

SINARAN ADVANCE GROUP BERHAD
[Registration No. 202001007513 (1363833-T)]
(Incorporated in Malaysia)

MINUTES OF THE SECOND ANNUAL GENERAL MEETING OF THE COMPANY CONDUCTED ON A VIRTUAL BASIS AND ENTIRELY VIA REMOTE PARTICIPATION AND VOTING FROM THE BROADCAST VENUE AT 10TH FLOOR, MENARA LIEN HOE, NO. 8, PERSIARAN TROPICANA, TROPICANA GOLF & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR DARUL EHSAN VIA AN ONLINE MEETING PLATFORM AT <https://rebrand.ly/SinaranAGM> PROVIDED BY MLABS RESEARCH SDN. BHD. IN MALAYSIA ON FRIDAY, 27 MAY 2022 AT 10:00 A.M.

于 2022 年 5 月 27 日, 星期五, 上午 10 时正, 由 MLABS RESEARCH SDN.BHD. 提供在线会议平台 <https://rebrand.ly/SinaranAGM> 在 10TH FLOOR, MENARA LIEN HOE, NO. 8, PERSIARAN TROPICANA, TROPICANA GOLF RESORT & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR DARUL EHSAN 会场进行, 以虚拟进行远程参与及投票的方式召开第二届股东周年大会的会议记录

CHAIRMAN OF THE SECOND ANNUAL GENERAL MEETING : Mr. Koo Kien Yoon, Non-Independent Non-Executive Director
第二届股东周年大会会议主席

DIRECTORS PRESENT REMOTELY VIA REMOTE PARTICIPATION AND VOTING (RPV) PLATFORM : Mr. Ding JianPing, Executive Chairman and Chief Executive Officer (执行主席兼行政总裁, 丁建萍董事)
Ms. Xiao LuXi, Independent Non-Executive Director (独立非执行董事, 肖璐茜董事)
Encik Mohtar Bin Abdullah, Independent Non-Executive Director (独立非执行董事, Mohtar Bin Abdullah 董事)
Mr. Chuah Hoon Hong, Independent Non-Executive Director (独立非执行董事, Chuah Hoon Hong 董事)
Encik Ahmad Nasirruddin Bin Harun, Independent Non-Executive Director (独立非执行董事, Ahmad Nasirruddin Bin Harun 董事)
通过远程参与及投票设施参与的董事

IN ATTENDANCE : Mr. Cheng Chia Ping, the Company Secretary (公司秘书, 郑嘉斌先生)
列席者 Ms. Joleen Yeap, Assisting the Company Secretary (协助公司秘书, 叶渝珊女士)

BY INVITATION (VIA RPV PLATFORM) : Ms. Tan Siok Ying, Assisting the Company Secretary (协助公司秘书, 陈淑樱女士)
受邀出席者(通过远程参与及投票设施参与) Mr. Ng Kee Siang, Messrs. ChengCo PLT, the External Auditors (来自诚国集团有限责任公司合伙会计师事务所, 外部审计师代表)
Mr. Chang JiaLer, Messrs. ChengCo PLT, the External Auditors (来自诚国集团有限责任公司合伙会计师事务所, 外部审计师代表)

MEMBERS, PROXIES AND CORPORATE REPRESENTATIVES PRESENT : As per Attendance List
股东、委任代理人和企业代表出席 根据出席名单

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(Minutes of the Second Annual General Meeting of the Company held on 27 May 2022 – cont'd)

(于 2022 年 5 月 27 日召开的第二届股东周年大会的会议记录-持续)

CHAIRMAN

主席

Mr. Koo Kien Yoon, the Non-Independent Non-Executive Director of the Company, was appointed as the Chairman of the Second Annual General Meeting of the Company ("**Second AGM**") ("**Chairman**") pursuant to Clause 19.4 of the Company's Constitution. He welcomed all to the Second AGM and informed that the Second AGM was conducted on a virtual basis and entirely via remote participation and voting from the broadcast venue by the shareholders, proxies and corporate representatives.

