

SIGNATURE INTERNATIONAL BERHAD
Registration No. 200601034359 (754118-K)
(Incorporated in Malaysia)

MINUTES OF THE SEVENTEENTH ANNUAL GENERAL MEETING (“17TH AGM”) OF SIGNATURE INTERNATIONAL BERHAD (“THE COMPANY” OR “SIGNATURE”) CONDUCTED ENTIRELY THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT THE AUDITORIUM OF SIGNATURE INTERNATIONAL BERHAD AT LOT NO. 24, JALAN TEKNOLOGI, TAMAN SAINS SELANGOR 1, KOTA DAMANSARA, PJU 5, 47810 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA ON MONDAY, 10 JUNE 2024 AT 9.30 A.M.

Present at : Mr Chiau Haw Choon – Managing Director (Chair of the meeting)
Broadcast : Datuk Seri Chiau Beng Teik, JP – Non-Independent Non-Executive Director
Venue : Encik Rozahan Bin Osman – Independent Non-Executive Director
Mr Chee Jee Kong – Independent Non-Executive Director
Mr Lau Kock Sang – Group Chief Executive Officer
Ms Te Hock Wee – Company Secretary

Present via : Ms Shelly Chiau Yee Wern – Executive Director
Video : Dato’ Che Halin Bin Mohd Hashim – Independent Non-Executive Director
Conference : Mr Tan Kee Choong – Adviser
Ms Jessica Lim Mee Ding – Group Chief Financial Officer
Mr Yeoh Aik Chuan – Representing UHY
Ms Megan Song } Representing Tricor Corporate Services Sdn.
Cik Nurul Fatin Nabihah Binti Nor Azmi } Bhd.

The shareholders/corporate representatives/proxies who attended the 17th AGM remotely via Remote Participation and Voting (“RPV”) facilities are as per the Summary of Attendance List.

1. CHAIRMAN

Mr Chiau Haw Choon (“**Mr Chiau**”) presided as Chairman of the meeting. He welcomed all shareholders, proxies and invitees who present at the 17th AGM of the Company.

2. QUORUM

Upon confirming the presence of the requisite quorum, Mr Chiau called the meeting to order.

For the purpose of guiding the flow of the meeting, Mr Chiau invited Ms Te Hock Wee, the Company Secretary to read the procedure for the meeting on his behalf.

The Company Secretary then proceeded to introduce herself and members of the Board, Senior Management and the External Auditors to the attendees.

3. NOTICE

The Notice of the 17th AGM dated 30 April 2024 (“**Notice**”), having been circulated to all the shareholders of the Company within the prescribed period, was taken as read.

4. POLLING PROCEDURE AND ADMINISTRATIVE MATTERS

The Company Secretary informed the meeting that all resolutions set out in the Notice must be voted by poll pursuant to the Main Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”). Accordingly, Mr Chiau, in his capacity as Chairman of the meeting, demanded for a poll to be taken on all resolutions set out in the Notice pursuant to the Company’s Constitution.

The Company Secretary further informed that the Company had appointed Tricor Investor & Issuing House Services Sdn. Bhd. as Poll Administrator to facilitate the poll voting process and Asia Securities Sdn. Berhad as independent scrutineer to verify the poll results.

The guide on the remote voting procedure and the manner to pose questions at the meeting through the RPV facilities were then presented to the shareholders and proxies.

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

The Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2023, together with the Reports of Directors and Auditors thereon (“**AFS 2023**”), having been circulated to all the shareholders of the Company within the statutory period, were tabled to the meeting for discussion.

The Company Secretary informed that the AFS 2023 were meant for discussion only as they did not require a formal approval from the shareholders. Hence, the AFS 2023 were not put forward for voting. She further informed that the Board would address the questions raised by the shareholders or proxies during the Questions and Answers (“**Q&A**”) session, after all items on the agenda were dealt with.

Accordingly, the Company Secretary declared that the AFS 2023 were duly received by the shareholders.

6. ORDINARY RESOLUTIONS 1 TO 8

The Company Secretary went through each of the motions set out in the Notice except for Ordinary Resolution 7 which Mr Chiau was an interested party and the Chair was handed over to Encik Rozahan Bin Osman, the Independent Non-Executive Director of the Company.

7. Q&A SESSION

The Company Secretary informed the meeting that the Company had not received any notice to deal with any other business for which due notice was required to be given pursuant to the Companies Act 2016 and the Constitution of the Company.

The meeting proceeded with the Q&A session. The following are the questions received during the 17th AGM and the responses from the Company (including those which were not addressed during the meeting):-

Q1) When will the Company pay dividends and distribute treasury shares?

A1) The Board had declared an interim dividend of 4 sen per ordinary share for the financial year ending 31 December 2024. The entitlement date and payment date were fixed on 13 June 2024 and 25 June 2024 respectively.

Q2) Which segment of the Company makes profit and which segment incurs loss?

A2) Based on the AFS 2023, the Kitchen and Wardrobe Systems segment for both Signature brand and Corten brand, as well as the Interior Fit-out Works segment, were profitable. However, the Glass and Aluminium Products segment incurred losses in 2023. Upon due consideration, the Board decided to dispose of this segment during the financial year.

Q3) What is the status of take-over offer by Chin Hin Group Berhad (“Chin Hin”)?

A3) The take-over offer had closed on 10 May 2024 and the shareholdings of Chin Hin in the Company as at to-date is 71.7%.

Q4) What is the future outlook and prospects of the Company?

A4) The Management anticipates challenges from uncertainties such as inflation and geopolitical conflicts. Notwithstanding that, the Management remains focused on acquiring strategic businesses in the home and living solutions sector to expand Signature’s market share and maintain its competitiveness.

