

Encik Ahmad bin Ibrahim (“Encik Ahmad”), a shareholder, raised the following questions:-

- i) A breakdown of the composition of “Other Expenses” of RM7.107 million stated on page 74 of the 2016 Annual Report (the “AR”). He suggested that an explanatory note of the “Other Expenses” be disclosed in the AFS for the shareholders’ information although it was not required by the accounting standards; and
- ii) The reason why the Statement on Corporate Governance was made in accordance with the Malaysian Code on Corporate Governance 2012 instead of the newly launched Malaysian Code on Corporate Governance 2016.

Mr Neoh Jia En (“Mr Neoh”), a proxy holder, enquired on the following:-

- i) the Company’s current order book;
- ii) if the gross margin would increase this year; and
- iii) the current tender that the Company had participated.

With the permission of the shareholders, all questions pertaining to the AFS were addressed by the Management during the break while waiting for the polling process to be completed.

There being no more further questions raised by the shareholders, the Chairman moved to the next item on the Agenda.

4. RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH ARTICLE 96 OF THE COMPANY’S ARTICLES OF ASSOCIATION

The Chairman informed that the following three directors who retired by rotation in accordance with Article 96 of the Company’s Articles of Association were eligible for re-election. The retiring Directors who offered themselves for re-election under Resolutions 1, 2 and 3 respectively were as follows:-

- i) Dato’ Adi Azuan Bin Abdul Ghani
- ii) Dato’ Syed Saleh bin Syed Abdul Rahman
- iii) Tan Sri Dato’ Hashim bin Meon

The profiles of the Directors standing for re-election were provided on pages 6 and 7 of the Annual Report.

5. TO APPROVE THE DIRECTORS’ FEES AMOUNTING TO RM310,000.00 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2017

The Company had proposed a payment of Directors’ fees amounting to RM310,000.00 for the financial year ending 31 December 2017.

Encik Ahmad enquired on the directors’ fees paid in the previous year. Puan Karen Yap, the Chief Financial Officer, replied that the total Directors’ Fees for FYE2016 amounted to RM210,000 as reflected on pages 38 and 39 of the AR.

6. TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS FOR AN AMOUNT UP TO RM350,000 FROM 1 JANUARY 2017 UP TO THE NEXT AGM OF THE COMPANY

The Company had proposed a payment of Directors' benefit for an amount up to RM350,000.00 from 1 January 2017 up to the next AGM of the Company.

7. TO APPROVE THE PAYMENT OF ADDITIONAL INCREASE IN DIRECTORS' FEES AMOUNTING TO RM100,000 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

The Company had proposed a payment of additional increase in Directors' fees amounting to RM100,000.00 for financial year ended 31 December 2016.

8. RE-APPOINTMENT OF MESSRS KPMG DESA MEGAT PLT AS AUDITORS FOR THE ENSUING YEAR AND AUTHORITY FOR THE DIRECTORS TO FIX THEIR REMUNERATION

Messrs KPMG Desa Megat PLT who was retiring at the 24th AGM had given their consent to seek for re-appointment. It was noted that no other nominations had been received by the Company.

**9. ORDINARY RESOLUTION 1
- AUTHORITY TO ISSUE SHARES**

The next item on the agenda was to seek the shareholders' approval for the allotment of shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

**10. ORDINARY RESOLUTION 2
- PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING IN NATURE AND RENEWAL OF THE EXISTING GENERAL MANDATE FOR CONTRACTS WHICH ARE REVENUE IN NATURE**

This agenda was to seek the shareholders' approval for the renewal of the existing shareholders Mandate and Existing General Mandate for Recurrent Arrangements or Transactions of a Revenue or Trading Nature from time to time with the Related Party(ies) as specified in Section 2.1.2 of the Circular dated 28 April 2017.