根据本公司章程第 19.4 条文，本公司非独立非执行董事 Koo Kien Yoon 先生获委任为第二届股东周年大会会议主席("会议主席")。会议主席欢迎所有人出席第二届股东周年大会，并告知第二届股东周年大会是通过虚拟的基础上进行，股东，代理人和公司代表以远程参与及投票的方式出席大会。

The Chairman informed that in view of the Government of Malaysia had enforced the "**Transition to Endemic**" phase which was announced by the Prime Minister on 8 March 2022 and issuance of the revised Standard Operating Procedure ("**SOP**") by Majlis Keselamatan Negara ("**MKN**") and the Ministry of Health ("**MOH**") amid Covid-19 pandemic, the Board of Directors ("**Board**") noted that pursuant to the Guidance and FAQs on Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia ("**SC Guidance Note**"), listed issuers are allowed to conduct fully virtual, virtual, hybrid or physical general meetings during Transition to Endemic phase.

会议主席告知，鉴于马来西亚政府已实施首相于 2022 年 3 月 8 日宣布的过渡至地方性流行病阶段及国家安全理事会及卫生部在新冠肺炎流行期间发布修订后的标准操作程序，我们得悉根据马来西亚证券监督委员会公布上市公司召开股东大会指南，在过渡至地方性流行病阶段允许上市公司以全虚拟、虚拟、混合和实体的方式召开股东大会。

The Chairman informed that the Board in compliance to the revised SC Guidance Note, has decided that this Second AGM be conducted virtual basis through live streaming and remote participation and voting from the broadcast venue provided by Mlabs Research Sdn. Bhd.

会议主席告知，根据马来西亚证券监督委员会修订后的指南，董事会决定以虚拟的方式通过 Mlabs Research 有限公司提供直播和远程参与及投票设施召开第二届股东周年大会。

The Chairman then introduced the Directors, Management and the External Auditors who were in attendance remotely.

会议主席随后介绍了远程出席的董事、管理层及外部审计师。

QUORUM

会议法定人数

The requisite quorum being present pursuant to Clause 24.6 of the Company's Constitution, the Chairman declared the Meeting duly convened.

根据公司章程第 24.6 条文规定，出席会议的股东人数已达打到法定人数，会议主席宣布会议正式召开。

The Chairman informed the Meeting that the Company was using 20 May 2022 as the determinant date of the General Meeting Record of Depositors.

会议主席通知，此会议是使用截至 2022 年 5 月 20 日作为存户股东周年大会记录的决定日期。

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NOTICE

会议通告

The Notice convening the Meeting dated 26 April 2022 having been circulated within the prescribed period was, with the permission of the Meeting, taken as read.

召开此会议的通告，日期为 2022 年 4 月 26 日，于充足的时间内发出，经会议同意，被视为已宣读。

PRESENTATION OF LETTER FROM THE MINORITY SHAREHOLDERS WATCH GROUP

小股东权益监管机构信函

The Chairman informed the Meeting that the Company had on 19 May 2022 received a letter from the Minority Shareholders Watch Group (“**MSWG**”), raised a few issues on operational and financial matters and corporate governance matters of the Company.

会议主席通知，本公司于 2022 年 5 月 19 日收到一封由小股东权益监管机构发出的信函，并提出了对 SAG 在财务/操作及企业监管的问题。

The Meeting noted the questions raised by MSWG and the Company’s corresponding reply to each question as presented. A copy of the Company’s reply was annexed to this minutes as Annexure “A”.

会议注意到小股东权益监管机构所提出的问题及本公司对该问题的答复。该公司回复副本夹附于此会议记录附录 A。

PROXIES, PROCEEDINGS AND POLL VOTING

委任代表、程序和投票表决

The Chairman briefed the Meeting that Bursa Malaysia Securities Berhad had mandated poll voting for all resolutions set out in the notice of general meetings.

会议主席向会议表示马来西亚股票交易所已经授权对股东大会通知所载的决议案以投票表决进行。

The Chairman then highlighted to the shareholders and proxies present virtually at the Meeting of their right to ask questions in relation to the agenda items for the Meeting and vote on the resolution to be tabled at the Second AGM. The Chairman further informed that in his capacity as Chairman of the Meeting, he had been appointed as proxy by some shareholders who were unable to participate in the Meeting, and would be voting as their proxy in accordance with their voting instructions, where indicated.

