

TANCO HOLDINGS BERHAD (3326-K)
(Incorporated in Malaysia)

MINUTES OF THE FIFTY-NINTH ANNUAL GENERAL MEETING (“59th AGM”) OF THE COMPANY HELD AT POOLSIDE COVE, SUNWAY LAGOON CLUB, NO. 3, JALAN LAGOON TIMUR, BANDAR SUNWAY, 47500 SUBANG JAYA, SELANGOR DARUL EHSAN ON THURSDAY, 29 NOVEMBER 2018 AT 10.30 A.M.

Present:-

Dato’ Dr. Mohd Aminuddin bin Mohd Rouse	- Chairman of the Meeting, Independent Non-Executive Chairman
Mr. Andrew Tan Jun Suan	- Group Managing Director
Dato’ Tan Lee Sing	- Executive Director
Dato’ Dr. Mohd Noordin bin Haji Keling	- Independent Non-Executive Director
Mr. James Wong Kwong Yew	- Independent Non-Executive Director
Mr. Koay Ghee Teong	- Executive Director

In Attendance:-

Ms. Choi Siew Fun	- Company Secretary
-------------------	---------------------

By Invitation :

Ms. Chew Shen Hoay	- Group Financial Controller
Ms. Lum Sing Yee	- Finance Manager
Mr. Andy Lee Kong Weng	} Representing Messrs Baker Tilly Monteiro Heng (“External Auditors”)
Ms. Teh Ee Laine	
Ms. Khoo Pui Mun	

The list of Shareholders, Proxies and other Invitees who attended the Meeting are set out in the Attendance Sheets and shall form an integral part of this Minutes.

1. CHAIRMAN

Dato’ Dr. Mohd. Aminuddin bin Mohd. Rouse presided as Chairman of the Meeting (“Dato’ Chairman”). Dato’ Chairman welcomed all Shareholders, Proxies and Invitees to the Fifty-Ninth Annual General Meeting (“59th AGM” or “the Meeting”) of the Company.

Prior to proceed with the Meeting proper, Dato’ Chairman extended his deepest condolences on the passing of Datuk Seri Tan Jing Nam, the Founder of the Tanco Group as well as the Adviser and Non-Independent Non-Executive Director of the Company (“Datuk Seri”). Dato’ Chairman thereafter requested the Meeting to observe a minute of silent for the demised of Datuk Seri, and highlighted that the tribute to late Datuk Seri can be found in Pages 2 to 3 in the Annual Report 2018 of the Company.

2. QUORUM

With the requisite quorum being present pursuant to Article 59 of the Articles of Association of the Company, Dato' Chairman called the Meeting to order at 10.35 a.m.

Dato' Chairman introduced each and every member of the Board of Directors ("Board") as well as the Company Secretary who were in attendance.

3. NOTICE OF MEETING

The Notice convening the Meeting having been circulated earlier to all members of the Company within the prescribed period was taken as read.

4. PROXIES

As part of good governance, Dato' Chairman reported that the Company had received a total of 23 proxy forms from the Shareholders for a total of 349,839,823 ordinary shares, representing 52.11% of the total number of issued shares of the Company.

Dato' Chairman informed the Meeting that being a Shareholder and/or Proxy Holder, they have the rights to participate, speak and vote at this 59th AGM.

5. BRIEFING IN RESPECT OF VOTING BY WAY OF POLL

Dato' Chairman informed that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the proposed resolutions as set out in the Notice of the 59th AGM must be voted by way of poll.

Subsequently, Dato' Chairman demanded for poll voting on all the resolutions as set forth in the Agenda of the Notice of 59th AGM pursuant to Article 63(1) of the Company's Articles of Association.

Dato' Chairman further informed that the Company had appointed Boardroom Corporate Services (KL) Sdn. Bhd. ("Boardroom"), our share registrar as Polling Agent to conduct the poll voting and Messrs Quantegic Services Sdn. Bhd. ("Quantegic Services") as Independent Scrutineers to verify the poll results.

The polling process were conducted upon the deliberation of all items on the Agenda of the Meeting.

6. AUDITED FINANCIAL STATEMENTS AND REPORTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018

The audited financial statements of the Company for the financial year ended 30 June 2018 together with the Reports of the Directors and the Auditors thereon ("AFS 2018") were tabled for discussion.

Dato' Chairman informed that the AFS 2018 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the Shareholders for the Audited Financial Statements. Hence, the AFS 2018 was not put forward for voting.

Dato' Chairman then invited the Shareholders and Proxy Holders to raise any questions in relation to the AFS 2018.

As there was no question from the floor, Dato' Chairman then declared that the audited financial statements of the Company for the financial year ended 30 June 2018 together with the Reports of the Directors and the Auditors thereon be and is hereby received by the Shareholders and duly tabled at the 59th AGM.

Before proceed to the Ordinary Resolution 1, Dato' Chairman briefed the Meeting on the Company's past one (1) year projects developments, corporate exercises, financial performance & etc., the details of which can be found from pages 6 to 13 under the Management Discussion and Analysis in the Company's Annual Report 2018. He was thereon delighted to inform that the revenue for the financial year ended 30 June 2018 of the Group increased and achieved a profit before taxation of RM1.1 million from a loss-making position in the previous financial years.

