

SUCCESS TRANSFORMER CORPORATION BERHAD

[Registration No. 200301034518 (636939-W)]

(Incorporated in Malaysia)

MINUTES OF THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE COMPANY CONDUCTED ON A FULLY VIRTUAL BASIS THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT THE CONFERENCE ROOM OF THE COMPANY, NO. 5, JALAN TSB 8, TAMAN INDUSTRI SUNGAI BULOH, 47000 SUNGAI BULOH, SELANGOR DARUL EHSAN ON TUESDAY, 7 DECEMBER 2021 AT 11:00 A.M. USING THE REMOTE PARTICIPATION AND VOTING FACILITIES

- DIRECTORS PRESENT AT BROADCAST VENUE** : YBHG. DATUK IR. KAMARUDIN BIN MD DEROM
(*Independent Non-Executive Chairman*)
MR. TAN AH BAH @ TAN AH PING
(*Managing Director*)
MS. TAN CHUNG LING
(*Deputy Managing Director*)
MS. CHAN FOONG PING
(*Independent Non-Executive Director*)
YBHG. DATO' YEOH KIM WAH
(*Non-Independent Non-Executive Director*)
MS. TAN CHUNG CHAY
(*Executive Director*)
YBHG. DATO' TAN WEI NENG
(*Executive Director*)
- MEMBERS** : AS PER ATTENDANCE LIST
- PROXY HOLDERS** : AS PER ATTENDANCE LIST
- IN ATTENDANCE** : MS. TAN LOO EE, MICHELLE (*Company Secretary*)
MS. TAN CHEE LING (*Assisting the Company Secretary*)
- BY INVITATION** : AS PER ATTENDANCE LIST

CHAIRMAN

YBhg. Datuk Ir. Kamarudin Bin Md Derom ("**Datuk Chairman**") was in the Chair. Datuk Chairman welcomed all present to the Seventeenth Annual General Meeting ("**17th AGM**" or "**Meeting**") of the Company. Datuk Chairman informed the Meeting that in accordance with the latest update to the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 and considering the health interest of every one in mind amidst the Covid-19 pandemic, the Board of Directors had decided that the 17th AGM of the Company be held virtually through live streaming using the remote participation and voting ("**RPV**") facilities without physical attendance by shareholders and proxies.

Datuk Chairman then introduced the Board of Directors, the Group Finance Controller and the Company Secretary who were present at the broadcast venue as well as Mr. Ng Kim Hian, the Engagement Partner from Messrs. Crowe Malaysia PLT, the External Auditors of the Company who joined the Meeting remotely via video-conference.

Datuk Chairman informed the Meeting that through RPV, shareholders may exercise their right as shareholders of the Company to participate including posing questions to the Chairman or Board of Directors of the Company and voting remotely at the Meeting from various location.

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The Meeting was informed that the shareholders who were unable to participate in the Meeting via RPV facilities had appointed Datuk Chairman to vote on their behalf. Datuk Chairman would vote in his capacity as proxy in accordance with the instructions accordingly.

The Meeting was further informed that shareholders and proxies who were attending the Meeting remotely may use the query box facility under the RPV facilities to transmit their questions in real time during the Meeting and such questions would be responded accordingly.

QUORUM

The requisite quorum being present pursuant to Clause 71 of the Company's Constitution, Datuk Chairman declared the Meeting duly convened. Datuk Chairman then called the Meeting to order at 11:00 a.m.

Datuk Chairman advised the Meeting that the Company was using 30 November 2021 as the determinant date of the General Meeting Record of Depositors.

NOTICE

The Notice convening the Meeting having been circulated within the prescribed period was, with the permission of the Meeting, taken as read.

The Meeting noted that in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the proposed resolutions set out in the Notice convening the Meeting would be voted by way of poll. Datuk Chairman would take the Meeting through each item on the Agenda as there is no legal requirement for the proposed resolutions to be seconded.

The Meeting further noted that Tricor Investors & Issuing House Services Sdn. Bhd. was appointed as the Poll Administrator and Scrutineer Solutions Sdn. Bhd. was appointed as the Independent Scrutineer to verify the poll results.

A pre-recorded video clip on the steps for the online voting process was played at this juncture.

