

MAYBULK BERHAD
(FORMERLY KNOWN AS MALAYSIAN BULK CARRIERS BERHAD)

Registration No. 198801008597 (175953-W)
(Incorporated in Malaysia)

MINUTES OF THE THIRTY-FIFTH ANNUAL GENERAL MEETING OF THE COMPANY CONDUCTED ON A VIRTUAL BASIS THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT BO1-A-09-1, MENARA 2, KL ECO CITY, 3 JALAN BANGSAR, 59200 KUALA LUMPUR, MALAYSIA (“BROADCAST VENUE”) ON WEDNESDAY, 26 JUNE 2024 AT 10.04 A.M.

PRESENT:-

DIRECTORS

Mr Yeoh Khoon Cheng	-	<i>Independent Non-Executive Chairman</i>
Dato’ Goh Cheng Huat ¹	-	<i>Group Managing Director</i>
Mr Lin JunLiang, Troy	-	<i>Executive Director cum Chief Investment Officer</i>
Madam Elsie Kok Yin Mei	-	<i>Independent Non-Executive Director</i>
Mr Ooi Teik Huat	-	<i>Executive Director and Chief Financial Officer</i>
Encik Mohd. Arif bin Mastol ¹	-	<i>Independent Non-Executive Director</i>

IN ATTENDANCE

Mr Damon Lim Wei Xiong	-	<i>Representing the Company Secretary</i>
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BY INVITATION

As per Attendance List

¹ Participated via video conferencing

The list of shareholders, proxies and invitees who participated in the Meeting are set out in the attendance Sheets and shall form an integral part of these Minutes.

1. CHAIRMAN

The Chairman of the Meeting, Mr Yeoh Khoon Cheng, welcomed all shareholders, proxies and guests to the Thirty-Fifth Annual General Meeting (“**35th AGM**”) of the Company which was conducted through live streaming and online remote participation by using Remote Participation and Electronic Voting (“**RPEV**”) Facilities, in accordance with Section 327 of the Companies Act 2016 and Clause 73 of the Constitution of the Company.

The Chairman introduced his fellow Board members, the Company Secretary and external auditors who were present at the meeting.

2. SUMMARY OF PROXIES RECEIVED

As part of good governance, the Company Secretary informed the meeting that the Company had received in total of 63 proxy forms from shareholders for a total of 496,576,616 ordinary shares representing 49.66% of the total issued shares of the Company.

Out of those, there were 22 shareholders who have appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented were 30,960,892 ordinary shares representing 3.10% of the issued share capital of the Company.

3. QUORUM

The Company Secretary confirmed that a quorum was present. With the requisite quorum being present, the Chairman called the meeting to order at 10.07 a.m.

4. NOTICE

With the consent of the meeting, the Notice convening the meeting having been circulated for the prescribed period was taken as read.

5. POLLING AND ADMINISTRATIVE DETAILS

In accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 35th AGM must be voted by poll. Pursuant to Clause 87 of the Constitution of the Company, the Chairman then demanded for a poll to be taken for all the resolutions set forth in the Notice convening the Meeting.

The Chairman informed the Meeting that the Company had appointed Boardroom Share Registrars Sdn Bhd, the Company's Share Registrar as Poll Administrator to conduct the electronic polling process and TGS TW PLT as Scrutineer who has verified the attendees and data for voting aside conducting quality assurance and accountability on the electronic polling procedure and process as well as the eventual poll results.

Shareholders and proxies were further informed that they could commence to vote on the resolutions any time throughout the Meeting until the closure of the voting session.

The Chairman then invited the Poll Administrator to play a video, guiding shareholders and proxies on how the electronic and remote poll voting would be conducted and the housekeeping rules for the electronic and remote poll voting process.

6. PRESENTATIONS ON BUSINESS OPERATIONS AND RESULTS

At the invitation of the Chairman, the Executive Director and Chief Financial Officer, Mr Ooi Teik Huat gave a review of the business operations and results of the Company for the financial year ended 31 December 2023.

The Chairman further highlighted that the Company has adopted a no-gift policy for all general meetings.

7. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS

The Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors' and Auditors' Reports thereon, which had been circulated to all the shareholders for the prescribed period, were tabled for discussion.

The Chairman explained that this agenda item is meant for discussion only as Section 340 of the Companies Act 2016 does not require a formal approval by the shareholders, hence, it will not be put for voting.

