



## **SYMPHONY LIFE BERHAD**

(Registration No. 196401000264) (5572-H)  
(Incorporated in Malaysia)

**MINUTES OF THE SIXTY-FIRST (61<sup>ST</sup>) ANNUAL GENERAL MEETING OF SYMPHONY LIFE BERHAD (“SYMLIFE” OR “THE COMPANY”) HELD ON A VIRTUAL BASIS FROM THE BROADCAST VENUE AT THE AUDITORIUM, 3A FLOOR, MENARA SYMPHONY, NO. 5, JALAN PROF. KHOO KAY KIM, SEKSYEN 13, 46200 PETALING JAYA, SELANGOR DARUL EHSAN ON WEDNESDAY, 11 SEPTEMBER 2024 AT 10.00 A.M.**

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<b>DIRECTORS PRESENT AT BROADCAST VENUE</b>	:	Mr. Chin Jit Pyng (Executive Chairman) Mr. Tan Sik Eek Mr. Yong Ket Inn Mr. Tan Yu Wei Ms. Bianca Ng Sze Cay
<b>IN ATTENDANCE AT BROADCAST VENUE</b>	:	Mr. Alan Chan Chee Ming (Company Secretary) Ms. Soo Yin Kheng (Joint Secretary)
<b>BY INVITATION AT BROADCAST VENUE</b>	:	Ms. Wong Mei Sin (Chief Financial Officer) Mr. Edwin Francis (Audit Engagement Partner, Ernst & Young PLT) Mr. Tan Yi Hui (External Auditor, Ernst & Young PLT) Ms. Lew Zi Ying (External Auditor, Ernst & Young PLT)
<b>PARTICIPANTS USING REMOTE PLATFORM</b>	:	Attendance of shareholders, corporate representative and proxies is as per the Virtual Attendance Listing provided by the Company’s Special Share Registrar

### **CHAIRMAN**

Mr. Chin Jit Pyng (“Mr. Chin” or “the Chairman”) chaired the Annual General Meeting (“AGM” or “the Meeting”) and called the virtual Meeting to order at 10.00 a.m.

### **OPENING**

The Chairman extended a warm welcome and thanked the shareholders, Corporate Representative and proxyholders (“the Members”) for their participation via Remote Participation and Voting (“RPV”) facilities at the 61<sup>st</sup> AGM of the Company. He also highlighted that the 61<sup>st</sup> AGM was conducted in compliance with Section 327 of the Companies Act 2016 (“the Act”).

The Chairman proceeded to introduce the Board members and the Company Secretary, who were present at the Broadcast Venue, to the Members. He informed the Meeting that Ms. Bianca Ng would be joining shortly and extended her apology, as she was delayed by heavy traffic. The Senior Management and the representatives of Ernst & Young PLT, the Company’s external auditors, were also invited to join the Meeting.

## **QUORUM**

The Company Secretary confirmed that a quorum was present in accordance with Article 20.2 of the Company's Constitution, based on the number of Members who had logged-in via RPV. The Chairman then called the Meeting to order.

It was reported that, according to the registration data from ShareWorks Sdn. Bhd. ("ShareWorks"), the Poll Administrator, a total of 78 Members had logged into the Meeting via RPV. They collectively held 322,750,868 ordinary shares, representing 45.08% of the Company's total issued shares. Among these members, the Chairman informed that 14 shareholders, holding 308,160,139 ordinary shares, representing 43.04% of the total issued shares, have appointed the Chairman of the Meeting as proxy to vote on their behalf whereas 12 individual proxies were appointed, holding 494,761 ordinary shares, representing 0.07% of the total issued shares of the Company.

## **NOTICE OF MEETING**

The Chairman declared that the Notice convening the Meeting, having been circulated to the shareholders and published within the prescribed period, was taken as read.

## **MEETING AND VOTING PROCEDURES**

The Chairman informed the Meeting that all 9 resolutions set out in the Notice of 61<sup>st</sup> AGM shall be voted by poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company had appointed ShareWorks as Poll Administrator to conduct and assist with the e-polling process, and SharePolls Sdn. Bhd. ("SharePolls") as Scrutineers to verify the poll results.