The Meeting was informed that the voting on the resolution could be done at any time during the Meeting. The shareholders and proxies may also choose to vote after the Questions and Answers session. Datuk Chairman then declared the online remote voting via RPV facilities is opened and it shall remain open until the voting session is closed.

The Meeting noted that the Board of Directors and Management would respond to the questions transmitted by shareholders and proxies via the query box after all the items on the Agenda had been dealt with.

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PRESENTATION ON THE GROUP'S FINANCIAL PERFORMANCE AND KEY HIGHLIGHTS FOR YEAR 2021

Datuk Chairman briefed the Meeting on the Group's financial performance and key highlights for year 2021. The Company also took the opportunity to introduce the Company's products of Intelligent Lighting Control System ("ILCS") to the shareholders and proxies.

A pre-recorded video clip on the ILCS was played at this juncture.

The Meeting then proceeded with the first item on the Agenda.

1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

Datuk Chairman informed that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 30 June 2021 together with the Reports of the Directors and the Auditors thereon.

The Meeting noted that the Audited Financial Statements for the financial year ended 30 June 2021 had been circulated to all members within the prescribed period.

In view that the first item on the Agenda was only meant for discussion and it shall not be put forward for voting, Datuk Chairman declared that the Audited Financial Statements for the financial year ended 30 June 2021 together with the Reports of the Directors and the Auditors thereon, be received.

2.0 ORDINARY RESOLUTION 1
- PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM260,000/- FOR THE FINANCIAL YEAR ENDING 30 JUNE 2022 PAYABLE MONTHLY IN ARREARS AFTER EACH MONTH OF COMPLETED SERVICE OF THE DIRECTORS DURING THE SUBJECT FINANCIAL YEAR

Datuk Chairman proceeded with the next item of the agenda on approval of the payment of Directors' fees amounting to RM260,000/- for the financial year ending 30 June 2022 payable monthly in arrears after each month of completed service of the Directors during the subject financial year.

The Meeting noted that the interested Directors will abstain from voting on this resolution.

The Meeting then proceeded with the next item on the agenda.

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3.0 ORDINARY RESOLUTION 2

- APPROVAL OF AN AMOUNT UP TO RM15,000/- AS BENEFITS PAYABLE TO NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR THE PERIOD FROM 8 DECEMBER 2021 TO THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE COMPANY IN YEAR 2022 PURSUANT TO SECTION 230(1)(b) OF THE COMPANIES ACT 2016

Datuk Chairman proceeded with the next item of the agenda relating to approval of the payment of benefits payable to the Non-Executive Directors up to an amount of RM15,000/- for the period from 8 December 2021 to the Eighteenth Annual General Meeting of the Company in year 2022 pursuant to Section 230(1)(b) of the Companies Act 2016.

Datuk Chairman explained that the proposed benefits were derived from the estimated meeting allowance of RM500/- per meeting day based on the number of scheduled meetings and unscheduled meetings (when necessary) for the Board and Board Committees, and number of Non-Executive Directors involved in the meetings.

The Meeting noted that the interested Directors will abstain from voting on this resolution.

The Meeting proceeded with the next item on the agenda.

4.0 RE-ELECTION OF THE FOLLOWING DIRECTORS WHO ARE RETIRING IN ACCORDANCE WITH CLAUSE 90 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAVE OFFERED THEMSELVES FOR RE-ELECTION:-
(I) MS. TAN CHUNG LING (ORDINARY RESOLUTION 3)
(II) YBHG. DATO' TAN WEI NENG (ORDINARY RESOLUTION 4)

The Meeting noted that the next items on the Agenda were to re-elect the following Directors, who are retiring pursuant to Clause 90 of the Company's Constitution and the retiring Directors, being eligible, had offered themselves for re-election:-

- (i) Ms. Tan Chung Ling
- (ii) YBhg. Dato' Tan Wei Neng

The Meeting further noted that the retiring Directors would be voted on individually and the interested Directors will abstain from voting on these resolutions respectively.

The Meeting then proceeded with the next item on the agenda.