Thereafter, the Chairman opened to the floor for questions. There were questions received prior to and during the meeting, relating to the Group's operations and financial results. The questions were dealt with by the Directors at the meeting.

The list of questions and answers is attached as Annexure A and Annexure B to the Minutes of the 35th AGM respectively.

After having addressed all the questions raised, it was recorded that the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2023 together with the Directors' and Auditors' Report thereon were properly received by the shareholders.

8. ORDINARY RESOLUTION 1
DIRECTORS' FEES OF RM283,316 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The Chairman informed that Ordinary Resolution 1 is to seek shareholders' approval for payment of Directors' fees of RM283,316 for the financial year ended 31 December 2023.

**9. ORDINARY RESOLUTION 2
MEETING ALLOWANCES TO THE DIRECTORS UP TO AN AMOUNT OF RM100,000 FOR THE PERIOD FROM 1 JULY 2024 TO 30 JUNE 2025**

The Chairman informed that Ordinary Resolution 2 is to seek shareholder's approval for payment of meeting allowances to the Directors up to an amount of RM100,000 for the period from 1 July 2024 to 30 June 2025.

**10. ORDINARY RESOLUTION 3
RE-ELECTION OF DATO' GOH CHENG HUAT PURSUANT TO ARTICLE 121 OF THE CONSTITUTION OF THE COMPANY**

The Chairman informed that Ordinary Resolution 3 is on the re-election of Dato' Goh Cheng Huat, who retired from the Board pursuant to Article 121 of the Constitution of the Company and being eligible, offered himself for re-election.

**11. ORDINARY RESOLUTION 4
RE-ELECTION OF MADAM ELSIE KOK YIN MEI PURSUANT TO ARTICLE 121 OF THE CONSTITUTION OF THE COMPANY**

The Chairman informed that Ordinary Resolution 4 is on the re-election of Madam Elsie Kok Yin Mei, who retired from the Board pursuant to Article 121 of the Constitution of the Company and being eligible, offered herself for re-election.

**12. ORDINARY RESOLUTION 5
RE-ELECTION OF ENCIK MOHD. ARIF BIN MASTOL PURSUANT TO ARTICLE 128 OF THE CONSTITUTION OF THE COMPANY**

The Chairman informed that Ordinary Resolution 5 is on the re-election of Encik Mohd. Arif Bin Mastol, who retired from the Board pursuant to Article 128 of the Constitution of the Company and being eligible, offered himself for re-election.

**13. ORDINARY RESOLUTION 6
RE-APPOINTMENT OF AUDITORS, MESSRS GRANT THORNTON MALAYSIA PLT AS AUDITORS OF THE COMPANY**

The Chairman informed that Ordinary Resolution 6 is to seek the shareholder's approval on the re-appointment of Messrs Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. The retiring auditors of the Company have indicated their willingness to continue in office.

The Audit and Risk Management Committee and the Board of Directors have reviewed the effectiveness of Messrs Grant Thornton Malaysia PLT and had recommended the re-appointment of Messrs Grant Thornton Malaysia PLT as Auditors of the Company.

14. ORDINARY RESOLUTION 7
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2026

The Chairman informed that Ordinary Resolution 7 is to consider and if thought fit, pass an ordinary resolution to renew the general mandate to allot and issue shares of the Company not exceeding ten per centum (10%) of the total number of issued shares of the Company pursuant to Section 75 and 76 of the Companies Act 2016.

15. ORDINARY RESOLUTION 8
RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The Chairman informed that Ordinary Resolution 8 is to seek shareholders' approval on the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations and in the ordinary course of the Group.

The Chairman further informed that the interested Directors and persons connected to them would abstain from voting on the resolution.

16. POLLING PROCESS

Shareholders and proxies were given another two (2) minutes to cast their votes. The Chairman further informed that in his capacity as Chairman of the Meeting, he has been appointed as proxy for a number of shareholders and will be voting in accordance with the instructions given.

The Chairman declared the polling closed at 11.19 a.m. for the votes to be tabulated by the Poll Administrator and verified by the Scrutineer. The meeting resumed at 11:34 a.m. for the declaration of the results of the poll.

17. ANNOUNCEMENT OF RESULTS

ORDINARY RESOLUTION 1
DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Ordinary Resolution 1 was voted by poll and the results of the poll were presented to the meeting as follows:-

Votes in favour		Votes against		Results
No. of Shareholders:	330	No. of Shareholders:	152	Accepted
No. of Shares:	494,055,637	No. of Shares:	4,650,011	

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% of Voted Shares:	99.0676	% of Voted Shares:	0.9324	
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Based on the above results, the Chairman declared that Ordinary Resolution 1 was carried. Accordingly, it was RESOLVED:-

That the payment of Directors' fees of RM283,316 for the financial year ended 31 December 2023 be and is hereby approved.

