

**SEAL INCORPORATED BERHAD**

(196201000416) (4887-M)  
(Incorporated in Malaysia)

Minutes of the Extraordinary General Meeting of the Company conducted on a fully virtual basis via online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC-D6A357657) on Thursday, 12 May 2022 at 10.30 a.m.

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Attendance

- Directors : Tuan Haji Abdul Hamid bin Mohd Hassan (Chairman)  
: Mr Koay Shean Loong  
: YTM Raja Kecil Tengah Perak Raja Dato' Seri Iskandar Bin Raja Ziran @ Raja Zaid  
: Datuk Tan Hiang Joo  
: Mr Sim Yee Fuan  
: Datin Sri Tan Guik Lan  
: Mr Yow Yan Seong  
: Mr Tan Seong Hooi
- In attendance : Chew Siew Cheng, Company Secretary
- Members : As per Attendance Sheet

The Extraordinary General Meeting commenced at 10.30 a.m. with the requisite quorum being present.

**1. CHAIRMAN'S ADDRESS**

- 1.1 The Chairman of the Meeting, Tuan Haji Abdul Hamid bin Mohd Hassan ("Tuan Haji Chaiman"), welcomed the members for their attendance at the Company's Extraordinary General Meeting ("EGM").
- 1.2 Tuan Haji Chairman notified that the EGM was held following the Guidelines and FAQs on the Conduct of General Meetings issued by the Securities Commission and quorum could be determined by the number of members logged-in at the start of the meeting. He further explained that the attendance of the EGM was restricted to the Company's shareholders/proxyholders and authorised representatives of corporate shareholders who had registered to join the meeting remotely. Any visual or audio recording of the Meeting was strictly prohibited unless prior written consent had been obtained from the Company.
- 1.3 As the Notice of the Meeting has been properly issued and circulated within the prescribed period, the Notice of the EGM was taken as read. Tuan Haji Chairman then introduced the members of the Board who joined the Meeting remotely via video conferencing to the shareholders. He also informed that the Joint Company Secretary; the adviser, Mr Dominic Seah from TA Securities Holdings Berhad; and the legal adviser, Mr Lee Khai from Ong & Manecksha were also present at the EGM.
- 1.4 Tuan Haji Chairman called the meeting to order after confirming with the Company Secretary that there was sufficient quorum.

- 1.5 Tuan Haji Chairman then invited the members to post their questions in the chat box for the Question and Answer (“Q&A”) session. The questions received would be moderated to avoid repetition and answered during the session. Questions that were not addressed at the Meeting due to lack of time would be answered by email at the earliest possible after the EGM.
- 1.6 The Company Secretary informed that pursuant to Paragraph 8.29A of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), the ordinary resolution set out in the Notice of the EGM would be voted by poll which was conducted electronically via the Remote Participation and Voting facility provided by Boardroom Share Registrar Sdn Bhd (“Boardroom”), the appointed poll administrator and the poll results would be verified by SKY Corporate Services Sdn Bhd who had been appointed as the independent scrutineer.
- 1.7 The Company Secretary explained that ordinary resolution required a simple majority of more than 50% votes from those members present in person or by proxies and voting at the meeting. In the event of equality of votes, the Chairman would exercise his casting vote as provided under the Constitution of the Company.
- 1.8 A short video on the process on the remote polling process was then presented by Boardroom. Members were informed that voting on the resolution could be done any time from the commencement of the EGM until the closure of the voting session.
- 1.9 Tuan Haji Chairman informed that Ms Teh Chia Min, proxy for Kesan Anggun Sdn Bhd and Ms Lee Meau Hui, proxy for Wong See Ching had offered to be the proposer and seconder for the ordinary resolution.
- 1.10 Tuan Haji Chairman then proceeded with the agenda of the EGM.