5.0 ORDINARY RESOLUTION 5

- RE-ELECTION OF YBHG. DATUK IR. KAMARUDIN BIN MD DEROM, A DIRECTOR WHO IS RETIRING IN ACCORDANCE WITH CLAUSE 98 OF THE COMPANY'S CONSTITUTION

Datuk Chairman informed that the next item on the Agenda was to re-elect himself in accordance with Clause 98 of the Company's Constitution and he, being eligible, had offered himself for re-election.

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The Meeting noted that Datuk Chairman will abstain from voting on this resolution.

The Meeting proceeded to the next item on the agenda.

6.0 ORDINARY RESOLUTION 6

- RE-APPOINTMENT OF MESSRS. CROWE MALAYSIA PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND AUTHORISATION OF THE DIRECTORS TO FIX THEIR REMUNERATION

Datuk Chairman proceeded to the next item on the Agenda in respect of the re-appointment of the retiring auditors, Messrs. Crowe Malaysia PLT as the Company's Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration. The retiring auditors, Messrs. Crowe Malaysia PLT had indicated their willingness to continue in office as Auditors of the Company.

The Meeting noted that the Audit Committee and the Board of Directors had reviewed Messrs. Crowe Malaysia PLT's performance as Auditors of the Company for the past financial year and was satisfied with their effectiveness and performance as External Auditors of the Company.

The Meeting proceeded with the next item on the agenda.

7.0 SPECIAL BUSINESS

7.1 ORDINARY RESOLUTION 7

- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

Datuk Chairman informed that the next item on the Agenda was a special business to approve proposed Ordinary Resolution 7 on authority to issue shares pursuant to the Companies Act 2016.

The Meeting was informed that the proposed Ordinary Resolution 7 was primarily to give flexibility to the Board of Directors to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of shares issued does not exceeds 10% of the total number of issued shares of the Company for the time being.

The Meeting noted that the authority, unless revokes or varied by the Company in a general meeting, will expire at the conclusion of the next annual general meeting of the Company.

The Meeting then proceeded with the next item on the agenda.

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7.2 ORDINARY RESOLUTION 8

- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The next item on the Agenda was a special business to approve Ordinary Resolution 8 on the renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature.

The Meeting was informed that the proposed Ordinary Resolution 8 was to renew the shareholders' mandate granted by the shareholders of the Company at the Sixteenth Annual General Meeting held on 8 December 2020. The proposed renewal of shareholders mandate would enable the Company and its subsidiaries ("**STC Group**") to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the STC Groups' day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

The Meeting noted that all interested Directors/major shareholders and/or persons connected have abstained and would continue to abstain from all deliberations and voting in respect of their direct and/or indirect shareholdings in the Company on the proposed renewal of existing shareholders' mandate.

The Meeting then proceeded with the next item on the agenda.

7.3 ORDINARY RESOLUTION 9

- PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The next item on the Agenda was a special business to approve Ordinary Resolution 9 on the new shareholders' mandate for additional recurrent related party transactions of a revenue or trading nature.

The Meeting was informed that the proposed Ordinary Resolution 9 would enable the STC Group to enter into the new recurrent related party transactions of a revenue or trading nature which are necessary for the STC Groups' day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

The Meeting noted that all interested Directors/major shareholders and/or persons connected have abstained and would continue to abstain from all deliberations and voting in respect of their direct and/or indirect shareholdings in the Company on the proposed new shareholders' mandate.

The Meeting then proceeded with the next item on the agenda.

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7.4 ORDINARY RESOLUTION 10
- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Datuk Chairman informed that the next item on the Agenda was a special business for the approval of the Ordinary Resolution 10 on the renewal of authority for the Company to purchase its own shares.

The Meeting was informed that the proposed Ordinary Resolution 10 was primarily to renew the authority granted by the shareholders of the Company at the Sixteenth Annual General Meeting held on 8 December 2020. The proposed renewal would allow the Directors to exercise the power of the Company to purchase not more than 10% of the total number of issued shares of the Company any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Meeting then proceeded with the next item on the agenda.

