

4. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

The Audited Financial Statements for the financial year ended 31 December 2017 and the Reports of the Directors and Auditors having been circulated to all the Members within the prescribed period was taken as read.

The Chairman thereafter invited questions from the floor.

There being no questions raised by the shareholders, the Audited Financial Statements for the year ended 31 December 2017 were received.

5. RE-ELECTION OF ENCIK ABDUL HALIM BIN JANTAN WHO RETIRES BY ROTATION PURSUANT TO ARTICLE 96 OF THE COMPANY'S ARTICLES OF ASSOCIATION

In accordance with Article 96 of the Company's Articles of Association, Encik Abdul Halim Bin Jantan was due to retire and being eligible, has offered himself for re-election.

Resolution 1 was duly proposed by Encik Othman bin Omar and seconded by Encik Md Radzi bin Din.

6. RE-ELECTION OF DATO' RICHARD GEORGE AZLAN BIN ABAS WHO RETIRES BY ROTATION PURSUANT TO ARTICLE 96 OF THE COMPANY'S ARTICLES OF ASSOCIATION

In accordance with Article 96 of the Company's Articles of Association, Dato' Richard George Azlan Bin Abas was due to retire and being eligible, has offered himself for re-election.

Resolution 2 was duly proposed by Mr Liew Chee Meng and seconded by Encik Othman bin Omar.

7. RE-ELECTION OF DATO' ISKANDAR MIZAL BIN MAHMOOD WHO RETIRES BY ROTATION PURSUANT TO ARTICLE 102 OF THE COMPANY'S ARTICLES OF ASSOCIATION

As the next item on the agenda involves the re-election of the Chairman as a Director, the Chairman handed the Chair to Encik Shukor.

Encik Shukor duly thanked the Chairman and tabled the resolution on re-election of Dato' Iskandar Mizal bin Mahmood who retires in accordance with Article 102 of the Company's Articles of Association and being eligible, has offered himself for re-election.

Resolution 3 was duly proposed by Encik Othman bin Omar and seconded by Encik Suffian bin Bakri.

Encik Shukor handed the Chair back to the Chairman.

8. PAYMENT OF DIRECTORS' FEES FOR AN AMOUNT UP TO RM260,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2018

The Company had proposed a payment of Directors' fees for an amount up to RM260,000.00 for the financial year ending 31 December 2018.

Resolution 4 was duly proposed by Mr Liew Chee Meng and seconded by Mr Tan Seong Soon.

9. PAYMENT OF DIRECTORS' BENEFITS FOR AN AMOUNT UP TO RM228,000 FROM 1 JUNE 2018 UNTIL THE NEXT AGM OF THE COMPANY

The Company had proposed a payment of Directors' benefit for an amount up to RM228,000 from 1 June 2018 until the next AGM of the Company.

Resolution 5 was duly proposed by Encik Mohd Ariff bin Sulaiman and seconded by Encik Othman bin Omar.

10. RE-APPOINTMENT OF MESSRS KPMG DESA MEGAT PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Messrs KPMG Desa Megat PLT who was retiring at the 25th AGM had given their consent to seek for re-appointment. It was noted that no other nomination had been received by the Company.

Resolution 6 was duly proposed by Mr Liew Chee Meng and seconded by Mr Tan Seong Soon.

**11. 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.

Resolution 7 was duly proposed by Mr Tan Seong Soon and seconded by Encik Suffian bin Bakri.

**12. 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 27 April 2018.

Resolution 8 was duly proposed by Encik Othman bin Omar and seconded by Mr Liew Chee Meng.

13. 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 Nomination Committee stated on behalf of the Board that the Nomination Committee and the Board had assessed Encik Ridza's independency and recommended that he be retained as an Independent Non-Executive Director.

Resolution 9 was duly proposed by Mr Liew Chee Meng and seconded by Mohd Zuhaimi bin Sulong.

14. POLLING PROCESS

Upon the invitation of the Chairman, Puan Suzana Abdul Rahim, the Poll Administrator explained the procedures for the conduct of a E-Polling at the AGM.

The Meeting was adjourned at 10.20 a.m. to facilitate the voting process.

15. ANNOUNCEMENT OF POLL RESULTS

The Chairman called the Meeting to order at 10.40 a.m. for the declaration of the poll results and invited Madam Irene Chew, the Secretary, to read out the poll results.

15.1 Re-election of Encik Abdul Halim Bin Jantan who retires by rotation 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 | 73,793,851 | 100 |
| Votes against | - | - |

As 73,793,851 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 1 duly passed:-

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

15.2 Re-election of Dato' Richard George Azlan Bin Abas who retires by rotation 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 | 73,793,851 | 100 |
| Votes against | - | - |

As 73,793,851 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' Richard George Azlan Bin Abas retiring pursuant to Article 96 of the Company's Articles of Association, and being eligible be hereby re-elected as Director of the Company.”

15.3 Re-election of Dato' Iskandar Mizal Bin Mahmood who retires by rotation pursuant to Article 102 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 | 73,793,851 | 100 |
| Votes against | - | - |

As 73,793,851 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 3 duly passed:-

“THAT Dato' Iskandar Mizal Bin Mahmood retiring pursuant to Article 102 of the Company's Articles of Association, and being eligible be hereby re-elected as Director of the Company.”

15.4 Payment of Directors' Fees

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

| Resolution 4 | | |
|------------------------|----------------------|----------|
| | No. of shares | % |
| Votes in favour | 73,793,851 | 100 |
| Votes against | - | - |

As 73,793,851 shares representing 100% 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 for an amount up to RM260,000 for the financial year ending 31 December 2018 be hereby approved.”

15.5 Payment of Directors' benefits

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

| Resolution 5 | | |
|------------------------|----------------------|----------|
| | No. of shares | % |
| Votes in favour | 73,793,851 | 100 |
| Votes against | - | - |

As 73,793,851 shares representing 100% 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 RM228,000 from 1 June 2018 until the next AGM of the Company be hereby approved.”

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

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

| Resolution 6 | | |
|------------------------|----------------------|----------|
| | No. of shares | % |
| Votes in favour | 73,793,851 | 100 |
| Votes against | - | - |

As 73,793,851 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 6 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.”

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

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

| Resolution 7 | | |
|------------------------|----------------------|----------|
| | No. of shares | % |
| Votes in favour | 73,793,851 | 100 |
| Votes against | - | - |

As 73,793,851 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 7 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.”

15.8 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 8 was recorded as follows:-

| Resolution 8 | | |
|------------------------|----------------------|----------|
| | No. of shares | % |
| Votes in favour | 114,201 | 100 |
| Votes against | - | - |

As 114,201 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 8 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 27 April 2018, 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.”

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

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

| Resolution 9 | | |
|------------------------|----------------------|----------|
| | No. of shares | % |
| Votes in favour | 73,793,851 | 100 |
| Votes against | - | - |

As 73,793,851 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 9 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.”

16. CLOSURE

There being no other business for which due notice had been given, the Meeting was declared closed at 10.45 a.m. with a vote of thanks to the Chair.

Confirmed as a true and correct record: -

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CHAIRMAN

Dated this