**11. ORDINARY RESOLUTION 3
- RETENTION OF ENCIK MOHAMED RIDZA BIN MOHAMED ABDULLA AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY**

The Chairman informed that the last item of the agenda was to seek shareholders' approval for the retention of Encik Mohamed Ridza Bin Mohamed Abdulla who has served for a cumulative term of more than nine (9) years as the Independent Non-Executive Director of the Company.

On the invitation of the Chairman, Encik Abdul Halim bin Jantan, who is a member of the Nominating Committee stated on behalf of the Board that the Nominating Committee and the Board had assessed Encik Ridza's independency and recommended that he be retained as an Independent Non-Executive Director.

12. POLLING PROCESS

The Chairman invited Puan Ros Sakila from Tricor Investor & Issuing House Services Sdn Bhd to explain procedures for the conduct of the poll. The poll commenced at 10.35 a.m.

While waiting for the poll results, Puan Karen Yap was invited to reply to the queries raised by the shareholders on the AFS earlier.

In response to Encik Ahmad's queries, Puan Karen Yap replied as follows:-

- i) "Other Expenses" of RM7.107 million stated on page 74 of the AR comprised mainly of provisions, allowances and expenses, details of which were disclosed on page 115 of the AR.
- ii) Management took note of the suggestion for the inclusion of an explanatory note of the "Other Expenses" in the AFS.
- iii) The AR was finalized for printing prior to the launch of the new Malaysian Code on Corporate Governance 2016 (MCCG 2016) on 26 April 2017. The Statement on Corporate Governance for inclusion of the next year's AR would be prepared based on the requirements of MCCG 2016, where applicable.

Next, Encik Shukor was invited to reply to the queries raised by Mr Neoh:-

- i) The Company's opening order book for 2017 was lower compared to the previous year. The Company will strive to build the order book to maintain the momentum to increase revenue.
- ii) There is no significant change in the gross margin due to the challenging and competitive operating environment. Amid the challenges, the Company would strive to maintain the profitability for FYE2017.
- iii) Tenders would only be submitted for projects which the Management was optimistic to secure.

13. ANNOUNCEMENT OF POLL RESULTS

After all questions have been satisfactorily answered, the Chairman invited Madam Irene Chew, the Secretary, to read out the poll results to the shareholders and proxies present.

13.1 Re-election of Dato' Adi Azuan Bin Abdul Ghani as director pursuant to Article 96 of the Company's Articles of Association

The poll result in respect of Resolution 1 was recorded as follows:-

Resolution 1		
	No. of shares	%
Votes in favour	74,270,360	100
Votes against	-	-

As 74,270,360 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 1 duly passed:-

"THAT Dato' Adi Azuan Bin Abdul Ghani retiring pursuant to Article 96 of the Company's Articles of Association, and being eligible be hereby re-elected as Director of the Company."

13.2 Re-election of Dato’ Syed Saleh bin Syed Abdul Rahman as director pursuant to Article 96 of the Company’s Articles of Association

The poll result in respect of Resolution 2 was recorded as follows:-

Resolution 2		
	No. of shares	%
Votes in favour	74,270,360	100
Votes against	-	-

As 74,270,360 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 2 duly passed:-

“THAT Dato’ Syed Saleh bin Syed Abdul Rahman retiring pursuant to Article 96 of the Company’s Articles of Association, and being eligible be hereby re-elected as Director of the Company.”

13.3 Re-election of Tan Sri Dato’ Hashim bin Meon as director pursuant to Article 96 of the Company’s Articles of Association

The poll result in respect of Resolution 3 was recorded as follows:-

Resolution 3		
	No. of shares	%
Votes in favour	74,270,360	100
Votes against	-	-

As 74,270,360 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 3 duly passed:-

“THAT Tan Sri Dato’ Hashim bin Meon retiring pursuant to Article 96 of the Company’s Articles of Association, and being eligible be hereby re-elected as Director of the Company.”