7.5 ORDINARY RESOLUTION 11
- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO ALLOT AND ISSUE NEW ORDINARY SHARES IN THE COMPANY ("STC SHARES"), FOR THE PURPOSE OF THE DIVIDEND REINVESTMENT SCHEME ("DRS") THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDENDS IN NEW STC SHARES

Datuk Chairman informed the Meeting that the next item on the Agenda was a special business for the approval of the Ordinary Resolution 11 on the proposed renewal of authority for the Company to allot and issue STC Shares, for the purpose of the DRS that provides the shareholders of the Company with the option to elect to reinvest their cash dividends in new STC Shares.

The Meeting was informed that the DRS was approved by the shareholders at the Extraordinary General Meeting of the Company held on 21 November 2016.

The Meeting then proceeded with the last remaining business of the Meeting.

8.0 ANY OTHER BUSINESS

The Meeting was advised that there was no other business to be transacted at the Meeting of which due notice had been given.

9.0 QUESTIONS AND ANSWER SESSION

The Board of Directors and Management proceeded to respond to the following questions submitted by the shareholders or proxies prior to the Meeting or the questions received via the query box during the Meeting:-

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No.	Questions	Reply
1.	Does the Company see any opportunity in electric vehicle segment?	YBhg. Dato' Tan Wei Neng (" Dato' Tan "), the Executive Director responded that the Company did not involve in the electric vehicle segment as of to-date. However, the Company will always look for any potential opportunities in the electrical industry.
2.	Given that the Company possess cash of approximately RM1.0 million, has the Company explored mergers and acquisitions (" M&A ") opportunities? Will the Company venture into a new business area?	<p>Dato' Tan reported that the Group had recorded cash and bank balances of RM21.0 million and short-term investments of RM90.1 million as at the first quarter ended 30 September 2021 ("Q1 2022"). This had shown that the Group has strong cash and cash equivalent assets of approximately RM115.0 million as at Q1 2022.</p> <p>As a good corporate governance entity, Dato' Tan informed that Management has always been conscientiously managing the Group's funds particularly during the Covid-19 pandemic. In view of the current uncertain economic environment, the Group will conservatively reserve the Group's funds for unforeseeable future.</p> <p>Dato' Tan added that Management will actively explore potential business expansion and diversification as well as M&A opportunities. The Group had received a few business proposals recently and Management will carefully evaluate those proposals.</p>
3.	Is the Company facing a manpower shortage issue?	Dato' Tan responded that the Company is facing a manpower shortage issue due to the freeze of foreign workers recruitment implemented by the Government arising from the Covid-19 pandemic. However, the Company has filled up the vacancies by hiring local workers and increasing the production working shifts. Dato' Tan informed that all workers of the Group are being well-treated and taken care in accordance with the Employment Act 1955. The Human Resource Department has also actively organised trainings, outdoor and indoor activities for employees throughout the year.

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No.	Questions	Reply
4.	Please further elaborate on the data center of the Company's business?	Ms. Tan Chung Ling (" Ms. Chanelle Tan "), the Deputy Managing Director informed that Management is envisaged for the opportunities of 5G network in Malaysia for the coming years since 5G network has been rolled out by the Government. The rolled out of 5G network has grown the Data Center Industry, and hence the demand for transformers will also increase concurrently. It is a good opportunity for the Company in the coming year and beyond.
5.	What is the revenue proportion between lighting and transformer products?	Ms. Chanelle Tan informed that the proportion between lighting and transformer in terms of revenue was 70% and 30% respectively.
6.	There was RM2.6 million incurred for the purchase of investment property as recorded under page 76 of the Annual Report for the financial year ended 30 June 2021. The aforesaid purchase was for which property and for what purpose?	Mr. Lo Chiow Lieh (" Mr. Lo "), the Group Finance Controller informed that the Group had purchased a light industrial factory located at Kota Damansara which was built by a well-known property developer. The light industrial factory was aimed to promote and enhance the branding of the Group. In terms of property investment, Management envisaged that the value of the property will be appreciated in the future.
7.	(i) What is the Company's future outlook?	Dato' Tan responded that Management foresees a great future outlook for the Group as the Group is doing well in its core business in transformer and lighting products, and smart lighting which was introduced two (2) years ago, having a good response in local council and oversea country. Thus, Management expects the Company will perform well in the coming years.