ORDINARY RESOLUTION 2
MEETING ALLOWANCES TO DIRECTORS FOR THE PERIOD FROM 1 JULY 2024 TO 30 JUNE 2025

Ordinary Resolution 2 was voted by poll and the results of the poll were presented to the meeting as follows:-

Votes in favour		Votes against		Results
No. of Shareholders:	324	No. of Shareholders:	154	Accepted
No. of Shares:	493,378,028	No. of Shares:	4,652,611	
% of Voted Shares:	99.0658	% of Voted Shares:	0.9342	

Based on the above results, the Chairman declared that Ordinary Resolution 2 was carried. Accordingly, it was RESOLVED:-

That the payment of meeting allowances to Directors up to an amount of RM100,000 for the period from 1 July 2024 to 30 June 2025 be and is hereby approved.

ORDINARY RESOLUTION 3
RE-ELECTION OF DIRECTOR – DATO' GOH CHENG HUAT

Ordinary Resolution 3 was voted by poll and the results of the poll were presented to the meeting as follows:-

Votes in favour		Votes against		Results
No. of Shareholders:	371	No. of Shareholders:	109	Accepted
No. of Shares:	177,693,435	No. of Shares:	357,608	
% of Voted Shares:	99.7992	% of Voted Shares:	0.2008	

Based on the above results, the Chairman declared that Ordinary Resolution 3 was carried. Accordingly, it was RESOLVED:-

That the retiring Director, namely Dato' Goh Cheng Huat be and is hereby re-elected as Director of the Company.

ORDINARY RESOLUTION 4
RE-ELECTION OF DIRECTOR – MADAM ELSIE KOK YIN MEI

Ordinary Resolution 4 was voted by poll and the results of the poll were presented to the meeting as follows:-

Votes in favour		Votes against		Results
No. of Shareholders:	371	No. of Shareholders:	110	Accepted
No. of Shares:	497,186,460	No. of Shares:	864,583	
% of Voted Shares:	99.8264	% of Voted Shares:	0.1736	

Based on the above results, the Chairman declared that Ordinary Resolution 4 was carried. Accordingly, it was RESOLVED:-

That the retiring Director, namely, Madam Elsie Kok Yin Mei be and is hereby re-elected as Director of the Company.

ORDINARY RESOLUTION 5
RE-ELECTION OF DIRECTOR – ENCIK MOHD. ARIF BIN MASTOL

Ordinary Resolution 5 was voted by poll and the results of the poll were presented to the meeting as follows:-

Votes in favour		Votes against		Results
No. of Shareholders:	365	No. of Shareholders:	117	Accepted
No. of Shares:	497,040,218	No. of Shares:	1,010,925	
% of Voted Shares:	99.7970	% of Voted Shares:	0.2030	

Based on the above results, the Chairman declared that Ordinary Resolution 5 was carried. Accordingly, it was RESOLVED:-

That the retiring Director, namely Encik Mohd. Arif bin Mastol be and is hereby re-elected as Director of the Company.

ORDINARY RESOLUTION 6
RE-APPOINTMENT OF AUDITORS, MESSRS GRANT THORNTON MALAYSIA PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Ordinary Resolution 6 was voted by poll and the results of the pole were presented to the meeting as follows:

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Votes in favour		Votes against		Results
No. of Shareholders:	382	No. of Shareholders:	98	Accepted
No. of Shares:	497,150,503	No. of Shares:	890,140	
% of Voted Shares:	99.8213	% of Voted Shares:	0.1787	

Based on the above results, the Chairman declared that Ordinary Resolution 6 was carried. Accordingly, it was RESOLVED:-

That the retiring Auditors, Messrs Grant Thornton Malaysia PLT, having indicated their willingness to accept re-appointment, be hereby re-appointed as the Auditors of the Company and that the Directors of the Company be and are hereby authorised to fix their remuneration.

