#### HARRISONS HOLDINGS (MALAYSIA) BERHAD

(REGISTRATION NO. 199001003108 (194675-H)) (INCORPORATED IN MALAYSIA)

MINUTES OF THE THIRTY-THIRD ANNUAL GENERAL MEETING HELD ON A FULLY VIRTUAL BASIS THROUGH LIVE STREAMING AND ONLINE REMOTE VOTING USING THE REMOTE PARTICIPATION AND VOTING FACILITIES ON THE ONLINE MEETING PLATFORM PROVIDED BY DVOTE SERVICES SDN. BHD. IN MALAYSIA AT https://www.dvote.my ON TUESDAY, 20 JUNE 2023 AT 10:30 A.M.

#### **PRESENT**

#### **SHAREHOLDERS**

As per attendance list

#### **DIRECTORS**

Mr Wong Yoke Kong - Chairman of Meeting, Non-Independent Non-

**Executive Director** 

Mr Pandjijono Adijanto @ Tan Hong - Non-Independent Non-Executive Chairman

Phana

Mr Clement Chang Kon Sang - Executive Director cum Chief Executive Officer

Mr Felix Leong - Senior Independent Non-Executive Director Datuk Lim Tong Lee

- Independent Non-Executive Director

ABSENT

Ms Mariana Adijanto @ Tan Phwe Leng - Non-Independent Non-Executive Director

#### IN ATTENDANCE

Mr Low Kong Choon Chief Financial Officer/ Group Company Secretary

Ms Tan Bee Hwa Company Secretary

#### **BY INVITATION**

As per attendance list

#### SHAREHOLDERS AND PROXIES

As per attendance list

#### **CHAIRMAN**

Mr Wong Yoke Kong presided as the Chairman of the Meeting and welcomed all present virtually at the Thirty-Third Annual General Meeting ("33rd AGM") of the Company. The Chairman, on behalf of Mariana Adijanto, a Non-Independent Non-Executive Director extended her apology for not being able to attend the Meeting.

The Chairman informed the Meeting that the meeting was conducted on a virtual basis through electronic live streaming and online remote voting using the Remote Participation and Voting ("RPV") Facilities provided by Dvote Services Sdn. Bhd., as the safety of members, Directors, staff and other stakeholders who would attend the AGM is of paramount importance to the Company.

Thereafter, the Chairman proceeded to introduce the members of the Board, Management, Company Secretary, and Auditors, who were in attendance to the shareholders.

#### **QUORUM**

The Company Secretary confirmed that a quorum was present pursuant to the Constitution of the Company.

With the requisite quorum being present in accordance with the Constitution of the Company, the Chairman called the Meeting to order at 10:30 a.m.

#### **NOTICE OF MEETING**

The Chairman informed the shareholders that the Annual Report of the Company was issued to shareholders via electronic means and the same could be downloaded from the Company's websites. The shareholders may request the hard copy of the Annual Report by completing the Request Form which was sent to all the shareholders together with the Notice of 33rd AGM on 28 April 2023. In addition, the Annual Report together with the Notice of Meeting had been announced to Bursa Malaysia Securities Berhad. The Notice of Meeting was also advertised in The News Straits Times within the prescribed period.

There being no objection, the Notice convening the Meeting was taken as read.

#### **VOTING PROCEDURES**

Before proceeding to the agenda of the Meeting, the Chairman informed that in accordance with the Main Market Listing Requirements, it was mandatory for all listed issuers to conduct poll voting on all proposed resolution set out in the notice of any general meeting.

Shareholders and/or proxies registered for this meeting may have the rights to speak and ask questions, and to vote remotely via the remote participation and voting facilities. All the relevant questions would be responded by the Board of Directors after going through all the items on the Agenda.

