

STELLA HOLDINGS BERHAD

(formerly known as Merge Energy Bhd)

("Stella" or "the Company")

Reg No: 199701004603 (420099-X)

(Incorporated in Malaysia)

Summary of Proceedings of the 23rd Annual General Meeting held at the Board Room of the Company, No. 2 Jalan Apollo U5/190, Bandar Pinggiran Subang, Seksyen U5, 40150 Shah Alam, Selangor Darul Ehsan on Tuesday, 29 September 2020 at 10:00 a.m.

Present

: As per attendance lists

1. CHAIRMAN'S ADDRESS

Dato' Hj Mohamad Haslah bin Mohamad Amin welcomed all the shareholders, proxies and invitees present at the Company's 23rd Annual General Meeting ("AGM").

Since a quorum was met he then proceeded to the formal business of the meeting.

2. NOTICE OF MEETING

The Notice convening the AGM which had been distributed to all shareholders was taken as read.

3. INTRODUCTION

3.1 VOTE BY POLL

The Chairman made known to the meeting that all the resolutions set out in the Notice of the 23rd AGM would be put to vote by way of poll.

He further informed that the Company has appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the polling process and Niche Unity Consultants Sdn Bhd as the Scrutineers to verify the poll results. He further informed that the polling process for the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the AGM.

The Company Secretary then explained the polling procedure to the meeting.

3.2 FINANCIAL PERFORMANCE

The Chairman briefed the meeting on the financial performance of the Group.

For the financial year ended 31 March 2020, the Group recorded revenue of RM72.08 million and profit after tax of RM3.38 million as compared to the previous financial year's revenue of RM54.61 million and loss after tax of RM4.66 million respectively.

The Group's earnings per share had improved significantly to 4.24 sen in comparison to loss per share of 7.48 sen in the previous financial year.

The Chairman further informed that Stella had on 27 August 2020 entered into a Development Rights Agreement with Permodalan Negeri Selangor Berhad ("PNSB") to jointly develop a 61.65 acres of PNSB's land in Kuala Selangor into a proposed mixed development; and "Selangor Seafood Center" which would be located at an adjacent land

to be acquired by PNSB. The estimated GDV for the proposed mixed development would be approximately RM250 million. The proposed joint development would be expected to contribute positively to the future earnings of the Group.

4. AGENDA 1 : RECEIPT OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Chairman informed the meeting that this agenda item was meant for discussion only and would not be put forward for voting. The provision of Section 340(1) of the Companies Act, 2016 stipulates that the audited financial statements do not require formal approval of the shareholders.

As such, the shareholders/proxies to the shareholders of the Company were welcome to ask any questions on the Audited Financial Statements tabled at the meeting.

It was noted that no questions were raised and the Chairman then proceeded with the agenda of the meeting.

5. RESOLUTION 1 : DECLARATION OF A FINAL SINGLE-TIER DIVIDEND OF 2.5 SEN PER ORDINARY SHARE IN RESPECT OF THE FINANCIAL YEAR ENDED 31 MARCH 2020

It was **RESOLVED**:

THAT the declaration of a final single-tier dividend of 2.5 sen per ordinary share in respect of the financial year ended 31 March 2020 be and are hereby approved.

No matter was raised by the shareholders/proxies of the Company on this agenda.

6. RESOLUTION 2 : PAYMENT OF DIRECTORS' FEES FROM 1 SEPTEMBER 2020 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

It was **RESOLVED**:

THAT the payment of Directors' fees of RM228,000/- from 1 September 2020 until the conclusion of the next Annual General Meeting of the Company be and are hereby approved.

No matter was raised by the shareholders/proxies of the Company on this agenda.

7. RESOLUTION 3 : PAYMENT OF DIRECTORS' BENEFITS FROM 1 FEBRUARY 2020 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

It was **RESOLVED**:

THAT the payment of Directors' benefits of up to RM125,000/- from 1 February 2020 until the conclusion of the next Annual General Meeting of the Company be and are hereby approved.

No matter was raised by the shareholders/proxies of the Company on this agenda.

8. RESOLUTION 4 : RE-ELECTION OF DATO' HJ MOHAMAD HASLAH BIN MOHAMAD AMIN

It was **RESOLVED**:

THAT Dato' Hj Mohamad Haslah bin Mohamad Amin who retired pursuant to Article 108 of the Company's Constitution, be and is hereby re-elected as a Director of the Company.

No matter was raised by the shareholders/proxies of the Company on this agenda.

9. RESOLUTION 5 : RE-ELECTION OF DATO' IR. TAN GEE SWAN @ TAN SUAN CHING

It was **RESOLVED**:

THAT Dato' Ir. Tan Gee Swan @ Tan Suan Ching who retired pursuant to Article 108 of the Company's Constitution, be and is hereby re-elected as a Director of the Company.

No matter was raised by the shareholders/proxies of the Company on this agenda.

10. RESOLUTION 6 : RE-APPOINTMENT OF AUDITORS

It was **RESOLVED**:

THAT Messrs Baker Tilly Monteiro Heng PLT be and are hereby re-appointed as Auditors of the Company and that the Directors be and are hereby authorized to fix their remuneration.

No matter was raised by the shareholders/proxies of the Company on this agenda.

11. RESOLUTION 7 : SPECIAL BUSINESS

ORDINARY RESOLUTION

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

It was **RESOLVED**:

THAT, subject to the Companies Act 2016, the Company's Constitution and approval from Bursa Malaysia Securities Berhad and other Governmental or regulatory bodies, full authority be and is hereby given to the Board of Directors pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and issue shares in the Company at any time upon such terms and conditions and for such purposes as the Board of 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 twenty percent (20%) of the total number of issued shares of the Company for the time being **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

No matter was raised by the shareholders/proxies of the Company on this agenda.

12. CLOSURE

As there was no other business, the Chairman declared the 23rd AGM closed and thanked the shareholders, proxies and invitees for their support and attendance.

The Meeting ended at 10:35 a.m. with a vote of thanks to the Chair.