ORDINARY RESOLUTION 7

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 & 76 OF THE COMPANIES ACT 2016

Ordinary Resolution 7 was voted by poll and the results of the poll were presented to the meeting as follows:-

Votes in favour		Votes against		Results
No. of Shareholders:	366	No. of Shareholders:	115	Accepted
No. of Shares:	497,564,004	No. of Shares:	467,139	
% of Voted Shares:	99.9062	% of Voted Shares:	0.0938	

Based on the above results, the Chairman declared that Ordinary Resolution 7 was carried. Accordingly, it was RESOLVED:-

That pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company from time to time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory authorities, if required, being obtained for such allotment and issuance.

That in connection with the above, pursuant to Section 85 of the Companies Act 2016 and Article 26 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares above by the Company.

And that the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled

to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.

ORDINARY RESOLUTION 8
RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

Ordinary Resolution 8 was voted by poll and the results of the poll were presented to the meeting as follows:-

Votes in favour		Votes against		Results
No. of Shareholders:	380	No. of Shareholders:	99	Accepted
No. of Shares:	177,581,116	No. of Shares:	319,927	
% of Voted Shares:	99.8202	% of Voted Shares:	0.1798	

Based on the above results, the Chairman declared that Ordinary Resolution 8 was carried. Accordingly, it was RESOLVED:-

That subject to Paragraph 10.09 of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, the Company and its subsidiaries ("**Group**") be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in the Circular to Shareholders dated 30 April 2024, PROVIDED THAT such transactions are necessary for the Group's day-to-day operations and are in the ordinary course of business of the Group and at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company;

That such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting of the Company following the general meeting at which this Ordinary Resolution shall be passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority conferred by this resolution is renewed;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier;

That the breakdown of the aggregate value of the recurrent related party transactions based on the type of recurrent transaction made and the names of the related parties involved in each type of the recurrent related party transaction made and their relationship with the Group, shall be disclosed in the Annual Report of the Company as may be required by the governing authority.

And that the Directors of the Company and its subsidiaries be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate as authorised by this Ordinary Resolution.

18. CONCLUSION

There being no other business to be transacted, the meeting concluded at 11.35 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

-signed-

CHAIRMAN

ANNEXURE A

QUESTIONS FROM MSWG PRIOR TO THE 35TH AGM

Operational & Financial Matters

- 1. Revenue and profit from the shipping bulkers segment is expected to be more stable in 2024 as the only remaining vessel, Alam Kuasa, is under long-term contract at fixed contracted rate subject to bunker price adjustments and will not be affected by open market charter rate volatility. Q1 2024 results, however, would be affected by dry docking of the vessel for scheduled maintenance. (page 13 of AR2023).**

How long will the vessel Alam Kuasa be dry-docked? What will be the estimated cost for dry docking it for its scheduled maintenance?

The dry-docking period is from 10 April 2024 to 7 May 2024, estimated total costs at USD1.17 million of which USD456,000 will be capitalised and amortised over 3 years in accordance with the accounting policy of the Group. These costs will be accounted for in Q2 2024, instead of Q1 2024 due to a slight delay of dry-docking.

- 2. Demand for shelving and storage solution in the industrial sector is expected to remain positive with the increase in demand for industrial properties as evident by launches of new industrial parks in the country, driven by interest from foreign investors. The Group will also focus on its higher margin gondola shelving product range in the retail and commercial sector, targeting amongst others, the rapid growing pharmacy chain stores in Malaysia. (page 13 of AR2023)**
 - a) To date, to what extent did the Group manage to secure new customers for its shelving and storage solution products?**

The demand for industrial storage continues to grow, driven by new projects, especially in Penang and Selangor and the Company have been able to secure new customers for our products. Additionally, the Company has successfully secured several orders from new overseas customers as well. The outlook for industrial storage in 2024 remains positive.

- b) To date, to what extent has the Group managed to supply its gondola shelving product range to pharmacy chain stores in Malaysia?**

The Group has managed to secure a new major customer operating in pharmacy space for gondola products, with delivery expected in the second half of the year. The Company is also in talks with several other players in that industry.

Due to confidential nature of our negotiation, the Company is unable to share the identity of the customers.

- 3. For FY2023, the Group's Shelving and Storage Solutions business consume 3,853.19 litres of diesel. (page 23 of AR2023).**

To what extent will the implementation of the Government's diesel subsidy rationalisation programme impact the Group?

The rise in cost of diesel does not have a material direct impact on the profit and loss of the Group. At a rise in diesel cost of RM1.25 per litre, the total impact is less than RM5,000 per year.