**2. ORDINARY RESOLUTION**  
**PROPOSED ACQUISITION OF 100% EQUITY INTEREST OF DAIMAN MAJUMAS SDN BHD FOR A TOTAL PURCHASE CONSIDERATION OF RM17 MILLION TO BE SATISFIED VIA A COMBINATION OF CASH AND ISSUANCE OF NEW ORDINARY SHARES IN SEAL INCORPORATION BERHAD (“PROPOSED ACQUISITION”)**

- 2.1 Tuan Haji Chairman put the motion on the Proposed Acquisition to the EGM for consideration.
- 2.2. Tuan Haji Chairman continued to brief that the details and rationale of the Proposed Acquisition were stated on Pages 2 to 15 of the Circular.

**3. Q & A SESSION**

- 3.1 Tuan Haji Chairman informed that the Company had received questions from the Minority Shareholders Watch Group (“MSWG”). The questions and the Company’s responses to the questions were then shared with the members for their information. The questions raised by MSWG and the reply from the Management are set out in Appendix A attached.

- 3.2 The Company Secretary then read out the following live questions submitted by members/proxies with the Executive Director, Mr Koay Shean Loong providing the replies:-

Questions	Company's Response
<p>Question from Lau Chuan Hooi:</p> <p>Will the Board consider giving door gifts such e-voucher or e-wallets for those participating in this AGM as a token of appreciation?</p>	<p>The Management will consider your proposal for future meetings</p>
<p>Question from Liew Chee Seng:</p> <p>When will the company return to profitable?</p>	<p>The Group has reported a profit in its second quarter of this financial year. Kindly refer to our quarterly results announcement to Bursa Securities.</p>

#### 4. VOTING SESSION

At 10.45 a.m., Tuan Haji Chairman informed that shareholders and proxies may submit their votes right after the commencement of the Meeting and that the session would be opened for the next 10 minutes for casting of votes. He continued to inform that the counting of votes by the Poll Administrator and validation of the results by the Independent Scrutineer would take approximately 15 minutes after the conclusion of the voting session.

#### 5. DECLARATION OF RESULTS

- 5.1 The Meeting resumed at 11.10 a.m. with the requisite quorum being present.
- 5.2 Tuan Haji Chairman then called the Meeting to order for the declaration of results. He informed that the poll voting results had been duly validated by the Independent Scrutineer.
- 5.3 The poll voting results were shared to the Meeting on the screen:-

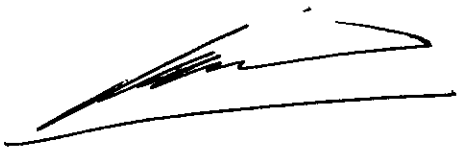
RESOLUTION	VOTE FOR			VOTE AGAINST			TOTAL VOTE	
	REC	SHARES	%	REC	SHARES	%	REC	SHARES
ORDINARY RESOLUTION 1	44	110,583,174	99.9982	2	2,002	0.0018	46	110,585,176

- 5.4 Based on the results, Tuan Haji Chairman declared that the ordinary resolution tabled at the EGM was carried.

**6. CLOSURE**

There being no other business to discuss, the EGM concluded at 11.12 a.m. with a vote of thanks to the Chairman.

Signed as a correct record

A handwritten signature in black ink, consisting of several overlapping strokes that form a stylized, elongated shape.

**CHAIRMAN**

Date: 23 May 2022

## Appendix A

MSWG  
Questions

**MSWG**

**MINORITY SHAREHOLDERS WATCH GROUP**  
*Shareholder Activism and Protection of Minority Interest*

## MSWG Questions

### **Question 1:**

*Please explain how the total purchase consideration of RM17 million to be satisfied via a combination of cash and the issuance of new ordinary shares in Seal Incorporated Berhad is arrived at in relation to the proposed acquisition of 100% Equity Interest of Daiman Majumas Sdn Bhd (“Daiman”)?*

## MSWG Questions

### Question 1:

#### Seal's response:

The purchase consideration of RM17 million has been arrived at on negotiated term and based on willing-buyer-willing-seller basis after taking into consideration of, amongst others:

- (a) the estimated market value of the Developer Land;
- (b) the estimated cost of land reclamation;
- (c) the Cash Consideration payable to Penang Development Corporation;
- (d) the strategic location of the Developer Land; and
- (e) the rationale, benefits and future prospect to be accrued to our Group.