The Chairman then invited the Members, who attended the AGM remotely through live streaming to view a short video on the voting procedures via RPV, presented by InsHub Sdn. Bhd., prior to the commencement of the business of the Meeting. Subsequently, he announced that the Members could cast their votes at any time until the announcement of closure of the voting session.

The Members were invited to submit their questions through the Questions and Answers ("Q&A") panel provided in the online meeting facilities at any time until the announcement of the closure of the Q&A session. The Chairman stated that he shall endeavour to address all questions raised. Any questions that were not answered due to time constraints will be addressed and posted on the Company's website after the Meeting.

## AGENDAS OF THE MEETING

### **TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

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The Chairman explained that the first item on the Agenda was to receive the Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors (“AFS FY2024”). This item was intended for discussion only, as Section 340(1)(a) of the Act does not require formal approval from the shareholders and therefore, it will not be put forth for voting.

The Chairman invited the Members to view a video presentation on the overview and financial performance of the Group for the financial year ended 31 March 2024, as per “Appendix A” attached herewith. The video presentation highlighted a summary of the projects undertaken by the Group, showcasing award-winning projects and key achievements. It also provided an outlook for the Group in 2025 and snapshot of the Group’s upcoming projects.

The AFS FY2024 were deemed as properly laid and duly received at the Meeting. Subsequently, the Chairman proceeded to explain the rest of the Agenda items.

### **ORDINARY RESOLUTION 1:**

### **TO APPROVE THE PAYMENT OF DIRECTORS’ FEES FOR THE PERIOD FROM 11 SEPTEMBER 2024 UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY IN 2025**

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The Chairman explained that approval was sought for the payment of Directors’ fees amounting up to RM564,000 to the Non-Executive Directors (“NEDs”) for the period from 11 September 2024 until the conclusion of the next AGM of the Company to be held in 2025 in accordance with the explanation set out under Explanatory Note B of the Notice of 61<sup>st</sup> AGM, payable as and when incurred during the prescribed period.

It was Resolved:-

“THAT the payment of Directors’ fees of up to RM564,000 to the NEDs for the period from 11 September 2024 until the conclusion of the next AGM of the Company to be held in 2025, be and is hereby approved.”

The poll result was noted as follows:-

FOR		AGAINST		TOTAL
No. of Shares	%	No. of Shares	%	No. of Shares
322,559,506	99.94	191,362	0.06	322,750,868

**ORDINARY RESOLUTION 2:**

**TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS FOR THE PERIOD FROM 11 SEPTEMBER 2024 UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY IN 2025**

The Chairman explained that approval was sought for the payment of Directors' benefits amounting up to RM168,000 to the NEDs for the period from 11 September 2024 until the conclusion of the next AGM of the Company to be held in 2025 in accordance with the types of benefits set out under Explanatory Note B of the Notice of 61<sup>st</sup> AGM, payable as and when incurred during the prescribed period.

It was Resolved:-

"THAT the payment of Directors' benefits of up to RM168,000 to the NEDs for the period from 11 September 2024 until the conclusion of the next AGM of the Company to be held in 2025, be and is hereby approved."

The poll result was noted as follows:-

FOR		AGAINST		TOTAL
No. of Shares	%	No. of Shares	%	No. of Shares
322,551,506	99.94	199,362	0.06	322,750,868

**ORDINARY RESOLUTION 3:**

**RE-ELECTION OF MR. YONG KET INN AS DIRECTOR**

The Chairman informed that Mr. Yong Ket Inn was the Director due for re-election at this Meeting and he, being eligible, had offered himself for re-election. His profile can be found on page 16 of the 2024 Annual Report.

It was Resolved:-

"THAT Mr. Yong Ket Inn, the Director retiring pursuant to Article 27.1 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

The poll result was noted as follows:-

FOR		AGAINST		TOTAL
No. of Shares	%	No. of Shares	%	No. of Shares
322,721,925	99.99	28,943	0.01	322,750,868

**ORDINARY RESOLUTION 4:  
RE-ELECTION OF MR. TAN YU WEI AS DIRECTOR**

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The Chairman announced that Mr. Tan Yu Wei was the Director due for re-election at this Meeting and he, being eligible, had offered himself for re-election. His profile can be found on page 17 of the 2024 Annual Report.