**7. ORDINARY RESOLUTION 1
RE-ELECT DATO' TAN LEE SING AS DIRECTOR**

Dato' Chairman continued and informed that the Ordinary Resolution 1 is to re-elect Dato' Tan Lee Sing, the Director who is retiring by rotation in accordance with Article 101 of the Company's Articles of Association. Dato' Tan Lee Sing, being eligible, has offer herself for re-election.

The Ordinary Resolution 1 was duly proposed by Puan Afiqah binti Che Rafi and seconded by Puan Faizah binti Hashim.

As Dato' Chairman had requested for a poll in accordance with Article 63(1) of the Company's Articles of Association, the poll voting for Ordinary Resolution 1 would be conducted upon completion of the remaining business of the Meeting.

**8. ORDINARY RESOLUTION 2
RE-ELECT MR. KOAY GHEE TEONG AS DIRECTOR**

Dato' Chairman informed that the Ordinary Resolution 2 is to re-elect Mr. Koay Ghee Teong ("Mr. Koay"), the Director who is retiring by rotation in accordance with Article 101 of the Company's Articles of Association. Mr. Koay, being eligible, has offer himself for re-election.

The Ordinary Resolution 2 was duly proposed by Madam Rosaline Nath Nicholas and seconded by Cik Nur'ain Shahida binti Abu Hasan.

As Dato' Chairman had requested for a poll in accordance with Article 63(1) of the Company's Articles of Association, the poll voting for Ordinary Resolution 2 would be conducted upon completion of the remaining business of the Meeting.

**9. ORDINARY RESOLUTION 3
INCREASE OF DIRECTOR'S FEE PER MONTH RETROSPECTIVE FROM
2 JULY 2018 AND INCREASE OF PAYMENT OF DIRECTOR'S FEE
RETROSPECTIVE FROM 2 JULY 2018 UNTIL THE NEXT AGM OF THE
COMPANY TO BE HELD IN 2019 FOR THE NON-EXECUTIVE CHAIRMAN**

Dato' Chairman, Dato' Dr. Mohd. Aminuddin Bin Mohd. Rouse declared that he is an interested party under item no. 3 on the agenda to seek Shareholder's approval for the increase of Director's fee from RM2,000.00 to RM5,000.00 per month retrospective from 2 July 2018 and further to approve the increase payment of Director's fee of up to RM90,000.00 for the period retrospective from 2 July 2018 until the next AGM of the Company to be held in 2019 for the Non-Executive Chairman of the Company.

Being interested in the proposed Ordinary Resolution 3, Dato' Chairman handed over the chair to Mr. Koay to continue with resolution No. 3 on the agenda.

Mr. Koay then took over the chair and informed that the next item on the Agenda was to approve the increase of Director's fee and increase payment of Director's fee for Non-Executive Chairman of the Company.

The Ordinary Resolution 3 was duly proposed by Madam Shubashini A/P Veerasundar and seconded by Puan Afiqah binti Che Rafi.

As Dato' Chairman had requested for a poll in accordance with Article 63(1) of the Company's Articles of Association, the poll voting for Ordinary Resolution 3 would be conducted upon completion of the remaining business of the Meeting.

At this juncture, Mr. Koay handed back the chair to Dato' Chairman for the next agenda.

**10. ORDINARY RESOLUTION 4
INCREASE OF DIRECTORS' FEES PER MONTH FROM 30 NOVEMBER
2018 AND INCREASE OF PAYMENT OF DIRECTORS' FEES FOR THE
PERIOD FROM 30 NOVEMBER 2018 UNTIL THE NEXT AGM OF THE
COMPANY TO BE HELD IN 2019 FOR THE NON-EXECUTIVE
DIRECTORS**

Dato' Chairman proceeded to the Ordinary Resolution 4 on the increase of Directors' fees from RM2,000.00 to RM3,000.00 per month from 30 November 2018 and further to approve the increase payment of Directors' fees of up to RM78,000.00 for the period from 30 November 2018 until the next AGM of the Company to be held in 2019 for the Non-Executive Directors of the Company.

The Ordinary Resolution 4 was duly proposed by Madam Rosaline Nath Nicholas and seconded by Puan Faizah binti Hashim.

As Dato' Chairman had requested for a poll in accordance with Article 63(1) of the Company's Articles of Association, the poll voting for Ordinary Resolution 4 would be conducted upon completion of the remaining business of the Meeting.

**11. ORDINARY RESOLUTION 5
PAYMENT OF BENEFITS PAYABLE (EXCLUDING DIRECTORS' FEES)
FOR THE PERIOD FROM 30 NOVEMBER 2018 UNTIL THE NEXT AGM
OF THE COMPANY TO BE HELD IN 2019 FOR THE NON-EXECUTIVE
CHAIRMAN AND NON-EXECUTIVE DIRECTORS**

Dato' Chairman informed that the Ordinary Resolution 5 is to approve the payment of benefits payable (excluding Directors' fees) of up to RM80,600.00 for the period from 30 November 2018 until the next AGM of the Company to be held in 2019 for the Non-Executive Chairman and Non-Executive Directors of the Company.