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No.	Questions	Reply
	(ii) How much is the impact caused by the Movement Control Order (“ MCO ”) implemented by the Government to the Group?	<p>The Group’s financial result for Q1 2022 was impacted by the implementation of the Full MCO whereby the Group’s turnover had significantly dropped from RM60.0 million to RM45.0 million. This was due to the Government’s policy on the closure of operation for unessential businesses (including the electrical dealers) during the Full MCO. The dealers of the Group were not operating for 2 months during the Full MCO.</p> <p>Despite the business operation being disrupted by the Full MCO, Management was satisfied that the Group was still able to record positive results with profit after tax of RM1.8 million for the Q1 2022.</p>
	(iii) How much is the cost-saving of virtual annual general meeting (“ AGM ”) as compared to physical AGM?	<p>Ms. Chanelle Tan replied that the cost for conducting the Meeting virtually was higher than a physical AGM. Management decided to conduct the Meeting virtually after taking into consideration the safety of all stakeholders of the Company.</p>
	(iv) Will the Company consider to provide door gifts i.e. e-voucher or e-wallet to the shareholders who participate at the Meeting today?	<p>Ms. Chanelle Tan was pleased to inform that the Board of Directors had decided to provide e-vouchers to the shareholders who participated at the AGM today. The e-vouchers will be sent via email and it can be used to purchase the Company’s products via its e-commerce platforms.</p>
8.	(i) What are the new growth areas for the Group amidst Covid-19?	<p>Ms. Chanelle Tan responded that the Group will continue to stay focus and grow the core business i.e. lighting and transformer.</p>
	(ii) How much are the revenue and profit expected to be contributed by the new subsidiary, Kare For U Sdn. Bhd. (“ KARE ”) for the year 2022?	<p>Ms. Chanelle Tan informed that Management anticipated that KARE will be able to contribute revenue of approximately RM2.0 million to RM5.0 million to the Group for the financial year 2022.</p>

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No.	Questions	Reply
9.	(i) What is the Company's strategy for the second half of the financial year ending 30 June 2022 (" FY2022 ") and the financial year ending 30 June 2023 (" FY2023 ")?	Mr. Lo replied that Management will enhance the sales of the Group for the second half of FY2022.
	(ii) What is the Group's key performance indicator (" KPI ") for FY2022 and FY2023?	Mr. Lo responded that the KPI of the Group for FY2022 and FY2023 was to achieve the similar results of the financial year ended 30 June 2021 under the challenging economic environment due to the Covid-19 pandemic.
	(iii) What is the Group's Capital Expenditure (" CAPEX ") investment for FY2022 and FY2023?	Mr. Lo informed that the Group's CAPEX for investment is ranging from RM20.0 million to RM40.0 million for FY2022.
	(iv) Any event that lead to the drop of the Company's share price from RM1.16 to lower than RM0.80?	Mr. Lo informed that Management was not aware of any reason or event that lead to the decrease of share price as it depends on the demand and supply of the securities market.
10.	(i) Are there retail customers for ILCS?	Dato' Tan explained that the Group's business in Malaysia was highly dependent on the dealers. The Group will undertake the specs work for local government and municipal council. They will make inquiries of the product via the dealer upon the acceptance of the Group's specs. Dato' Tan informed that most of the customers of the Group for ILCS were retail customers.
	(ii) Is the decrease of the Group's gross profit (" GP ") margin to below 20% resulted from the Group's product mix?	Dato' Tan clarified that the GP margin of the Group was stood at 30% as of to-date.

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No.	Questions	Reply
	(iii) Which product commands the highest margin?	Dato' Tan highlighted that the core business of the Group was lighting and transformer and both contribute at average profit margin of 30%.
	(iv) What is the biggest component of manufactured products? Is the Company able to control the cost of the components?	The biggest component of the Group's raw materials were steel-related products such as silicon steel and aluminum die-casting. The cost of raw materials was well-controlled by the Management as of to-date.
11.	(i) Is it a common practice for the Group's trade receivables to be 30% of the sales?	Mr. Lo answered that it was a common practice for the Group as the sales collection was slower during the current difficult period. However, the collection of trade receivables were still within Management's control as the Group is still able to receive collections from most of its customers.
	(ii) Is it a common practice for a credit term of more than 180 days in the industry?	Mr. Lo clarified that the Group's credit term was around 120 days to 150 days.
	(iii) What gets the Group excited about the future and which areas will the Group focus on in the next three (3) to five (5) years?	Mr. Lo replied that Management will continue to focus on promoting the Group's product and enhancing the brand name of the Group in the next three (3) to five (5) years.