会议主席随后向出席会议的股东和委任代理人强调，他们有权在会议对议程项目提出问题，并对第二届股东周年大会的决议案进行表决。会议主席进一步告知，他以会议主席的身份获无法参与此会议的股东任命为代理人，并作为该股东的代理人根据他们的投票指示投票（如有指示）。

As there was no legal requirement for a proposed resolution to be seconded, the Chairman took the Meeting through each item on the Agenda. The Meeting proceeded with the “Question and Answer” session upon completion of deliberations of items to be transacted at the Meeting, prior to the poll voting session. Shareholders and proxies were informed that they could proceed to cast and submit their votes from the start of the Meeting, should they wish to, until the closure of the voting session to be announced.

由于没有法律要求规定拟议的决议案进行附议，会议主席主持了会议上的每个议程。在完成将在此会议上处理的议程项目的审议后及投票表决之前，本会议进行了问答环节。股东和代理人被告知，如果他们

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愿意，他们可以在会议开始之时开均可使用投票模式以提交其投票直至投票模块将在稍后宣布投票环节结束之时关闭。

The Meeting was informed that the Share Registrar of the Company, ShareWorks Sdn. Bhd. was appointed to act as the Poll Administrator and SharePolls Sdn. Bhd. was appointed to act as the Independent Scrutineer to verify the results of the poll tabulation. The Meeting was informed that the poll for resolutions would be conducted upon completion of the formality and discussion of the business tabled at the Meeting.

大会被告知本公司的股票登记处， ShareWorks 私人有限公司担任本公司的投票管理员及 SharePolls 私人有限公司担任为本次会议的独立审查员并负责验证投票结果。会议获悉，决议案的投票表决将在会议上所列事项的手续和讨论结束后进行。

A short video clip was played at the Meeting showing the step-by-step guide on the online voting module to guide shareholders and proxies on where and how they could post their questions.

会议上播放了一段简短的视频片段显示在线投票模块的步骤以指导股东和代理人在何处发问问题及投票。

1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON

截止于 2021 年 12 月 31 日经审计财务报表和董事与审计师报告

The Chairman informed that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon.

会议主席告知议程上的第一个项目是，即接纳截止于 2021 年 12 月 31 日经审计财务报表和董事与审计师报告。

The Meeting was informed that this Agenda item was meant for discussion only, as the provision of Section 340(1) of the Companies Act 2016 does not require formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda item was not put forward for voting.

大会被告知该议程项目仅供讨论，由于马来西亚公司法第 340(1)条文不要求股东对经审计财务报表进行正式批准，本议程项目仅供讨论并不被纳入表决。

The Chairman declared that the Audited Financial Statements the financial year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon, be received.

会议主席宣告接纳本公司截止于 2021 年 12 月 31 日经审计财务报表和董事与审计师报告。

2.0 DIRECTORS' FEES PAYABLE TO THE DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022

截至 2022 年 12 月 31 日财政年度应付给公司董事的董事费用

The Chairman informed that the second item on the Agenda was to approve the Directors' Fees payable to the Directors of the Company of up to RM280,000/- for

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the financial year ending 31 December 2021 and to be made payable on monthly basis.

会议主席告知议程上的第二个项目是批准截至 2021 年 12 月 31 日止财政年度应付给本公司董事的董事费用高达马币二十八万令吉，并按月支付。

3.0 APPROVE OF AN AMOUNT OF UP TO RM15,000/- AS BENEFITS PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY WITH EFFECT FROM 28 MAY 2022, A DAY AFTER THE SECOND AGM UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY IN YEAR 2023 PURSUANT TO SECTION 230(1)(B) OF THE COMPANIES ACT 2016

根据 2016 年公司法第 230(1)(b) 条文，批准从 2022 年 5 月 28 日第二届年度股东周年大会后至 2023 年公司下一届年度股东周年大会期间，向公司非执行董事支付董事费用高达马币一万五千令吉的福利

The Chairman informed that the third item on the Agenda was to approve an amount of up to RM15,000/- as benefits payable to the Non-Executive Directors of the Company with effect from 28 May 2022, a day after the Second AGM until the next Annual General Meeting of the Company in year 2023 pursuant to Section 230(1)(b) of the Companies Act 2016.