13.4 Payment of Directors’ fees

The poll result in respect of Resolution 4 was recorded as follows:-

Resolution 4		
	No. of shares	%
Votes in favour	74,269,985	99.999
Votes against	375	0.001

As 74,269,985 shares representing 99.999% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 4 duly passed:-

“THAT the payment of Directors’ fees of RM310,000.00 for the financial year ending 31 December 2017 be hereby approved.”

13.5 Payment of Directors' benefits

The poll result in respect of Resolution 5 was recorded as follows:-

Resolution 5		
	No. of shares	%
Votes in favour	74,269,985	99.999
Votes against	375	0.001

As 74,269,985 shares representing 99.999% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 5 duly passed:-

“THAT the payment of Directors' benefits for an amount up to RM350,000.00 from 1 January 2017 up to the next AGM of the Company.”

13.6 Payment of additional increase in Directors' fees

The poll result in respect of Resolution 6 was recorded as follows:-

Resolution 6		
	No. of shares	%
Votes in favour	74,269,985	99.999
Votes against	375	0.001

As 74,269,985 shares representing 99.999% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 6 duly passed:-

“THAT the payment of additional increase in Directors' fees amounting to RM100,000.00 for the financial year ended 31 December 2016 be hereby approved.”

13.7 Re-appointment of Messrs KPMG Desa Megat PLT as auditors of the Company

The poll result in respect of Resolution 7 was recorded as follows:-

Resolution 7		
	No. of shares	%
Votes in favour	74,270,360	100
Votes against	-	-

As 74,270,360 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 7 duly passed:-

“THAT Messrs KPMG Desa Megat PLT be and is hereby re-appointed Auditors and that they are to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Directors.”

13.8 Authority to allot shares pursuant to Section 75 and 76 of the Companies Act, 2016

The poll result in respect of Resolution 8 was recorded as follows:-

Resolution 8		
	No. of shares	%
Votes in favour	74,270,360	100
Votes against	-	-

As 74,270,360 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 8 duly passed:-

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any 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 issued pursuant to this resolution does not exceed ten per centum of the 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 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 in accordance with Section 76 of the Companies Act, 2016.”

13.9 Proposed Renewal of the Existing Shareholders’ Mandate and New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading in Nature and Renewal of the Existing General Mandate for Contracts Which are Revenue in Nature

The poll result in respect of Resolution 9 was recorded as follows:-

Resolution 9		
	No. of shares	%
Votes in favour	590,710	100
Votes against	-	-

As 590,710 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 9 duly passed:-

“THAT subject to the Companies Act, 2016 (“Act”), the provision of the Company’s Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Renewal of the Existing Shareholders’ Mandate and Existing General Mandate for the Company to enter into and give effect to the category of the recurrent arrangements or transactions of a revenue or trading nature from time to time with the Related Party(ies) as specified in Section 2.1.2 of the Circular to Shareholders dated 28 April 2017, provided that such transactions are : -

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

(the “Mandate”);

THAT the Mandate given by the shareholders of the Company shall only continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposal is passed, at which time such Mandate will lapse, unless by a resolution passed at the meeting, the authority for the Proposal is renewed;
- (ii) the expiration of the period, within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall 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.

AND THAT the Directors of the Company be authorized to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the Mandate”.

13.10 Retention of Encik Mohamed Ridza bin Mohamed Abdulla as an Independent Non-Executive Director of the Company

The poll result in respect of Resolution 10 was recorded as follows:-

Resolution 10		
	No. of shares	%
Votes in favour	74,270,360	100
Votes against	-	-

As 74,270,360 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 10 duly passed:-

“THAT approval be and is hereby given to Encik Mohamed Ridza Bin Mohamed Abdulla, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012.”

14. CLOSURE

There being no other business for which due notice had been given, the Meeting was declared closed at 11.05 a.m. with a vote of thanks to the Chair.

Confirmed as a true and correct record: -

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CHAIRMAN

Dated this