>(0.0001%)         | Accepted |
| <u>Ordinary Resolution 6</u><br>To re-elect Sharifah Rafidah binti Wan Mansor as Director                                     | 45,704,742<br>(99.9999%) | 5<br>(0.0001%)         | Accepted |
| <u>Ordinary Resolution 7</u><br>To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors                                    | 45,704,742<br>(99.9999%) | 5<br>(0.0001%)         | Accepted |
| <u>Ordinary Resolution 8</u><br>Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016 | 45,704,742<br>(99.9999%) | 5<br>(0.0001%)         | Accepted |

Based on the results, the Chairman declared all the Ordinary Resolutions No. 1 to 8 to be **CARRIED**.

**10. CLOSURE**

As there was no other business, the Chairman declared the 25<sup>th</sup> AGM closed and thanked the shareholders, proxies and invitees for their support and attendance.

The Meeting ended at 10:50 a.m. with a vote of thanks to the Chair.

CONFIRMED:



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CHAIRMAN

Date: 28 SEP 2022