会议主席告知议程上的第三个项目是根据 2016 年公司法第 230(1)(b) 条文，批准从 2022 年 5 月 28 日第二届年度股东周年大会后至 2023 年公司下一届年度股东周年大会期间，向公司非执行董事支付董事费用高达马币一万五千令吉的福利。

4.0 RE-ELECTION OF THE FOLLOWING DIRECTORS, WHO RETIRED PURSUANT TO CLAUSE 21.7 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, OFFERED THEMSELVES FOR RE-ELECTION:-

根据公司章程第 21.7 条文，重选即将退任为董事及符合重选资格并愿意重选连任为董事：

- (A) MR. DING JIANPING; AND**
- (B) ENCIK MOHTAR BIN ABDULLAH**

The Chairman informed that the fourth item on the Agenda was to re-elect Mr. Ding JianPing and Encik Mohtar bin Abdullah, who retired pursuant to Clause 21.7 of the Constitution of the Company and being eligible, have each offered themselves for re-election.

会议主席告知议程上的第四个项目是根据公司章程第 21.7 条文，重选即将退任为董事的丁建萍先生及 Mohtar bin Abdullah 先生及符合重选资格并愿意重选连任为董事。

5.0 RE-APPOINTMENT OF MESSRS. CHENGCO PLT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022 AND TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY AT A REMUNERATION TO BE DETERMINED BY THE DIRECTORS

重新委任诚国会计事务所为本公司截至 2022 年 12 月 31 日止财政年度的审计师，任期至本公司下一届年度股东周年大会结束，薪酬由董事会决定

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The Chairman informed that the fifth item on the Agenda was to re-appoint Messrs. ChengCo PLT as Auditors of the Company for the financial year ending 31 December 2022 and to hold office until the conclusion of the next annual general meeting of the Company at a remuneration to be determined by the directors.

会议主席告知议程上的第五个项目是重新委任诚国会计事务所为本公司截至 2022 年 12 月 31 日止财政年度的审计师，任期至本公司下一届年度股东周年大会结束，薪酬由董事会决定。

6.0 SPECIAL BUSINESS

特别议程

AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

根据 2016 年马来西亚公司法发行股份的权利

The Chairman informed that the sixth item on the Agenda was a special business for the approval of the Ordinary Resolution for Authority to issue shares pursuant to Companies Act 2016.

会议主席告知议程上的第六个项目是根据 2016 年马来西亚公司法批准授权发行股份的权力的普通决议案的特别议程。

The Meeting was informed that the Company wished to obtain the Extended 20% General Mandate. The Extended 20% General Mandate, unless revoked or varied by the Company in a general meeting, would expire at the end of the concession period, i.e. by 31 December 2022. Upon the expiration of the concession period, the 10% limit under Paragraph 6.03 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad will be reinstated and until the conclusion of the Third AGM in year 2023.

会议获悉，公司希望获得二十巴仙延长的一般授权。除非本公司在股东大会上撤销或变更该授权，否则二十巴仙延长的一般授权将在特许期结束时到期，即 2022 年 12 月 31 日。特许期到期后，将恢复主要版上市条例第 6.03 段规定的十巴仙限额，直至 2023 年第三届股东周年大会结束。

After having considered all aspects of the Extended 20% General Mandate, the Board was of the opinion that the adoption of the Extended 20% General Mandate would be in the best interest of the Company and its shareholders on the basis which had been stated in the Notice of the Second AGM dated 26 April 2022.

在考虑了二十巴仙延长的一般授权的所有方面后，董事会认为，根据 2022 年 4 月 26 日第二届股东周年大会通知中所述，采用二十巴仙延长的一般授权将符合公司及其股东的最佳利益。

7.0 ANY OTHER BUSINESS

其他事项

There was no other notice received to transact any other business.

未收到任何关于办理其他事项的公告。

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8.0 QUESTION AND ANSWER SESSION

提问与回答环节

After tabling of all resolutions, the Chairman announced that the Meeting was opened for "Question and Answer" session.

在提交所有决议案后，会议主席宣布大会开始进行问答环节。

The Chairman informed the Meeting that the following question was received during the Meeting and addressed the question accordingly:-

8.1 Question from Lum Pek Kam

Would the Board consider giving e-wallet credits or food vouchers for attending the Second AGM virtually?