However, following the diesel subsidy rationalization programme. However, the Company does expect transportation cost to be on the rise although the Company has yet to receive any communications from the transporters. The Company is confident that it will be able to pass on the cost increases to the customers in the event the cost of transportation increases.

Sustainability Matters

- 4. The Group had acquired a piece of freehold land known as Lot PT85116, Mukim of Kapar, Daerah Klang, Selangor (page 8 of AR2023) for its warehousing segment.**

(a) Climate change causes heavier rainfall, leading to floods that disrupt production and business operations. Given that Kapar has had many flood-prone areas in recent years, to what extent has the Group assessed the potential impact of climate change and taken it into consideration for the design of its warehouse that will be constructed in 2024?

(b) How will climate change affect the Group's insurance premiums?

(c) According to Climate Central, Kapar will be submerged underwater by 2050. Please refer to the link provided:

https://coastal.climatecentral.org/map/15/101.365/3.1318/?theme=sea_level_rise&map_type=year&basemap=roadmap&contiguous=true&elevation_model=best_available&forecast_year=2050&pathway=ssp3rcp70&percentile=p50&refresh=true&return_level=return_level_1&rl_model=coast_rp&slr_model=ipcc_2021_med

Did the Group consider this factor when deciding to purchase the said land? What is the Group's mitigating factor on the abovementioned?

The Company would like to point out the overview published on Climate Central Website as per Q4(c). In addition, Climate Central, under Details and Limitation mentioned that their analysis does not directly consider any present nor future artificial coastal defences, an issue of special importance for dense urban areas where investments are most likely to occur:

Whilst these projections are over the next 25 years, the Company would like to point out the followings:

- (i) The area is currently under rapid development and the East-Coats Rail Link currently under construction will pass through that area. West Coast Expressway is also expected to be completed in 2025.

- (ii) Based on information presented in the circular to shareholders dated 9 November 2023, the Return on Investment (ROI) of the project is expected to range from 10.13% to 11.06% whereas the Return on Equity (ROE) is expected to be between 24.67% to 29.28%. The Group will be able to recover its investment costs on this project way before 2050.
- (iii) The Company has also considered the historical facts for the land in Kapar. As per the map extracted from Agensi Pengurusan Bencana Negara under Jabatan Perdana Menteri, Kapar does not appear to be a hotspot area for major flood.



According to the vendor, the area has not been experienced major flood since the land was acquired in 2019.

- (iv) The warehouses to be developed are designed to be environmentally friendly and sustainable, and fall under the category of “green building” and is expected to incorporate:
- rooftop solar panels;
 - a rainwater harvesting system;
 - a waste management system; and
 - windows and skylights which allow natural light to enter the warehouse.
- (v) The development platform will also be elevated to a level which can withstand 100-year flood level in that area.
- (vi) As for insurance premium, it will be risk-based as assessed by the insurance company. Consequently, the premium will be higher if the risk is perceived to be higher. The Company is not able to comment on that at the present moment.

5. In year 2023, the Group recorded a decrease in GHG emission corresponding with the change in fleet size during the reporting year. (page 21 of AR2023).

	FY2023	FY2022	FY2021
Average owned vessel(s) operated	1.79	2.34	4.74
Hire days	646.48	819.84	1,619.99
CO ₂ Emission (x1000 tonnes)	27	31	75
Emission per vessel (CO₂ Emission)	15.08	13.25	15.82
NOx Emission (MT)	752	848	1,807
Emission per vessel (NOx Emission)	420.11	362.39	381.22
SOx Emission (MT)	77	84	166
Emission per vessel (SOx Emission)	43.02	35.90	35.02

Given that in FY2023, the Group's average owned vessel(s) operated and hire days were lower than in FY2022, why did CO₂, NOx and SOx emissions per vessel increase?

The emission level will be influenced by the number of days the ship remained idle while waiting for berthing when they call on ports while onhire.

In FY2023, the number of days spent while waiting for berthing is lower (257.40 days) compared to FY2022 (331.2 days). In other words, they are in cruising mode more days per week in FY2023 contributing to the higher emission.

Corporate Governance Matters

6. Practice 5.9 of the Malaysian Code of Corporate Governance ("MCCG") states that the board should comprise at least 30% women directors. The Board currently has one (1) woman Independent Non-Executive Director, representing 16.7% of the Board composition.

The Company, in its Corporate Governance Report 2023 ("CGR 2023") on page 29, stated that going forward, the Board will endeavour to increase board gender diversity, and it will be one of the factors to be considered in evaluating prospective candidates when a board vacancy arises.