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No.	Questions	Reply
12.	Will ILCS expands to other states?	<p>Dato' Tan introduced that ILCS was an in-house trademark of the Group and innovation certified by various authorities such as "<i>buatan Malaysia</i>" and <i>MyHijau</i> from the local government as well as the approval from Malaysian Communications and Multimedia Commission (MCMC).</p> <p>Besides the project in Johor Bahru, the Group also succeeded to expand the ILCS segment to other states i.e. Selangor, Ipoh @ Perak, Pulau Langkawi @ Kedah, Perlis and Bentong @ Pahang.</p> <p>Management foresees that the ILCS project will grow in the future as it is in line with the smart city and green city programme launched by Government. Management also believes that ILCS will benefit from the programme and will contribute to the growth of the Group.</p>
13.	What is the amount incurred for the incorporation of KARE? Is KARE a dormant company? What is Management's expectation on the incorporation of KARE?	<p>The Company has diversified its business into the personal protective equipment ("PPE") segment by subscribing 60% of total issued share capital in KARE which amounted to RM60,000/-.</p> <p>KARE is not a dormant company. It is primarily involved in PPE segment whereby KARE is the sole distributor of Korean PPE brand in Malaysia on the hot selling products, namely Dr. K Shield disinfection stick.</p> <p>Management will expand more PPE products in the future as KARE aims to take care people's safety and health as well as to ensure the effectiveness of products.</p>
14.	Which state government has been pursuing by the Group for ILCS products?	<p>Dato' Tan responded that the Group had successfully engaged the ILCS products with state governments such as Melaka, Selangor, Pahang, Kedah, Perlis and Perak.</p> <p>The Group planned to export the ILCS products to neighbouring countries i.e. Singapore, Vietnam and Indonesia and etc. in the future.</p>

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The Meeting noted that all the substantial questions from shareholders or proxies had been dealt with and those questions that were not being answered would be responded to by the Company via email after the Meeting.

The Meeting then proceeded to the poll voting session.

10.0 POLLING PROCESS

Datuk Chairman highlighted to the shareholders and proxies that in order to facilitate the voting of shareholders and proxies who have yet to cast their votes, the Company allocated another 5 minutes for the conduct of online voting.

The pre-recorded video clip on the steps of the online voting process was played again.

After 5 minutes, Datuk Chairman declared the voting session closed and informed that the Meeting was adjourned for 20 minutes for the Independent Scrutineer to verify the results of the poll.

11.0 ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed at 12:19 noon and Datuk Chairman announced the polling results as follows:-

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Resolutions	Voted in Favour		Voted Against		Results
	No. of Shares	%	No. of Shares	%	
<p>Ordinary Resolution 1</p> <p>Payment of Directors' fees amounting to RM260,000/- for the financial year ending 30 June 2022 payable monthly in arrears after each month of completed service of the Directors during the subject financial year.</p>	129,687,641	99.9623	48,940	0.0377	Carried
<p>Ordinary Resolution 2</p> <p>Approval of an amount up to RM15,000/- as benefits payable to Non-Executive Directors of the Company for the period from 8 December 2021 to the Eighteenth Annual General Meeting of the Company in year 2022 pursuant to Section 230(1)(b) of the Companies Act 2016.</p>	129,689,837	99.9623	48,944	0.0377	Carried
<p>Ordinary Resolution 3</p> <p>To re-elect Ms. Tan Chung Ling who is retiring in accordance with Clause 90 of the Company's Constitution and being eligible, has offered herself for re-election.</p>	109,373,191	83.5689	21,504,710	16.4311	Carried
<p>Ordinary Resolution 4</p> <p>To re-elect YBhg. Dato' Tan Wei Neng who is retiring in accordance with Clause 90 of the Company's Constitution and being eligible, has offered himself for re-election.</p>	109,437,973	83.5770	21,504,708	16.4230	Carried