Answer

The Chairman informed the Meeting that the Board would discuss the said requests and if deemed appropriate, the Board would authorise the Share Registrar to distribute the said requests via email to the shareholders who had attended the Second AGM.

9.0 POLLING PROCESS

投票过程

The Chairman announced that the voting session would continue for another five (5) minutes to allow shareholders and proxy holder to complete their voting via the RPV facility.

会议主席宣布，投票环节将再持续五分钟，以允许股东及代理人通过远程参与及投票设施完成投票表决。

After five (5) minutes, the Chairman announced the closure of the voting session and the Meeting was adjourned for the Scrutineer to verify the poll results.

五分钟后，会议主席宣布投票环节结束并宣布休会以便由监察员核实投票结果。

10.0 ANNOUNCEMENT OF POLL RESULTS

宣布投票结果

The Meeting resumed at 11:03 a.m. and the Chairman called the Meeting to order for the declaration of the polling results for all resolutions set out in the Agenda.

会议于上午 11 时 03 分复会，会议主席召集会议宣布议程中所载决议案的投票结果。

Based on the poll results verified by the Scrutineer, the Chairman announced the poll results as follows: -

根据监票员已检查的投票计数，会议主席宣布投票结果:-

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10.1 ORDINARY RESOLUTION 1

普通决议案一

DIRECTORS' FEES PAYABLE TO THE DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022

批准截至 2022 年 12 月 31 日财政年度应付给公司董事的董事费用

The poll result for Ordinary Resolution 1 which was carried as follows:-

普通决议案一的投票结果如下：

Ordinary Resolution 1 普通决议案一	No. of Shareholders 股东人数	No. of Ordinary Shares 普通股数量	Percentage 百分率
Vote in Favour 赞成票	6	543,009,300	99.9807%
Vote Against 反对票	5	104,300	0.0192%
Total 总数	11	543,113,600	100.0000%
Result 结果	CARRIED 通过		

The Meeting (on a poll) **RESOLVED** that the following Ordinary Resolution 1 be **CARRIED**:

会议以投票表决一致通过下列普通决议案一:-

"That the Directors' Fees payable to the Directors of the Company of up to RM280,000/- for the financial year ending 31 December 2022 be and is hereby approved for payment and to be made payable on monthly basis."

10.2 ORDINARY RESOLUTION 2

普通决议案二

APPROVE OF AN AMOUNT OF UP TO RM15,000/- AS BENEFITS PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY WITH EFFECT FROM 28 MAY 2022, A DAY AFTER THE SECOND AGM UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY IN YEAR 2023 PURSUANT TO SECTION 230(1)(B) OF THE COMPANIES ACT 2016

根据 2016 年公司法第 230(1)(b) 条文，批准从 2022 年 5 月 28 日第二届年度股东周年大会后至 2023 年公司下一届年度股东周年大会期间，向公司非执行董事支付董事费用高达马币一万五千令吉的福利

The poll result for Ordinary Resolution 2 which was carried as follows:-

普通决议案二的投票结果如下：

Ordinary Resolution 2 普通决议案二	No. of Shareholders 股东人数	No. of Ordinary Shares 普通股数量	Percentage 百分率
Vote in Favour 赞成票	6	543,009,300	99.9807%
Vote Against 反对票	5	104,300	0.0192%

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反对票			
Total 总数	11	543,113,600	100.0000%
Result 结果	CARRIED 通过		

The Meeting (on a poll) **RESOLVED** that the following Ordinary Resolution 2 be **CARRIED**:

会议以投票表决一致通过下列普通决议案二:-

“That the amount of up to RM15,000/- as benefits payable to the Non-Executive Directors of the company be and is hereby approved with effect from 28 May 2022, a day after the Second AGM until the next Annual General Meeting of the Company in year 2023 pursuant to Section 230(1)(b) of the Companies Act 2016.”