For further details, please refer to Section 2.5 on Page 13 of the Circular.

## MSWG Questions

### Question 2:

*Daiman shall source for the relevant financing required by Mutiara Waterfront Habitats Sdn Bhd (“MWH”) for it to perform its obligations under the Reclamation Agreements without requiring any security including guarantees or further capital injection from Mutiara Regal Sdn Bhd (“MRSB”) or its nominee director(s) in the Company (Page 72 of Circular).*

*Why is MRSB not required to contribute any funding to MWH, especially since any additional funding is fully provided by Daiman, and yet MRSB is still entitled to the 20% of the 9.15 acres of reclaimed land given by PDC with the balance going to Daiman?*



## **MSWG Questions**

### **Question 2:**

#### Seal's response:

The aforesaid arrangement has been agreed upon between Daiman (and its existing directors and shareholders) and MRSB (vide the subscription cum shareholders agreement dated 20 May 2021 executed between Daiman, MRSB and MWH) prior to our Proposed Acquisition.

Nevertheless, our Management had taken into consideration of this arrangement together with the related risks and benefits, the market value of the Developer Land, the estimated reclamation cost, the strategic location of the Developer Land as well as the rationale, benefits and future prospect to be accrued to our Group through the Proposed Acquisition prior to the execution of the Share Sale Agreement.

## MSWG Questions

### **Question 3:**

*MWH will engage reputable consultants with necessary expertise and capabilities to complete the Proposed Reclamation in a timely manner (Page 21 of the Circular).*

*Please provide the selection process for the consultants and how the consultants were eventually selected.*

#### Seal's response:

Selection of consultants for the Proposed Reclamation will be carried out in accordance with our Group's standard operating procedures on tender process which will take into consideration of, amongst others, the consultant's relevant past experience, capabilities and resources, technical knowledge, fee quote, etc before a consultant is appointed.

## MSWG Questions

### Question 4 a):

*MWH has appointed East Design Consortium Sdn Bhd (“Project Consultant”) and East Design Architect Sdn Bhd as the architectural consultant (“Project Manager”) to oversee the land reclamation works.*

- a) Do the Project Consultant and Project Manager have extensive experience in land reclamation projects? If yes, please provide the names of the projects undertaken by them and the contract values? If they have no such extensive experience, please state the reasons for their appointments?*

## MSWG Questions

### Question 4 a):

#### Seal's response:

MWH has agreed to appoint East Design Consortium Sdn Bhd as the Project Consultant and East Design Architect Sdn Bhd as the Project Manager pursuant to the subscription cum shareholders agreement as mentioned in Seal's response to Question 2 above.

A summary of the relevant experience of East Design group in land reclamation is as follows:

- Penang World City, Bayan Mutiara, Pulau Pinang (135 acres)
- Queens Waterfront, Bayan Lepas, Pulau Pinang (36 acres)
- North Butterworth Masterplanning (407 hectares)

## MSWG Questions

### **Question 4 b):**

*b) What are the fees payable to the Project Consultant and the Project Manager respectively?*

#### Seal's response:

Seal is presently in discussion with the Project Consultant and Project Manager on the job scope and proposed fee for the land reclamation works, and it is expected to be finalised upon completion of our Proposed Acquisition. As stated in the Shareholders Agreement dated 1 January 2022 executed between Daiman, MRSB and MWH, the fees payable to the Project Consultant and Project Manager shall be mutually agreed by MWH and the Project Consultant and the Project Manager respectively based on the prevailing market rate.

**MSWG**

**MINORITY SHAREHOLDERS WATCH GROUP**  
*Shareholder Activism and Protection of Minority Interest*

End of MSWG Questions

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