



(Company No. 380100-D)  
(Incorporated in Malaysia)

**SUMMARY RECORD OF THE PROCEEDINGS OF THE TWENTY-FIRST ANNUAL GENERAL MEETING IN ACCORDANCE WITH PARAGRAPH 9.21(2) OF BURSA MALAYSIA MAIN MARKET LISTING REQUIREMENTS**

**VENUE:** DANGA BAY CONVENTION CENTRE, LOT PTB21350,  
BATU 3 ½ JALAN SKUDAI, 80200 JOHOR BAHRU,  
JOHOR DARUL TAKZIM

**DATE:** THURSDAY, 15 JUNE 2017

**TIME:** 11.00 A.M.

**CHAIRMAN:** MR. BERNARD HILARY LAWRENCE

**DIRECTORS PRESENT:** DATUK AHMAD ZAKI BIN ZAHID  
MR. LIM CHEN HERNG  
MR. LEE HUN KHENG  
MR. AVINDERJIT SINGH A/L HARJIT SINGH  
MR. LIM FOO SENG  
EN. MOHD SALLEH BIN OTHMAN  
MR. LEE WAI KUEN

**ABSENT WITH APOLOGIES:** DYAM TUNKU ISMAIL IBNI SULTAN IBRAHIM

**MEMBERS PRESENT:** AS PER ATTENDANCE LIST

**IN ATTENDANCES:** MS. LIM AIK YONG (THE SECRETARY)  
MR. LIM THIAM WAH

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**1.0 CALLING OF MEETING TO ORDER**

1.1 Mr. Bernard Hilary Lawrence took the chair, welcomed the shareholders and called the meeting to order. He informed the meeting that he has been unanimously chosen by the Directors present to chair the meeting, in view that the Chairman, DYAM Tunku Ismail Ibni Sultan Ibrahim was not present. He reported that the Chairman extended his apologies for not being able to be present with them as he has other urgent matter to attend to.

**2.0 QUORUM OF MEETING**

2.1 The Company Secretary confirmed that the required quorum to convene the Meeting in accordance with Article 63 of the Company's Articles of Association was present.

**3.0 PROXIES**

3.1 The Secretary reported Sixty Five Million Six Hundred Sixty Seven Five Hundred Forty Four (65,667,544) shares representing 65.9% of the total shareholding of the Company in proxies have been received.

#### **4.0 NOTICE OF MEETING**

- 4.1 The Secretary reported that the notice of the meeting has been duly and properly dispatched to the shareholders on 28 April 2017. The meeting agreed that the Notice be taken as read.

#### **5.0 ADMINISTRATIVE ISSUE**

- 5.1 The Chairman informed the meeting that the voting on all the proposed resolutions tabled in this Meeting will be carried out via poll. He added that the Company's Share Registrar, Insurban Corporate Services Sdn Bhd will be the Poll Administrator who will conduct the polling process and the results will be verified by Messrs. Leou Associates PLT, an Independent Scrutineer. The Chairman explained the polling process to the members.

#### **6.0 AUDITED FINANCIAL STATEMENTS**

- 6.1 The Chairman reported that the Company has laid the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and the Auditors thereon which are tabled for discussion.

The Chairman explained that the Financial Statements are meant for discussion only and shareholders' approval are not required, hence, the Financial Statements will not be put to vote.

There being no question from the floor, the Chairman proceeded with the second item on the agenda.

#### **7.0 RESOLUTIONS 1, 2 AND 3 RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH ARTICLE 82 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

- 7.1 The Chairman tabled the motions to re-elect Directors who retire by rotation pursuant to Article 82 of the Company's Articles of Association namely DYAM Tunku Ismail Ibni Sultan Ibrahim, Mr. Lee Wai Kuen and Mr. Lim Foo Seng. The retiring directors, being eligible, offered themselves for re-election.

Ms. Phang Heen Hwa proposed the motion and Ms. Lai Wah Fong seconded the proposal.

#### **8.0 RESOLUTION 4 PAYMENT OF DIRECTORS' FEES**

- 8.1 The Chairman continued and tabled the proposed payment of Directors' Fees in the third item in the agenda of RM180,055.00 in respect of the financial year ended 31 December 2016.

Cik Suzana binti Jajuli proposed the motion and Mr. Quah Kok Choong seconded the proposal.

**9.0 RESOLUTION 5  
PAYMENT OF DIRECTORS' BENEFITS**

- 9.1 The Chairman proceeded with the fourth item on the agenda which is to approve the payment of Directors' Benefits of up to an amount of RM200,000.00 from 1 January 2017 until the next Annual General meeting of the Company.