10.3 ORDINARY RESOLUTION 3

普通决议案三

RE-ELECTION OF MR. DING JIANPING WHO RETIRED IN ACCORDANCE WITH CLAUSE 21.7 OF THE COMPANY'S CONSTITUTION

根据公司章程第 21.7 条文，重选即将退任为董事，丁建萍先生

The poll result for Ordinary Resolution 3 which was carried as follows:-

普通决议案三 的投票结果如下：

Ordinary Resolution 3 普通决议案三	No. of Shareholders 股东人数	No. of Ordinary Shares 普通股数量	Percentage 百分率
Vote in Favour 赞成票	7	543,009,500	99.9808%
Vote Against 反对票	4	104,100	0.0191%
Total 总数	11	543,113,600	100.0000%
Result 结果	CARRIED 通过		

The Meeting (on a poll) **RESOLVED** that the following Ordinary Resolution 3 be **CARRIED**:-

会议以投票表决一致通过下列普通决议案三:-

“That the retiring Director, Mr. Ding JianPing who retired pursuant to Clause 21.7 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company.”

10.4 ORDINARY RESOLUTION 4

普通决议案四

RE-ELECTION OF ENCIK MOHTAR BIN ABDULLAH WHO RETIRED IN ACCORDANCE WITH CLAUSE 21.7 OF THE COMPANY'S CONSTITUTION

根据公司章程第 21.7 条文，重选即将退任为董事，MOHTAR BIN ABDULLAH 先生

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The poll result for Ordinary Resolution 4 which was carried as follows:-
 普通决议案四的投票结果如下：

Ordinary Resolution 4 普通决议案四	No. of Shareholders 股东人数	No. of Ordinary Shares 普通股数量	Percentage 百分率
Vote in Favour 赞成票	8	543,034,500	99.9854%
Vote Against 反对票	3	79,100	0.0145%
Total 总数	11	543,113,600	100.0000%
Result 结果	CARRIED 通过		

The Meeting (on a poll) **RESOLVED** that the following Ordinary Resolution 4 be **CARRIED**:-

会议以投票表决一致通过下列普通决议案四:-

“That the retiring Director, Encik Mohtar Bin Abdullah who retired by rotation pursuant to Clause 21.7 of the Company’s Constitution, and being eligible for re-election, be re-elected as a Director of the Company.”

10.5 ORDINARY RESOLUTION 5

普通决议案五

RE-APPOINTMENT OF MESSRS. CHENGCO PLT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022 AND TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY AT A REMUNERATION TO BE DETERMINED BY THE DIRECTORS

重新委任诚国会会计事务所为本公司截至 2022 年 12 月 31 日止财政年度的审计师，任期至本公司下一届年度股东周年大会结束，薪酬由董事会决定

The poll result for Ordinary Resolution 5 which was carried as follows:-
 普通决议案五的投票结果如下：

Ordinary Resolution 5 普通决议案五	No. of Shareholders 股东人数	No. of Ordinary Shares 普通股数量	Percentage 百分率
Vote in Favour 赞成票	8	543,034,500	99.9854%
Vote Against 反对票	3	79,100	0.0145%
Total 总数	11	543,113,600	100.0000%
Result 结果	CARRIED 通过		

The Meeting (on a poll) **RESOLVED** that the following Ordinary Resolution 5 be **CARRIED**:-

会议以投票表决一致通过下列普通决议案五:-

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“That the retiring Auditors, Messrs. ChengCo PLT be re-appointed as External Auditors of the Company for the financial year ending 31 December 2022 and that authority given for the Directors to fix their remuneration.”

11.0 SPECIAL BUSINESS

特别议程

ORDINARY RESOLUTION 6

普通决议案六

AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

根据 2016 年马来西亚公司法发行股份的权利

The poll result for Ordinary Resolution 6 which was carried as follows:-

普通决议案六的投票结果如下：

Ordinary Resolution 6 普通决议案六	No. of Shareholders 股东人数	No. of Ordinary Shares 普通股数量	Percentage 百分率
Vote in Favour 赞成票	7	543,034,300	99.9853%
Vote Against 反对票	4	79,300	0.0146%
Total 总数	11	543,113,600	100.0000%
Result 结果	CARRIED 通过		

The Meeting (on a poll) **RESOLVED** that the following Ordinary Resolution 6 be **CARRIED**:-

会议以投票表决一致通过下列普通决议案六:-

“**THAT** pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements (“**Main LR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), the Constitution of the Company, and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered 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 twenty per centum (20%) of the total number of issued shares of the Company (excluding Treasury Shares) for the time being to be utilised until 31 December 2022 (“**Expiry Date**”) as empowered by Bursa Securities pursuant to the extension of the implementation period of the enhanced general mandate announced by Bursa Malaysia Berhad on 23 December 2021 and after the Expiry Date, does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding Treasury Shares) for the time being as stipulated under Paragraph 6.03(1) of the Main LR of Bursa Securities;

AND THAT the Directors be and are empowered to obtain 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 Annual General Meeting of the Company.”