The Meeting noted that Dvote Services Sdn. Bhd. was appointed as the Poll Administrator and would brief the shareholders on the conduct of the poll. Meanwhile, TMF Global Services (Malaysia) Sdn. Bhd. was appointed as the scrutineer to validate the votes cast at the Meeting. The results of the votes would be announced at the conclusion of the 33rd AGM, stating the total number of votes cast on the poll together with the percentage in favour of and against each and every resolution.

The Poll Administrator was then invited to brief the shareholders and proxies on the procedures of polling.

## 1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Audited Financial Statements together with the Reports of the Directors and Auditors for the financial year ended 31 December 2022 ("AFS"), having been circulated to all the shareholders of the Company within the statutory period, were tabled before the Meeting for discussion.

The Chairman informed the Meeting that the AFS was meant for discussion only, as no shareholders' approval was required in accordance with Section 248(1) and Section 340(1) of the Companies Act 2016. Hence, this Agenda item would not put for voting.

The Chairman then declared the AFS of the Company for the financial year ended 31 December 2022 together with the Reports of the Directors and the Auditors thereon, be received and proceeded to the next item on the Agenda.

#### 2. ORDINARY RESOLUTION 1

#### RE-ELECTION OF DIRECTOR – CHANG KON SANG

The Chairman informed the Meeting that Mr Chang Kon Sang was subject to retirement by rotation under Clause 97 of the Company's Constitution and being eligible, had offered himself for re-election accordingly.

The Chairman added that the profile of Mr Chang Kon Sang could be found on page 3 of the 2022 Annual Report.

#### 3. ORDINARY RESOLUTION 2

#### - RE-ELECTION OF DIRECTOR - FELIX LEONG

The Chairman informed the Meeting that Mr Felix Leong was subject to retirement under Clause 104 of the Company's Constitution and being eligible, had offered himself for re-election accordingly.

The Chairman added that the profile of Mr Felix Leong could be found on page 4 of the 2022 Annual Report.

#### 4. ORDINARY RESOLUTION 3

#### RE-ELECTION OF DIRECTOR – DATUK LIM TONG LEE

The Chairman informed the Meeting that Datuk Lim Tong Lee was subject to retirement under Clause 104 of the Company's Constitution and being eligible, had offered himself for re-election accordingly.

The Chairman added that the profile of Datuk Lim Tong Lee could be found on page 4 of the 2022 Annual Report.

#### 5. ORDINARY RESOLUTION 4

#### PAYMENT OF DIRECTORS' FEES

The Chairman informed the Meeting that a sum of RM484,719.00 was recommended for payment as Directors' fees for the financial year ended 31 December 2022.

#### 6. ORDINARY RESOLUTION 5

### - PAYMENT OF DIRECTORS' BENEFIT PAYABLE TO NON-EXECUTIVE DIRECTORS OF THE COMPANY

The Meeting noted that the next proposed resolution was to approve the benefit payable to the Non-Executive Directors of the Company amounting of RM12,500.00 for the period from 21 June 2023 until the next Annual General Meeting.

### 7. ORDINARY RESOLUTION 6 - RE-APPOINTMENT OF AUDITORS

The Meeting then proceeded to consider the re-appointment of Messrs. PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

It was noted that Messrs. PricewaterhouseCoopers PLT had indicated their willingness to continue in office.

#### 8. ORDINARY RESOLUTION 7

#### FINAL SINGLE-TIER DIVIDEND

The Meeting proceeded to consider the declaration of final single-tier dividend of 50 sen per ordinary share for the financial year ended 31 December 2022. The final dividend, if approved, would be paid on 18 August 2023 to the shareholders whose names registered in the Record of Depositors on 20 July 2023.

#### 9. ORDINARY RESOLUTION 8

#### - AUTHORITY TO ISSUE AND ALLOT SHARES

The Meeting proceeded to consider the Proposed Ordinary Resolution 8 on the Authority to Issue and Allot Shares ("General Mandate").

The Chairman informed that the motion, if passed, would authorise the Directors of the Company issue and allot an aggregate number of shares of not more than ten per centum (10%) of the total number of issued shares.