Ms. Prema A/P Narayanan proposed the motion and Ms. Yak Sek Hong seconded the proposal.

**10.0 RESOLUTION 6  
RE-APPOINTMENT OF AUDITORS**

- 10.1 The Chairman reported that the fifth item in the agenda is the re-appointment of Messrs. KPMG PLT as Auditors of the Company for the financial year ending 31 December 2017 and to authorise the Directors to fix their remuneration.

Ms. Jong Chui Ling proposed the motion and En. Kamal Affindi Bin Baharuddin seconded the proposal

**11.0 RESOLUTION 7  
AUTHORITY PURSUANT TO SECTIONS 75 AND 76 OF COMPANIES ACT, 2016**

- 11.1 The Chairman reported that the first item in the Special Business is to seek the shareholders' approval on the Authority pursuant to Sections 75 and 76 of the Companies Act, 2016. The proposed resolution read as follows:

"THAT subject always to the Companies Act, 2016, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to issue shares in the Company, from time to time 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 does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.

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

Ms. Phang Heen Hwa proposed the motion and Cik Suzana binti Jajuli seconded the proposal.

Before proceeding with the next item on the agenda, the Chairman announced that the following interested directors and major shareholders namely, Mr. Lim Chen Heng, Mr. Lee Hun Kheng, Tan Sri Dato' Lim Kang Hoo, Aman Setegap Sdn Bhd, Kinston Park Sdn Bhd, Dato' Lim Kang Swee and persons connected with them shall abstain from voting on the following proposed ordinary resolution:-

**12.0 RESOLUTION 8  
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT  
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

12.1 The Chairman reported that the second item in the Special Business is to seek the shareholders' approval on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or trading nature. The resolution read as follows:

"THAT authority be and is hereby given pursuant to paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as stated in section 3.3 of the Circular to Shareholders dated 28 April 2017 with the related parties listed in section 3.2 of the Circular which are necessary for the day-to-day operations, in the ordinary course of business, made on at arm's length basis and on normal commercial terms which are not more favorable than those normally available to the public and are not to the detriment of the minority shareholders;

AND THAT the authority conferred by this Mandate shall commence immediately upon the passing of this resolution and is subject to annual renewal. In this respect the authority shall only continue to be in force until:-

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

whichever is the earlier".

En. Kamal Affindi Bin Baharuddin proposed the motion and Mr. Quah Kook Chong seconded the proposal.

**13.0 ANY OTHER MATTER**

13.1 The Secretary reported that there was no other ordinary business to be transacted at this meeting.

The Chairman informed the members to cast their votes, fold the voting slip and drop them to the ballot box.

After 10 minutes, the Chairman reminded the members who have yet cast their votes to do so and when no member responded, he declared the voting closed and authorized the Poll Administrator and Official Scrutineer to count and verify the votes.

The Chairman invited the members for some refreshment while the Poll Administrator and Official Scrutineer count and verify the votes.

#### 14.0 ANNOUNCEMENT OF POLL RESULTS

- 14.1 At 11.45 a.m. the Chairman called the meeting to order and announce the poll results which is summarized as follows:

Resolutions	FOR		AGAINST	
	No of Shares	%	No of Shares	%
<b>Resolution 1</b> Re-election of DYAM Tunku Ismail Ibni Sultan Ibrahim	67,693,244	100	0	0
<b>Resolution 2</b> Re-election of Mr. Lee Wai Kuen	67,693,244	100	0	0
<b>Resolution 3</b> Re-election of Mr. Lim Foo Seng	67,693,244	100	0	0
<b>Resolution 4</b> Approval of the payment of Directors' fees	67,693,244	100	0	0
<b>Resolution 5</b> Approval of the payment of Directors' Benefits	67,693,244	100	0	0
<b>Resolution 6</b> Re-appointment of Messrs. KPMG PLT as Auditors	67,693,244	100	0	0
<b>Resolution 7</b> Authority pursuant to Section 75 and 76 of the Companies Act, 2016	67,693,244	100	0	0
<b>Resolution 8</b> Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature	34,667,495	100	0	0

Based on the poll results announced, the Chairman declared all the resolutions tabled at the 21st AGM duly carried.

#### 15.0 CONCLUSION

- 15.1 There being no other business, the Chairman declared the meeting closed at 12.05 p.m.

Mr. Lee Wai Kuen proposed a vote of thanks to the Chair and Mr. Lim Foo Seng seconded the proposal.