It was Resolved:-

“THAT Mr. Tan Yu Wei, the Director retiring pursuant to Article 27.5 of the Company’s Constitution, be and is hereby re-elected as Director of the Company.”

The poll result was noted as follows:-

FOR		AGAINST		TOTAL
No. of Shares	%	No. of Shares	%	No. of Shares
322,721,925	99.99	28,943	0.01	322,750,868

**ORDINARY RESOLUTION 5:  
RE-ELECTION OF MS. BIANCA NG SZE CAY AS DIRECTOR**

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The Chairman further informed that Ms. Bianca Ng Sze Cay was also the Director due for re-election at this Meeting and she, being eligible, had offered herself for re-election. Her profile can be found on page 18 of the 2024 Annual Report.

It was Resolved:-

“THAT Ms. Bianca Ng Sze Cay, the Director retiring pursuant to Article 27.5 of the Company’s Constitution, be and is hereby re-elected as Director of the Company.”

The poll result was noted as follows:-

FOR		AGAINST		TOTAL
No. of Shares	%	No. of Shares	%	No. of Shares
322,724,825	99.99	26,043	0.01	322,750,868

**ORDINARY RESOLUTION 6:  
RE-APPOINTMENT OF ERNST & YOUNG PLT AS AUDITORS**

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The Chairman moved on to the next item on the Agenda i.e. Ordinary Resolution 6, which was to seek the shareholders’ approval for the re-appointment of Ernst & Young PLT as Auditors of the Company for the ensuing year and to authorise the Directors to determine their remuneration.

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It was Resolved:-

“THAT Ernst & Young PLT, having indicated their willingness to continue in office, be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next AGM at a remuneration to be determined by the Board of Directors.”

The poll result was noted as follows:-

FOR		AGAINST		TOTAL
No. of Shares	%	No. of Shares	%	No. of Shares
322,740,176	99.99	10,691	0.01	322,750,867

#### ORDINARY RESOLUTION 7:

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

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The Chairman proceeded to the next item on the Agenda, Ordinary Resolution 7, which was a special business. He informed the Meeting that upon passing of this motion, Directors of the Company would be authorised to issue and allot shares up to an aggregate amount not exceeding ten per centum (10%) of the total issued shares of the Company, for such purposes as the Directors may deem fit and in the best interest of the Company.

The authority, unless revoked or varied by the Company in general meeting, would be deemed to have waived the pre-emptive rights pursuant to Section 85 of the Act and Article 5.5 of the Constitution conferred on shareholders of the Company, and such authority will expire at the conclusion of the next AGM of the Company in 2025.

It was Resolved:-

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares 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; AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities;

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company;

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AND FURTHER THAT in connection with the above, pursuant to Section 85 of the Act to be read together with Article 5.5 of the Constitution of the Company, approval be and is hereby given for the Company to waive the statutory pre-emptive rights of the shareholders and empowered the Directors of the Company to issue and allot new ordinary shares pursuant to Sections 75 and 76 of the Act, without offering them to the existing members to maintain their relative voting and distribution rights and such new shares shall rank pari passu in all respects with the existing class of ordinary shares."

The poll result was noted as follows:-

FOR		AGAINST		TOTAL
No. of Shares	%	No. of Shares	%	No. of Shares
322,732,402	99.99	18,466	0.01	322,750,868

#### ORDINARY RESOLUTION 8: PROPOSED SHARE BUY-BACK

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The Chairman then briefed the shareholders on the next item on the Agenda, Ordinary Resolution 8, which was classified as special business. This motion, if passed, will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the total issued shares of the Company by utilising the funds allocated which shall not exceed the sum of the audited retained profits of the Company as at 31 March 2024, as detailed in the Statement to Shareholders dated 31 July 2024.

It was Resolved:-

"THAT subject to the Companies Act 2016 ("the Act"), the rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution and the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Directors of the Company be and are hereby unconditionally and generally authorised to make purchases of ordinary shares in the Company's total number of issued shares through Bursa Securities subject further to the following:-

- (a) the maximum number of shares which may be purchased by the Company shall be equivalent to ten per centum (10%) of the total number of issued shares of the Company for the time being, quoted on Bursa Securities;
- (b) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the audited retained profits of the Company as at 31 March 2024;
- (c) the authority conferred by this resolution will commence immediately upon the passing of this resolution and will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting or the expiration of the period within which the next AGM is required by law to be held, whichever occurs first) but not so as to

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prejudice the completion of purchase(s) by the Company or any person before the aforesaid expiry date and, in any event, in accordance with the MMLR of Bursa Securities or any other relevant authorities;

- (d) upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with by the Directors in any manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the MMLR of Bursa Securities and any other relevant authorities for the time being in force;

**AND THAT** the Directors of the Company be and are hereby authorised to take all such steps and do all such acts (including the execution of any relevant documents) as are necessary or expedient to implement or to give effect to the aforesaid authorisation.”