It was noted that the General Mandate was to eliminate the need to convene a separate general meeting to obtain shareholders' approval as and when the Company issues new shares for future business opportunities, thereby reducing the administrative time and cost associated with the convening of such meeting.

Further, the shareholders of the Company are deemed to have waived their preemptive rights pursuant to Section 85(1) of the Companies Act 2016 to be first offered any new shares ranking equally to the existing issued shares of the Company which will result in a dilution of their shareholding percentage in the Company.

#### 10. ANY OTHER BUSINESS

The Meeting noted that the Company had not received any notice for transaction of any other business.

#### 11. QUESTION AND ANSWER ("Q&A") SESSION

After tabling all the proposed resolutions on the Agenda, the Chairman proceeded to open the floor for the Q&A Session.

The Shareholders and/or Proxies had raised the following questions which were responded accordingly by the members of the Board and the Management:

#### **Question 1 by Ooi Beng Hui (Shareholder)**

- (i) What are the factors that contributed to the Profit After Tax ("PAT") margin expansion since 2020?
- (ii) With the recovery in tourist arrivals, does the Board expect the group to perform better financially in 2023?
- (iii) With share price trading at around RM10 and low share base of 68.5 million shares, would the Board seriously consider bonus issue and share split to improve the trading liquidity of the shares?

#### **Respond to Question 1**

Mr Clement Chang Kon Sang ("Mr Clement Chang") replied that:-

- (i) There were several factors contributing to the expansion of PAT margin since 2020 which included growth in sales, cost variances from the prices increase on the floor stocks, better management of market returns and trade offers of ageing stocks, improvement in credit control, implementation of Enterprise Resource Planning ("ERP") system in Sabah for cost control, etc.
- (ii) The increase in the tourist arrivals might lead to the growth in the sales for the beverage and other necessities products required by the hotels, bars or restaurants. However, according to the sales proportion, the recovery of the tourism industry in Sabah do not contribute a significant portion to the sales revenue other than beer products of Harrisons Group.

The Chairman replied that:-

(iii) The Board of Directors welcomed the proposal in respect of the bonus issue and share split and would consider the said proposal at the forthcoming Board's meeting.

#### Question 2 by Teo Chen Fui (Shareholder)

- (i) In the last 3 quarterly report, there were adjustments of inventory cost due to the price increase which led to the higher gross margins. Please explain how these adjustments were made?
- (ii) What is the estimated capital expenditure for the newly acquired of the land known as Lot 6, Industrial Zone 7 (IZ7) Kota Kinabalu Industrial Park ("KKIP"), off Jalan Tuaran, Kota Kinabalu, Sabah for a total cash consideration of RM18.5 million?
- (iii) How much is the total rental for the current 5 warehouses in Kota Kinabalu that will be moved to the new warehouse in KKIP?
- (iv) Were there any major agency contract win or loss in 2022? Are you aware of any major agency contract win or loss in the future?

- (vi) Are there any mergers and acquisitions activities in discussion?
- (vii) Harrisons' net profits were usually around RM20-30 million before Covid-19 Pandemic. It had increased a lot in the past three years. Is it realistic to expect Harrisons to achieve similar good results (e.g. net profit of RM50-70 million) in the next 1-3 years?

#### **Respond to Question 2**

Mr Clement Chang replied that:-

- (i) The principals had increased the prices of their major products during the Covid-19 pandemic, and this had led to the adjustment of the price of the existing floor stocks to align with price increase. The cost variance arising from the price adjustment had contributed to the profit of Harrison Group.
- (ii) In 2022, the Company acquired a parcel of leasehold land measuring 9.782 acres known as Lot 6, Industrial Zone 7 (IZ7) Kota Kinabalu Industrial Park (KKIP), off Jalan Tuaran, Kota Kinabalu, Sabah. The rationale was to centralise the 6 different warehouses of Harrison Group in Kota Kinabalu, Sabah into one warehouse. The estimated construction cost for the centralised warehouse with an aggregate gross areas of approximately 250,000 square feet, was approximately RM45 million for two phases. The said development would be divided into phases 1 & 2 and as at now the estimated capital expenditure of phase 1 was approximately RM27 million.