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Resolutions	Voted in Favour		Voted Against		Results
	No. of Shares	%	No. of Shares	%	
<p><u>Ordinary Resolution 5</u></p> <p>To re-elect YBhg. Datuk Ir. Kamarudin Bin Md Derom, who is retiring in accordance with Clause 98 of the Company's Constitution and being eligible, had offered himself for re-election.</p>	130,994,239	99.9722	36,442	0.0278	Carried
<p><u>Ordinary Resolution 6</u></p> <p>To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.</p>	130,997,643	99.9731	35,238	0.0269	Carried
<p><u>Ordinary Resolution 7</u></p> <p>Authority to issue shares pursuant to the Companies Act 2016.</p>	130,994,237	99.9705	38,644	0.0295	Carried
<p><u>Ordinary Resolution 8</u></p> <p>Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.</p>	131,025,467	99.9943	7,414	0.0057	Carried
<p><u>Ordinary Resolution 9</u></p> <p>Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature.</p>	131,023,267	99.9927	9,614	0.0073	Carried

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Resolutions	Voted in Favour		Voted Against		Results
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 10 Proposed Renewal of Share Buy-Back Authority.	131,016,971	99.9879	15,910	0.0121	Carried
Ordinary Resolution 11 Proposed Renewal of Authority for the Company to allot and issue new ordinary shares in the Company (" STC Shares "), for the purpose of the Dividend Reinvestment Scheme (" DRS ") that provides the shareholders of the Company with the option to elect to reinvest their cash dividends in new STC Shares.	131,021,971	99.9917	10,910	0.0083	Carried

Based on the results of the poll voting, Datuk Chairman declared the following resolutions were duly passed:-

1.0 ORDINARY RESOLUTION 1

- PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM260,000/- FOR THE FINANCIAL YEAR ENDING 30 JUNE 2022 PAYABLE MONTHLY IN ARREARS AFTER EACH MONTH OF COMPLETED SERVICE OF THE DIRECTORS DURING THE SUBJECT FINANCIAL YEAR**

"That the payment of Directors' fees amounting to RM260,000/- for the financial year ending 30 June 2022 payable monthly in arrears after each month of completed service of the Directors during the subject financial year, be and is hereby approved."

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2.0 ORDINARY RESOLUTION 2

- **PAYMENT OF AN AMOUNT UP TO RM15,000/- AS BENEFITS PAYABLE TO NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR THE PERIOD FROM 8 DECEMBER 2021 TO EIGHTEENTH ANNUAL GENERAL MEETING OF THE COMPANY IN YEAR 2022 PURSUANT TO SECTION 230(1)(b) OF THE COMPANIES ACT 2016**

"That the payment of Directors' fees amounting to RM15,000/- as benefits payable to Non-Executive Directors of the Company for the period from 8 December 2021 to Eighteenth Annual General Meeting of the Company in year 2022 pursuant to Section 230(1)(b) of the Companies Act 2016, be and is hereby approved."

3.0 ORDINARY RESOLUTION 3

- **RE-ELECTION OF MS. TAN CHUNG LING WHO IS RETIRING IN ACCORDANCE WITH CLAUSE 90 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HERSELF FOR RE-ELECTION**

"That Ms. Tan Chung Ling who is retiring in accordance with Clause 90 of the Company's Constitution and being eligible, has offered herself for re-election, be and is hereby re-elected as a Director of the Company."

4.0 ORDINARY RESOLUTION 4

- **RE-ELECTION OF YBHG. DATO' TAN WEI NENG WHO IS RETIRING IN ACCORDANCE WITH CLAUSE 90 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**

"That YBhg. Dato' Tan Wei Neng who is retiring in accordance with Clause 90 of the Company's Constitution and being eligible, has offered herself for re-election, be and is hereby re-elected as a Director of the Company."

5.0 ORDINARY RESOLUTION 5

- **RE-ELECTION OF YBHG. DATUK IR. KAMARUDIN BIN MD DEROM, A DIRECTOR WHO IS RETIRING IN ACCORDANCE WITH CLAUSE 98 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**

"That YBhg. Datuk Ir. Kamarudin Bin Md Derom, a Director who is retiring in accordance with Clause 98 of the Company's Constitution and being eligible, has offered himself for re-election, be and is hereby re-elected as a Director of the Company."