The poll result was noted as follows:-

FOR		AGAINST		TOTAL
No. of Shares	%	No. of Shares	%	No. of Shares
322,730,052	99.99	20,816	0.01	322,750,868

**ORDINARY RESOLUTION 9:  
PROPOSED RENEWAL OF AUTHORITY TO ISSUE AND ALLOT SHARES IN THE COMPANY  
IN RELATION TO THE DIVIDEND REINVESTMENT PLAN**

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The Chairman informed that upon passing of this motion, the authority granted at the 60<sup>th</sup> AGM held on 6 September 2023 to empower the Directors to issue and allot ordinary shares in the Company in respect of any dividends to be declared, if any, under the Dividend Reinvestment Plan that provides the shareholders of the Company with the option to reinvest their cash dividend entitlements in ordinary shares of the Company, would be renewed and unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM in 2025.

It was Resolved:-

“**THAT** pursuant to the Dividend Reinvestment Plan (“DRP”) approved by the shareholders of the Company at the Annual General Meeting (“AGM”) held on 6 September 2023, approval be and is hereby given to the Company to issue and allot such number of new ordinary shares in the Company (“SymLife Shares”) pursuant to the DRP and such authority shall remain in force until the conclusion of the next AGM of the Company, upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the best interest of the Company PROVIDED THAT the issue price of the said new SymLife Shares shall be fixed by the Directors at not more than ten per centum (10%) discount to the adjusted five (5)-day volume weighted average market price (“VWAP”) of SymLife Shares immediately prior to the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price;

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**AND THAT** the Directors and the Secretaries of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the DRP with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, as they, in their absolute discretion, deem fit and in the best interest of the Company."

The poll result was noted as follows:-

FOR		AGAINST		TOTAL
No. of Shares	%	No. of Shares	%	No. of Shares
322,604,203	99.95	146,665	0.05	322,750,868

### ANY OTHER BUSINESS

The Company Secretary informed the Chairman that the Company had not received any notice for transaction of any other business at the Meeting.

### QUESTIONS AND ANSWERS SESSION

Having tabled all the items on the Agenda for consideration, the Chairman announced the opening of the Q&A session. He further informed that the Company had received a letter dated 5 September 2024 from the Minority Shareholders Watch Group ("MSWG") prior to the AGM. For the information of the Members, the Company presented the Company's responses to MSWG's letter as per "Appendix B".

The Chairman then dealt with the questions submitted by the Members through the Q&A panel during the Meeting. He added that questions received which were similar in nature would be grouped and addressed together accordingly, and to uphold good corporate governance practices, any questions that remain unanswered during the Meeting will be posted on the Company's website. A summary of all the questions and answers is attached as "Appendix C".

The Chairman thanked the members for their questions and announced the closure of the Q&A session.

### POLL VOTING

The Chairman announced that the Meeting would proceed with the voting by poll via RPV for all resolutions. Members were given 5 minutes to cast their votes, and the verification of poll results took approximately 15 minutes following the voting session. He also stated that the poll results would be announced after they had been verified by the Scrutineers.

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### **DECLARATION OF POLL RESULTS**

The Chairman announced the resumption of the Meeting to present the verified poll results, confirmed by SharePolls, the Scrutineers, as displayed on the screen. Based on the results shown, the Chairman declared that all 9 Ordinary Resolutions tabled at the Meeting were duly carried. A summary of the polling results is attached as "Appendix D".

### **CONCLUSION**

There being no other business, the Chairman concluded the Meeting at 11.20 a.m. and on behalf of the Board, he thanked all Members and invitees for their participation via the remote platform at the 61<sup>st</sup> AGM.

Signed as a correct record,

**CHAIRMAN**