The cost of the acquisition of land was settled by way of cash, and that the construction cost of the centralised warehouse would be financed through the loans granted by the bank.

Mr Low Kong Choon, the Chief Financial Officer ("CFO") replied that:-

(iii) The yearly rental for the existing warehouses in Kota Kinabalu that planned to move to the new KKIP warehouse were approximately RM2.3 million, after the meeting via email.

Mr Clement Chang replied that:-

(iv) Prior to the acquisition of Munchy's by Jack 'n Jill ("Munchy's"), a company from Philippines, Harrisons Group had been distributing the Munchy's products in Sabah and Sarawak for the past 10 years, and the same had contributed a significant sales revenue to the Group.

Harrisons Group had terminated the agency relationship with Munchy's because Harrisons Group was only allowed to distribute Munchy's products in the areas of Sandakan, Kota Kinabalu and a few small towns such as Ranua, Kudat and Keningau, after the acquisition by Jack 'n Jill and this arrangement was not beneficial to the Group. Management opined that this would set a precedent to other principals which might adversely affect Harrisons Group in future.

- (v) The current principals were satisfied with the sales performance of Harrisons Group for the last 3 years, and there were no significant agency contracts lost during the financial year end 2022.
  - Management had undertaken a few agency contracts with both small and renowned brands in year 2022 and would consider any new agency contracts if there were any principals approached them.
- (vi) Currently, there was no mergers and acquisitions activities in discussion.
  - However, Harrisons Group intended to set up a unit to develop its house brand products and to penetrate the overseas market as well as to import some well-known oversea products to Malaysia in the next two years.
  - In addition, Harrisons Group also planned to acquire land in another major towns in East Malaysia to build warehouses and to expand its businesses.
- (vii) The outstanding financial performance of Harrisons Group for the past three years were mainly due to:
  - i) increase in the demand of consumers products during the Covid 19 pandemic.
  - ii) increase in consumers' purchasing power resultant from the Government's initiative such as Employer's Provident Funds ("EPF") withdrawal, grants, and subsidies.
  - iii) Strengthening of the Group's internal control policy such as stock location, market hygiene, trade offer for aging stocks to reduce market return, etc.
  - iv) cost variance arising from the price increase in the floor stocks.
  - v) implementation of ERP system in Sabah which had control the increase of the direct expenses and overhead costs.

Management hope that the Group's revenue would continue to grow and was optimistic that the 2023 performance would be satisfactory.

### Question 3 by Lau Ati @ Lau Chuan Teng, Ho Chun Kit, Cheong Lang Yin, Kow Lih Shi (Shareholders)

Will the Company consider providing voucher, door gift, Touch N Go or any other e-wallet to your loyal shareholders?

#### **Respond to Question 3**

The Chairman replied that the Company had declared an attractive dividend to reward its loyal shareholders over the years. The Board appreciated the shareholders' recommendation and would consider the proposal for the next annual general meeting.

#### **Question 4 by Ng Pek Kheong (Shareholder)**

Does the Company plan to distribute the dividend twice or four times annually?

#### **Respond to Question 4**

Mr Low Kong Choon replied that based on the Company's policy and past practice, the Company would declare a dividend to reward its shareholders once a year. In addition, the Company required to plan and reserve the cash for business operations and the construction of the new warehouse. Accordingly, the Company would continue the existing practice to declare the dividend on a yearly basis.

#### **Question 5 by Ho Yueh Weng (Shareholder)**

- (i) Our Company has so far performed admirably given the poor market sentiments over the year. How will the Board institute rival beating additional initiatives to maintain & also further improve sustainable growth & profitability beyond current performance?
- (ii) What are the current and potential future concerns now occupying our Board & management that has likely probability to negatively impact our Company?
- (iii) Who are our competitors that are our big concern?