The Company appointed a male Independent Non-Executive Director on 15 June 2023. (page 41 of AR2023)

- (a) Did the Nomination and Remuneration Committee ("NRC") consider any female candidate as a potential director prior to appointing a male director? What were the challenges faced by the NRC in recommending female directors instead of male directors to the Board?
- (b) In terms of Board diversity, what benefits has the Board experienced from gender diversity among its members? How has the Board's performance been impacted in relation to these benefits?

Whilst the Malaysian Code of Corporate Governance is not compulsory yet, the Nomination and Remuneration Committee (“NRC”) and the Board will continue to regularly review the composition of the Board including the issue on gender diversity.

Whilst selecting the independent director in FY2023, emphasis was given to the qualification, area of expertise, experience and different perspective offered and anticipated contribution from the candidate selected rather than from perspective of gender.

The composition of the Board is in compliance with paragraph 15.02(1)(b) of the Main Market Listing Requirements.

ANNEXURE B

QUESTIONS FROM SHAREHOLDERS AND PROXIES DURING THE 35TH AGM

1. How progressive wage by government will affect the cost of the Company?

- *Hiu Chee Keong*

The Company's Response:

All staff of Maybulk Berhad is paid above the minimum wage and implementation of the progressive wage will not have any impact on the Group. Unless there are adjustments to the current minimum wage, there is no direct impact at this moment.

2. Will 2024 be better or worse due to the new challenges?

- *Teh Kian Lang*

The Company's Response:

Revenue and profit from the shipping bulkers segment is expected to be stable throughout the year 2024 as the only remaining vessel, Alam Kuasa, is under long-term contract at a fixed contracted rate subject to bunker price adjustments and will not be affected by open market charter rate volatility. However, drydocking cost will be incurred in 2024 which will affect the profitability of this segment.

For Shelving and Storage Solutions Segment, local demand for shelving and storage solutions in the industrial sector is expected to remain slow in Q1 2024 and expected to pick up in the second half of 2024.

No revenue is expected from the warehouse segment which is in the pre-operating and construction phase in 2024.

3. When the MCO was over, you rewarded your staff with big bonuses. The shareholders got only a meagre dividend. Now you hold your meetings virtually, you use that as an excuse not to provide any token of appreciation for you loyal shareholders. What is the outlook for our dividends? Don't say you believe in rewarding your shareholders with dividend ONLY as your dividends are definitely gone from the good old days many years ago. At least give us some token of appreciation for those who bothered to participate to alleviate some of our hard times.

- *Chan Ngun Fong*

The Company's Response

The Company has adopted a "no-gift" policy for all its general meetings.

The Group had in year 2023 paid a total of RM115.0 million as dividend to the shareholders. The payment of any future dividends will depend on the profitability, cashflows and financial commitment of the Company. Any decisions regarding future dividends will be appropriately announced.

- 4. How much does the Company spend on this virtual AGM? Would the BOD kindly give e-wallet as a token of appreciation for attending this RPV. I would like to request a printed hard copy of the Company Annual Report.**

- *Lee Suan Bee*

The Company's Response

The total cost of holding the virtual AGM and subsequent EGM held later on the same day is lower compared to holding physical general meetings, primarily due to the significant number of shareholders attending the meetings. The fee quoted for the virtual meetings was comparable to the fees quoted by other service providers.

The Board appreciates the time and effort taken to join this meeting. The Company has adopted a "no-gift" policy for all its General Meetings.

Our Annual Report can be downloaded from the Company website, Bursa website, or by scanning the QR code on the notification of the AGM or completion of the requisition form and email to the Company at enquiries@maybulk.com.my.

- 5. Understand that our only remaining vessel; Alam Kuasa, is under long-term contract at a fixed rate until 2031.**

(a) Does this mean it will generate steady and recurring revenue and profit every year until 2031? If so, can you specify the expected annual revenue and profit?

(b) Why has its revenue increased in FY2024 due to higher charter rates if it is supposed to be fixed rates?

(c) What does it mean by "subject to bunker price adjustments?" Is it the fuel price borne by the client?

(d) Please explain in detail the factors that can impact the profit of this long-term charter vessel, and which of these is borne by us and which by the client?

- *Chua Song Yun*

The Company's Response

(a) Alam Kuasa will generate a stable income for the Group. However, it is noted that Shipping Segment is only part of the Group's business whilst expected annual revenue and profit will also be dependent on other segments including the Shelving and Storage Solutions Segment.