12.0 CONCLUSION
会议结束

The Chairman concluded the Meeting at 11:06 a.m. and thanked all for shareholders and proxies for their participation at the Second Annual General Meeting.
会议主席宣布会议于上午 11 时 06 分结束，并感谢所有股东和委任代理人参加第二届股东周年大会。

SIGNED AS A CORRECT RECORD
签署为正确纪录

(duly signed)

CHAIRMAN OF THE MEETING
会议主席
KOO KIEN YOON

Dated: 27 May 2022
日期: 2022 年 5 月 27 日



SINARAN ADVANCE GROUP BERHAD
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(Incorporated in Malaysia)

27 May 2022

Badan Pengawas Pemegang Saham Minoriti Berhad
Level 23, Unit 23-2
Menara AIA Sentral
No. 30, Jalan Sultan Ismail
50250 Kuala Lumpur
Wilayah Persekutuan Kuala Lumpur

Attention: Mr. Devanesan Evanson

Dear Sir,

**SINARAN ADVANCE GROUP BERHAD ("SAG" OR "COMPANY")
RE: SECOND ANNUAL GENERAL MEETING ("SECOND AGM") OF SAG HELD ON FRIDAY,
27 MAY 2022**

We refer to your letter dated 20 May 2022 and we hereby reply to your concern in the ensuing paragraphs.

Operational & Financial Matters

1) The Company has been in a loss making position for the past 5 financial years. For FYE 2021 its loss after tax widened to RM5.6 million from RM3.6 million in FYE 2020. (Page 5 of AR 2021)

(a) What are the Company's plan to lift the Company out of its loss making position in FYE 2022?

The Group has a team in place who are very experienced in the construction sectors and are equipped with the necessary knowledge and know-how as well as a pool of reputable sub-contractors/partners that has been with the local management.

The Group will continuously seek out for new viable projects for tender and remain selective in our customers due to the unfavourable economic conditions. As collection from our customers has remain the Group utmost priority in ensuring the projects that the Group embarks on are profitable and collectable.

Furthermore, the Group is in the midst of preliminary discussion on certain projects which could not be disclosed at this juncture.

(b) What was the financial impact to the Company due to the severe and prolonged lockdown in China which affected its distributorships?

The prolonged lockdown is not imposed fully in the entire country of China, instead the prolonged lockdown is only imposed in Shanghai City. We envisaged that there

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will be no major financial impact as the sales of footwear are generated domestically within China.

- 2) **The Company's footwear business was severely affected by the strict lockdown in China. Hence the revenue contributed by sports footwear business segment reported contraction by RM10.5 million or 15.1% from RM69.6 million in FYE 2020 to RM59.1 million in FYE 2021. (Page 18 of AR 2021)**

Referring to Page 18 of AR2021, the decrease in revenue contributed by sports footwear business segment was mainly due to slowing down of orders from distributors of sports footwear instead.

- (a) **What are the Company's plans to counter the slowdown in sales of its footwear business in China?**

In view of the continuous outbreak of pandemic and the uncertainty of the macroeconomic environment, the Company will remain prudent in receiving order from its distributors vis-à-vis prudent credit control to avoid doubtful debts.

- (b) **Does the Company plan to change its distributorship model to owning its own stores in China to mitigate the cost of commissions and discounts?**

The distributorship business model adopted by the Company remained unchanged. As such, there is no plan to operate its own retail stores in China as it is not the main core business model.

- 3) **As the Company is principally owned by shareholders from China, how does it plan to compete with Malaysian construction companies who are more familiar with the environment in the country?**

How does the Company plan to grow its construction business in Malaysia?