#### **Respond to Question 5**

Mr Clement Chang replied that:-

- (i) As the Company's primary business was distribution of consumer goods, the Group's profit would significantly improve if the Company could obtain the distributorships of any major well-known brands from the agencies, thereby, sustaining the Group's business.
  - Currently, Management was not expecting any major agency contract to be obtained by the Company.
- (ii) The following two factors would be detrimental to the Company's sustainability and profitability:-
  - 1) the loss of the major principal(s) that directly impact the Company's profits;
  - 2) the risk associated with logistics and warehouse such as fire risk which would adversely impact the Company's business operation.
- (iii) The Management considered Kim Teck Cheong Consolidated Berhad was one of the market competitors of Harrisons Group. However, the Company would stay strong and continue be a market leader in East Malaysia.

#### **Question 6 by Kow Lih Shi (Shareholder)**

- (i) Will the Company distribute higher dividend such as RM1 or more in 2023 since good financial performance?
- (ii) This year should be best profit earning after China Memorandum of Understanding ("MOU") with Malaysia and investing in Malaysia?

#### **Respond to Question 6**

Mr Low Kong Choon replied that:-

- (i) The Board would determine the payment of dividends based on the performance and plans of the Company after the end of the financial year 2023.
- (ii) Management did not foresee that the signing of MOU between Malaysian and China would have any impact on the Company.

Mr Clement Chang added that the MOU would boost the trade and economic co-operation between the countries but would not have any direct impact to the profits of the Company.

#### 12. POLLING PROCESS

There being no further questions from the shareholders, the Meeting proceeded with the casting of votes for all resolutions.

The Chairman announced that the time allowed for the casting of votes would be 5 minutes and would automatically end as per the countdown shown on the screen. Meanwhile, the counting of votes by the Poll Administrator and validation of the votes casted by the Independent Scrutineers of the would take approximately 30 minutes and the Chairman adjourned the Meeting after the conclusion of the voting session.

#### 13. ANNOUNCEMENT OF POLL RESULTS

After the counting of the votes cast, the Chairman called the Meeting to order and for the declaration of the poll voting results.

The Chairman informed that he had received the poll results from the Scrutineer and the results of the poll annexed hereto as Appendix "A" was announcement by him.

The Chairman then declared that Resolutions Nos. 1 to 8 were all CARRIED and the Meeting RESOLVED:-

### ORDINARY RESOLUTION 1 RE-ELECTION OF DIRECTOR – CHANG KON SANG

"THAT Chang Kon Sang being retiring pursuant to Clause 97 of the Company's Constitution, be hereby re-elected as Director of the Company."

### ORDINARY RESOLUTION 2 RE-ELECTION OF DIRECTOR – FELIX LEONG

"THAT Felix Leong being retiring pursuant to Clause 104 of the Company's Constitution, be hereby re-elected as Director of the Company."

### ORDINARY RESOLUTION 3 RE-ELECTION OF DIRECTOR – DATUK LIM TONG LEE

"THAT Datuk Lim Tong Lee being retiring pursuant to Clause 104 of the Company's Constitution, be hereby re-elected as Director of the Company."

### ORDINARY RESOLUTION 4 PAYMENT OF DIRECTORS' FEES

"THAT the payment of Directors' fees of RM484,719.00 for the financial year ended 31 December 2022 be hereby approved."

# ORDINARY RESOLUTION 5 PAYMENT OF DIRECTORS' BENEFIT PAYABLE TO NON-EXECUTIVE DIRECTORS OF THE COMPANY

"THAT the payment of Directors' benefit amounting to RM12,500.00 payable to the Non-Executive Directors of the Company for the period from 21 June 2023 until the next Annual General Meeting be hereby approved."