(b) In Q4 2023, the rate included charter for other vessels namely Alam Kekal, which was disposed of in October 2023. The long-term contract for the remaining vessel, Alam Kuasa is a voyage charter in nature and revenue generated will depend on bunker cost, vessel port call and foreign currency translation rate. However, the fluctuation is much more stable compared to the market rate.

(c) The fuel cost is borne by the Company, however the price adjustment clause in the contract allows the increase in freight rate charged to the customer based on the fluctuation of the fuel price.

(d) The client will only be charged on the freight of goods whereas other freight costs will be borne by the Company. However, the freight rate charged is fixed and the net revenue is expected to be stable.

6. News reports indicate a US investigation into the sales of boltless steel shelving units from Malaysia and other countries. Do we export this type of product to the US? Does the investigation affect our shelving segment (EMT Systems)?

- *Chua Song Yun*

The Company's Response

There have been no exports to the US and the investigation does not impact the Company at this moment. The products referred to in the news report are mainly heavy duty, medium duty and boltless product which cater for warehouse or industrial usage rather than retail or customer usage.

7. Referring to Investment Holding & Others Business (Page 9):

(a) **Why is there an unrealised forex loss of RM11.99 million from the translation of MYR cash balance to USD, which is the group's functional currency? Should Maybulk's functional currency be in MYR?**

(b) **Since the reporting currency is MYR, does this mean that these unrealised forex losses will be cancelled out and have no impact on the profit?**

- *Chua Song Yun*

The Company's Response

(a) Maybulk's functional currency is in USD while the reporting currency is in MYR resulting in the RM11.99 million unrealised forex loss in respect of MYR bank balances.

(b) As the functional currency is in USD, the actual profit or loss of the Group is determined in USD. MYR bank balances have to be translated to USD based on exchange rate at balance sheet date and differences, if any, is recognised as unrealized gains or losses, as appropriate.

The financial statements denominated in USD will then be translated into MYR for reporting purposes. International Financial Reporting Standard require us to account for any translation differences in respect of opening balance sheet to foreign currency translation reserve accounts in the balance sheet rather than in the profit and loss accounts as unrealised gains or losses.

8. Don't hold up the voting session. Don't waste our time. Let us vote now. Meagre dividends, no token of appreciation all adds up to our frustrations. We just want to vote to voice out our dissatisfaction.

- *Shirley Tan*

The Company's Response

The shareholders were allowed to vote from the commencement of the meeting.

9. Can explain further about the prior year adjustments in the financial statements?

- *Chan Fung Han*

The Company's Response

Per Page 88 - Note 2.5 of the Annual Report, the Group and the Company adopted an accounting policy to reverse the cumulative foreign currency translation reserve associated with non-current assets when such asset is disposed of, monetised or written off and to reverse the cumulative foreign currency translation reserve associated with monetary assets when such monetary assets are paid out as dividend.

The prior year adjustment relates to the reversal of forex reserves from the year 2011 to 2022 upon adoption of the new policy.

10. With regards to resolutions 4 and 5, how many years have Ms. Elsie Kok and En. Arif served the Company as Independent Directors? Did the Board set any tenure limit for the Independent Directors? If yes, how long?

-*Tan Sek Keng*

The Company's Response

Per page 41 of the Annual Report, Madam Elsie Kok was appointed as the independent director of the Company in June 2020 and Encik Arif was appointed in June 2023. The Board has set a tenure limit of 9 years for Independent Directors.

11. We, as shareholders, have worked hard but our efforts have not been appreciated and valued in the past few years. Sincer our most respected Board of Directors had decided not to give any door gift to shareholders who had given a lot of time, efforts, participation, contribution, involvement during the past 3 years AGM and in this 2024 AGM, we would propose that no directors' fees and expenses should also be given to the Board of Directors for attending past and present AGM meetings. Thank you for your kind understanding.

- *Lee Chew Foong*

The Company's Response

The Directors do not receive any meeting allowances for attending the AGM.

12. With regards to the resolution 2, since the directors have been entitled for directors' fees, is there a need for the additional allowance for the meeting's attendance? Do the shareholders entitled for any allowance for attending today's meeting?

- *Tan Sek Keng*

The Company's Response

It is a market norm for meeting allowance to be paid to Directors who attend Board meetings. The Directors do not receive any meeting allowances for attending the AGM.