As explained in the question 1(a) earlier, the Group will continuously seek out for new viable projects for tender and remain selective in our customers due to the unfavourable economic conditions. As collection from our customers has remain the Group utmost priority in ensuring the projects that the Group embarks on are profitable and collectable.

- 4) **The Company produces over 300 designs for its footwear annually and it has to be innovative and creative in competing against Western brands which are hugely popular in China.**

- (a) **What is the cost of research and development for the Company in FYE 2021?**

The cost of research and development in FYE 2021 amounted to RMB654,400.

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(b) How does the Company's products compete with popular brands from the West such as Nike and Reebok?

The Company's products target the domestic mid-low end mass market which is not directly compete with the international brand such as Nike and Reebok.

5) Loss on impairment for trade receivables increased sharply from NIL in FYE 2020 to RM460k in FYE 2021. (Page 78 of AR 2021)

(a) What were for the reasons for the sharp increase?

The Group has been continuously monitoring the terms and collection of the customers. Furthermore, these customers have been long standing with the Group.

The risk of delayed payment and non-payment will occur in every business. However, we unable to confirm whether the allowances will increase but the management will take the necessary steps and controls to ensure the recoverability of the outstanding debts.

(b) Have the credit policies of the Company been reviewed to ensure only creditworthy customers are allowed credit?

The Group has been continuously monitoring the terms and collection of the customers. Furthermore, these customers have been long standing with the Group.

(c) Do you foresee an increase in this allowance in FYE 2022 given the lethargic economy?

The risk of delayed payment and non-payment will occur in every business. However, we are unable to confirm whether the allowances will increase but the Management will take the necessary steps and controls to ensure the recoverability of the outstanding debts.

Corporate Governance Matters

1) The total internal audit fee incurred by the Company for FYE 2021 was RM20,000 or around RM1,667 per month. (Page 61 of AR 2021)

(a) Given that the fee is rather small, how does the Audit Committee assure itself that there would be adequate coverage and an effective audit function?

The internal audit fee for the FYE 2021, is reasonable vis-à-vis the current scale of operations of the Company.

As you may be aware, since March 2020, Malaysia has been subjected to various forms of Movement Control Order ("MCO") and one of the major consequences of

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the MCO is international / interstate / interdistrict travel. Coupled with quarantine requirements, it was not feasible for the Internal Audit to be conducted for its operations in China.

As the mitigating factor, the Audit Committee has undertaken the following measures:-

- Regular business report by the Executive Chairman;
- Regular Covid-19 updates on the measures undertaken by the Government of China by the Executive Chairman; and
- Follow-up with component auditors of its key subsidiaries (who are based in China) as an alternative oversight of the China business operations.

(b) What were the areas covered by the internal audit during FYE 2021?

The internal audit areas covered by the Internal Auditors for the FYE 2021 were risk assessment, STSB's business operations / processes / functions with clearly stated objectives and risks is guided by the **International Professional Practices Framework (IPPF)** and COSO principles.

(c) How many internal audit reports were issued during FYE 2021?

There was only one (1) internal audit report issued for the FYE 2021 which covered risk assessment, the internal audit of the construction business and operations of STSB. The scheduled Internal Audit on the business operations of key subsidiaries have to be deferred due to the travel restrictions imposed by the both Government of Malaysia as well as the Government of China, arising from the outbreak of Covid-19 pandemic in which China is still in lock down at this juncture.

2) The Company's Chairman and CEO for FYE 2021 is Mr. Ding JianPing.

This is not in line with Practice 1.3 of the MCCG 2021 which stipulates that the CEO and the Chairman's position should be held by different people. This ensures good corporate governance practice.

Does the Company intend to adopt Practice 1.3? If so, by when?

The Group has no intention to adopt Practice 1.3 of the MCCG 2021 for the near future, bearing in mind that its key subsidiaries, duly incorporated in China requires a person to be registered/act as the legal representative and is the sole person responsible for every aspect of the business and oblige in any misconduct of the subsidiary companies. There is no other board member besides Mr. Ding JianPing to be in a better position to hold the CEO position or to be the chairperson of the Group who has more intense knowledge, caliber and experience to lead the Group's business mainly in China.



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Yours sincerely,

For and on behalf of
Sinaran Advance Group Berhad

(duly signed)

Koo Kien Yoon
Non-Independent Non-Executive Director