### ORDINARY RESOLUTION 6 RE-APPOINTMENT OF AUDITORS

"THAT Messrs. PricewaterhouseCoopers PLT be hereby re-appointed as the Company's Auditors for the ensuing year AND THAT the Board of Directors be hereby authorised to fix their remuneration."

### ORDINARY RESOLUTION 7 FINAL SINGLE-TIER DIVIDEND

"THAT a final single-tier dividend of 50 sen per ordinary share for the financial year ended 31 December 2022 be hereby approved for payment on 18 August 2023."

### ORDINARY RESOLUTION 8 AUTHORITY TO ISSUE AND ALLOT SHARES

"THAT subject always to the Companies Act 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 of the Companies Act 2016 to issue and allot not more than ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company pursuant to Section 76 of the Companies Act 2016.

THAT the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.

THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016, to be read together with Clause 54 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered with new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares in the Company pursuant to this mandate.

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 other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

#### 14. CONCLUSION

There being no other business, the Meeting was concluded at 12.00 p.m. with a vote of thanks to the Chair.

CONFIRMED AS CORRECT RECORD

**WONG YOKE KONG**Chairman of Meeting

Dated:

#### HARRISONS HOLDINGS (MALAYSIA) BERHAD

(REGISTRATION NO. 199001003108 (194675-H)) (INCORPORATED IN MALAYSIA)

RESOLUTIONS PROPOSED AND DULY PASSED AT THE THIRTY-THIRD ANNUAL GENERAL MEETING HELD ON A FULLY VIRTUAL BASIS THROUGH LIVE STREAMING AND ONLINE REMOTE VOTING USING THE REMOTE PARTICIPATION AND VOTING FACILITIES ON THE ONLINE MEETING PLATFORM PROVIDED BY DVOTE SERVICES SDN. BHD. IN MALAYSIA AT <a href="https://www.dvote.my">https://www.dvote.my</a> ON TUESDAY, 20 JUNE 2023 AT 10:30 A.M.

Resolutions		FOR		AGAINST			
	No. of Share- holders	No. of Votes	%	No. of Share- holders	No. of Votes	%	
Ordinary Resolution 1 To re-elect Mr Chang Kon Sang, the Director who is retiring by rotation in accordance with Clause 97 of the Constitution of the Company and being eligible, have offered himself for reelection.	53	41,626,818	99.9995	7	222	0.0005	
Ordinary Resolution 2 To re-elect Mr Felix Leong, the Director who is retiring by rotation in accordance with Clause 104 of the Constitution of the Company and being eligible, have offered himself for re-election.	53	41,626,818	99.9995	7	222	0.0005	
Ordinary Resolution 3 To re-elect Datuk Lim Tong Lee, the Director who is retiring by rotation in accordance with Clause 104 of the Constitution of the Company and being eligible, have offered himself for re- election.	53	41,626,818	99.9995	7	222	0.0005	
Ordinary Resolution 4 To approve the payment of Directors' Fees of RM484,719.00 for the financial year ended 31 December 2022.	52	41,626,816	99.9995	8	224	0.0005	

Resolutions		FOR	AGAINST			
	No. of Share- holders	No. of Votes	%	No. of Share- holders	No. of Votes	%
Ordinary Resolution 5 To approve the payment of Directors' benefit payable to the Non-Executive Directors of the Company amounting to RM12,500.00 for the period from 21 June 2023 until the next Annual General Meeting.	51	41,626,812	99.9995	9	228	0.0005
Ordinary Resolution 6 To re-appoint Messrs. PricewaterhouseCoopers PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	56	41,626,824	99.9995	4	216	0.0005
Ordinary Resolution 7 To approve the payment of a final single-tier dividend of 50 sen per ordinary share in respect of the financial year ended 31 December 2022	58	41,626,839	99.9995	2	201	0.0005
Ordinary Resolution 8 To approve the authority to Issue and Allot Shares.	50	41,551,322	99.8181	10	75,718	0.1819