- 13. For the Shelving and Storage Solutions segment, more than 90% of total purchase was supplied by two suppliers from the same group of companies (Page 10).**

- (a) **Are these two suppliers related parties to major shareholder Dato Goh?**
(b) **Are these steel products unique in that they can only be produced by these two suppliers, or sourcing them from these suppliers is cheaper?**
(c) **What is the pros and cons from sourcing 90% of the purchase from these two suppliers?**
- ***Chua Song Yun***

The Company's Response

- (a) One of the main suppliers of the Company is Eonmetal Group ("Eonmetal"), in which Dato' Goh is the major shareholder. Mandate from the shareholders has been obtained for recurrent related party transactions with Eonmetal.
- (b) Almost 80% of the Company's product are sourced from Eonmetall on Original Design Manufacturer and Original Equipment Manufacturer ("OEM") basis. The product designs are ours and is unique compared to products from other manufacturers.
- (c) There are no specific advantages or disadvantages to sourcing from only one supplier. The products purchased are on an OEM basis, and we can engage other suppliers to manufacture if they meet the price and quality specifications. The Company is currently sourcing other suppliers and expects to gradually reduce purchases from a sole supplier by Q3 and Q4.

- 14. The goodwill on the acquisition of EMT System is a significant one, 86% over the acquisition price. Did the Board engage any independent valuer on EMT System? If yes, how much is the valuation?**

- ***Tan Sek Keng***

The Company's Response

Prior to the purchase of EMT System, the Group appointed BDO Capital Consultants Sdn Bhd as the valuer. The valuation assessed is between RM75.0 million and RM85.0 million.

- 15. The Company used RM160 million for warehousing, plus another RM160 million for land purchasing. With the total investment of more than RM300 million, what is the ROI like? When will the project be started and completed? Moreover, are there any potential tenant on the warehouse yet?**

- ***Ong Zhui Yong***

The Company's Response

The ROI is between 10.13% to 11.16% while the ROE is between 24.67% to 29.28%. The project is currently in the land clearing stage and expected to commence in the second half of 2024, with completion anticipated within one year. The Management will actively seek potential tenants.

- 16. Would the Board considers having a physical or hybrid shareholders' meeting for next year? I personally prefers a physical meeting.**

- *Tan Sek Keng*

The Company's Response

The Board will make a decision when the appropriate time comes.

- 17. Per the presentation, I noticed the Company is running at a loss then why is the Company is still paying their Directors' fees and meeting allowances and also why is their director Goh' Cheng Huat interested to takeover the Company?**

- *Tee Beng Choo*

The Company's Response

The Company remains profitable, and the Directors receive fair remuneration for their work, comparable to the remuneration and allowances paid by other listed companies.

The Board is not in a position to comment on Dato' Goh's intentions regarding takeover of the Company.

- 18. (a) Any expansion plan for shelving and storage, expansion for outlet shops for the shelving in order to improve the source of revenue**
(b) Any dividend to declare
(c) Any plan to improve the share price beside the proposed share buyback, any plan to distribute surplus of fund as dividend to shareholders?
(d) What is the current progress for the warehouse?

- *Sim Lai Huat*

The Company's Response

(a) Expansion efforts in the Shelving and Storage Segment include the gondola project, through which the Company had successfully secured customers in the pharmaceutical sector to improve revenue in this segment.

(b) The Board will review the profitability and cashflows of the Group from time to time and make the necessary announcements at the appropriate time if the Company decides to pay dividend.

(c) The Company is proposing a share buy-back authority at the EGM following this AGM for shareholders' approval. The share price will be determined by the market.

(d) The land for the warehouse is currently undergoing land clearing by the vendor. Construction is expected to commence in Q3 or Q4 2024.

19. **Noticed that the total directors' salaries paid increased significantly to RM1.8 million while the company was not profiting. May we know why and any future actions to build shareholders' confidence?**

- ***Ong Zhui Yong***

The Company's Response

The Company reported a profit of RM50.0 million in the year 2023 and the Group is actively seeking new business opportunities to create value for shareholders.

20. **(a) Is there dividend policy adopted in the near future, since FY2022 of 10 cents and FY2023 of 1.5 cents?**

(b) Is there any corporate exercise in the near future besides the proposed SBB, since the Group holding RM245 million on cash and banks including ST deposits with lower borrowing cost as at Q1/2024?

- ***Yeoh Cheong Yeow***

The Company's Response

(a) The Group has not adopted any dividend policy.

(b) The Group will make the necessary announcements in the event of any new corporate exercises.