6.0 ORDINARY RESOLUTION 6

- **RE-APPOINTMENT OF MESSRS. CROWE MALAYSIA PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

"That the retiring Auditors, Messrs. Crowe Malaysia PLT be hereby re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting and that authority be given to the Directors to fix their remuneration."

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7.0 ORDINARY RESOLUTION 7

- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

"THAT subject always to the Companies Act 2016 ("**the Act**"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") and any other relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby authorised and empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time, at such price, to such persons 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 (excluding treasury shares) for the time being; **AND THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company;

AND THAT the Directors of the Company, whether solely or jointly, be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Malaysia Securities; **AND** be hereby authorised to do all such acts and things including executing all relevant documents as he/they may consider expedient or necessary to complete and give full effect to the abovesaid mandate."

8.0 ORDINARY RESOLUTION 8

- PROPOSED RENEWAL OF EXISTING SHAREHOLDER'S MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT, subject always to the Companies Act 2016 ("**the Act**"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("**STC Group**") to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of STC Group ("**Related Parties**") as described in the Circular/Statement to Shareholders dated 29 October 2021 ("**Recurrent RPTs**") provided that such transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment to the minority shareholders of the Company,

("RRPT Mandate").

AND THAT such approval shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed; or

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- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340 of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by shareholders in a general meeting;

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

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 to give full effect to the RRPT Mandate."

9.0 ORDINARY RESOLUTION 9

- PROPOSED NEW SHAREHOLDER'S MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT, subject always to the Companies Act 2016 ("**the Act**"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("**STC Group**") to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of STC Group ("**Related Parties**") as described in the Circular/Statement to Shareholders dated 29 October 2021 ("**Recurrent RPTs**") provided that such transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment to the minority shareholders of the Company,

("New RRPT Mandate").

AND THAT such approval shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340 of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by shareholders in a general meeting;

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

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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 to give full effect to the New RRPT Mandate."

10.0 ORDINARY RESOLUTION 10
- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

"THAT, subject always to the Companies Act 2016 ("**the Act**"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities, upon such terms and conditions as the Directors in their discretion deem fit and expedient in the best interest of the Company, provided that: -

- (i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as at the point of purchase(s); and
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares so purchased in their absolute discretion in the following manner: -

- (i) cancel all the shares so purchased; and/or
- (ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Malaysia Securities; and/or
- (iii) retain part thereof as treasury shares and cancel the remainder; and/or

in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Malaysia Securities and any other relevant authority for the time being in force.

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

- (a) the conclusion of the next AGM of the Company following this AGM at which such resolution was passed, at which time the authority will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

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whichever occurs first.

AND FURTHER THAT the Directors of the Company be authorised to do all acts, deeds and things and to take all such steps as they may deem fit, appropriate, expedient or necessary in the best interest of the Company to give full effect to the proposed renewal of share buy-back authority with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the interest of the Company."

11.0 ORDINARY RESOLUTION 11

- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO ALLOT AND ISSUE NEW ORDINARY SHARES IN THE COMPANY ("STC SHARES"), FOR THE PURPOSE OF THE DIVIDEND REINVESTMENT SCHEME ("DRS") THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDENDS IN NEW STC SHARES ("PROPOSED RENEWAL OF DRS AUTHORITY")

"THAT pursuant to the DRS as approved by the shareholders at the Extraordinary General Meeting of the Company held on 21 November 2016 and subject to the approval of the relevant regulatory authorities (if any), approval be and is hereby given to the Directors to allot and issue such number of new STC Shares from time to time as may be required to be allotted and issued pursuant to the DRS until the conclusion of the next AGM upon such terms and conditions as stated in the Circular to Shareholders dated 4 November 2016, **PROVIDED THAT** the issue price of the said new STC Shares shall be fixed by the Directors at a discount of not more than ten per centum (10%) to the five (5)-day volume weighted average market price ("**VWAMP**") of STC Shares immediately preceding the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price;

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

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CLOSURE

There being no other notice received for any other business, Datuk Chairman concluded the Meeting at 12:20 noon and thanked all for their participation at the virtual 17th AGM.

Dated: 7 December 2021