Signature’s growth strategy includes partnerships for revenue opportunities, vertical integration, and expanding its distribution network with new dealers both locally and internationally. There are plans to collaborate with developers, estate agents, designers, architects and entrepreneurs.

The Group is also committed to improve project efficiency through vertical integration, empower its talent pool and partners with greater autonomy to leverage Signature’s extensive capabilities and expertise. The strategic goal is to position Signature as one of the biggest kitchen and home living solutions in Southeast Asia. With the support of stakeholders, the Group anticipates a year of enhanced performance ahead.

The details of the Group’s future prospect and outlook could be found on page 32 of the Annual Report 2023.

Q5) What kind of timber is used for the Company’s furniture?

A5) Fibreboard and Chipboard.

8. POLL VOTING SESSION

After dealing with all questions raised, the shareholders and proxies were invited to cast their votes via RPV facilities.

Upon the closing of the voting session, the meeting adjourned for the tabulation of the poll results by the independent scrutineer.

9. ANNOUNCEMENT OF POLL RESULTS

The poll results obtained from the independent scrutineer were presented to the meeting. The Company Secretary declared that all resolutions set out in the Notice were duly passed by the shareholders of the Company, as follows:-

Ordinary Resolution 1

Payment of Directors’ Fees up to an aggregate amount of RM500,000 for the period from 10 June 2024 until the next Annual General Meeting (“AGM”) of the Company

By a vote of 9,071,435 shares (representing 99.8818%) voted for and 10,736 shares (representing 0.1182%) voted against the resolution, it was **RESOLVED:-**

THAT the payment of Directors’ fees up to an aggregate amount of RM500,000 for the period from 10 June 2024 until the next AGM of the Company be and is hereby approved.

Ordinary Resolution 2

Re-election of Director – Datuk Seri Chiau Beng Teik, JP

By a vote of 464,298,983 shares (representing 99.9977%) voted for and 10,660 shares (representing 0.0023%) voted against the resolution, it was **RESOLVED:-**

THAT Datuk Seri Chiau Beng Teik, JP, who retired pursuant to Clause 96 of the Constitution of the Company, be and is hereby re-elected as Director of the Company.

Ordinary Resolution 3

Re-election of Director – Dato' Che Halin Bin Mohd Hashim

By a vote of 464,298,983 shares (representing 99.9977%) voted for and 10,660 shares (representing 0.0023%) voted against the resolution, it was **RESOLVED:-**

THAT Dato' Che Halin Bin Mohd Hashim, who retired pursuant to Clause 96 of the Constitution of the Company, be and is hereby re-elected as Director of the Company.

Ordinary Resolution 4

Re-election of Director – Rozahan Bin Osman

By a vote of 464,298,983 shares (representing 99.9977%) voted for and 10,660 shares (representing 0.0023%) voted against the resolution, it was **RESOLVED:-**

THAT Rozahan Bin Osman, who retired pursuant to Clause 96 of the Constitution of the Company, be and is hereby re-elected as Director of the Company.

Ordinary Resolution 5

Re-appointment of Auditors

By a vote of 464,302,727 shares (representing 99.9985%) voted for and 6,916 shares (representing 0.0015%) voted against the resolution, it was **RESOLVED:-**

THAT UHY be and are hereby re-appointed as Auditors of the Company AND THAT the Board of Directors be authorised to fix their remuneration.

Ordinary Resolution 6

Authority to Issue and Allot Shares pursuant to Section 75 and 76 of the Companies Act 2016

By a vote of 464,296,971 shares (representing 99.9973%) voted for and 12,672 shares (representing 0.0027%) voted against the resolution, it was **RESOLVED:-**

THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued pursuant to this resolution, when aggregated with the total number of such shares issued during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be authorised to do all such things as they may deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued on Bursa Malaysia

Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company held after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is the earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.

Ordinary Resolution 7

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

By a vote of 9,069,499 shares (representing 99.8605%) voted for and 16,672 shares (representing 0.1395%) voted against the resolution, it was **RESOLVED:-**

THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries (the "Group") to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.5 of Part A of the Circular to Shareholders dated 30 April 2024, provided that such transactions are necessary for the Group's day-to-day operations and carried out in the ordinary course of business and at arm's length basis on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company.

THAT the authority conferred by such mandate shall continue to be in force until:-

- (i) the conclusion of the next annual general meeting of the Company, at which time it shall lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by a resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the best interest of the Company to give effect to this resolution.

Ordinary Resolution 8

Proposed Renewal of Shareholders' Mandate for Share Buy-Back

By a vote of 464,298,971 shares (representing 99.9977%) voted for and 10,672 shares (representing 0.0023%) voted against the resolution, it was **RESOLVED:-**

THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of the relevant regulatory authorities, where such approval is required, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company ("Share Buy-Back Mandate") provided that:

- (a) the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company at any point of time pursuant to the Share Buy-Back Mandate shall not exceed ten per centum (10%) of the total number of the issued shares of the Company as at the point of purchase(s);

- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of purchase; and
- (c) the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and will continue to be in force until:-

- (i) the conclusion of the next annual general meeting of the Company, at which time it shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company after that date is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and to give full effect to the Share Buy-Back Mandate with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company in accordance with the Act, regulations and guidelines.

10. CONCLUSION

The meeting concluded at 10.05 a.m. with a vote of thanks to the Chair.

CONFIRMED AS A CORRECT RECORD

CHIAU HAW CHOON
CHAIR OF THE MEETING

Date: 23 July 2024