The Ordinary Resolution 5 was duly proposed by Encik Syed Ahmad Firhan bin Shek Dinar Shah and seconded by Puan Afiqah binti Che Rafi.

As Dato' Chairman had requested for a poll in accordance with Article 63(1) of the Company's Articles of Association, the poll voting for Ordinary Resolution 5 would be conducted upon completion of the remaining business of the Meeting.

**12. ORDINARY RESOLUTION 6
RE-APPOINTMENT OF AUDITORS AND AUTHORISE THE DIRECTORS
TO FIX THEIR REMUNERATION**

Dato' Chairman informed that Ordinary Resolution 6 is to consider the re-appointment of Messrs. Baker Tilly Monteiro Heng as Auditors of the Company, to hold office until the conclusion of the next AGM of the Company and to authorize the Directors to fix their remuneration.

Dato' Chairman further informed that the retiring Auditors, Messrs. Baker Tilly Monteiro Heng have indicated their willingness to continue in office.

The Ordinary Resolution 6 was duly proposed by Puan Afiqah binti Che Rafi and seconded by Madam Rosaline Nath Nicholas.

As Dato' Chairman had requested for a poll in accordance with Article 63(1) of the Company's Articles of Association, the poll voting for Ordinary Resolution 6 would be conducted upon completion of the remaining business of the Meeting.

**13. AS SPECIAL BUSINESS:-
ORDINARY RESOLUTIONS
- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE
DIRECTORS**

**13.1 ORDINARY RESOLUTION 7
DATO' DR. MOHD. AMINUDDIN BIN MOHD. ROUSE**

Dato' Chairman, declared that he is an interested party under the Ordinary Resolution 7 which is to seek Shareholder's approval for himself, Dato' Dr. Mohd. Aminuddin bin Mohd. Rouse who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the

Company until the conclusion of the next AGM in accordance with the Malaysian Code on Corporate Governance 2017 (“MCCG”).

Dato’ Chairman informed the Meeting that his re-appointment to continue to act as an Independent Non-Executive Director of the Company is subject to approval from the Shareholders through Two (2) Tier voting process as described in the Guidance to Practice 4.2 of the MCCG.

Dato’ Chairman further informed that under the Two (2) Tier voting process, Shareholders’ votes will be cast in the manner as Tier One (1), only by Large Shareholder(s) of the Company votes. Whereas, Tier Two (2), Shareholders other than Large Shareholder(s) votes. The resolution is deemed successful if both Tier One (1) and Tier Two (2) votes support the resolution. However, the resolution is deemed to be defeated if the votes between the Two (2) Tiers differ or where Tier One (1) voter(s) abstained from voting.

Being interested in the proposed Ordinary Resolution 7, Dato’ Chairman handed over the chair to Mr. Koay again for tabling of this resolution.

Mr. Koay then took over the chair and informed that the Agenda No. 7(i) is to approve Dato’ Chairman, Dato’ Dr. Mohd. Aminuddin bin Mohd Rouse to continue in office as an Independent Non-Executive Director of the Company.

Mr. Koay informed that the Board had via the Nomination Committee assessed and deliberated, save for Dato’ Chairman, who is interested in this resolution had abstained from deliberation, agreed to recommend for the continuation of Dato’ Chairman as Independent Non-Executive Director subject to approval from the Shareholders through a Two (2) Tier voting process as described in the Guidance to Practice 4.2 of the MCCG.

The Ordinary Resolution 7 was duly proposed by Madam Rosaline Nath Nicholas and seconded by Miss Jenny Chong Mei Ling.

As Dato’ Chairman had requested for a poll in accordance with Article 63(1) of the Company’s Articles of Association, the poll voting for Ordinary Resolution 7 would be conducted upon completion of the remaining business of the Meeting.

Mr. Koay thereafter handed back the chair to Dato’ Chairman for the next agenda.

13.2 ORDINARY RESOLUTION 8 DATO’ DR. MOHD. NOORDIN BIN HAJI KELING

Dato’ Chairman informed that Ordinary Resolution 8 is to approve Dato’ Dr. Mohd. Noordin bin Haji Keling (“Dato’ Dr. Mohd. Noordin”) who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the MCCG.

Dato' Chairman further informed that the Board had via the Nomination Committee assessed and deliberated, save for Dato' Dr. Mohd. Noordin, who is interested in this resolution had abstained from deliberation, agreed to recommend for the continuation of Dato' Dr. Mohd. Noordin as Independent Non-Executive Director subject to approval from the Shareholders through a Two (2) Tier voting process as described in the Guidance to Practice 4.2 of the MCCG.

The Ordinary Resolution 8 was duly proposed by Mr. Christopher Tan Khoon Suan and seconded by Madam Shubashini A/P Veerasundar.

As Dato' Chairman had requested for a poll in accordance with Article 63(1) of the Company's Articles of Association, the poll voting for Ordinary Resolution 9 would be conducted upon completion of the remaining business of the Meeting.

13.3 ORDINARY RESOLUTION 9 MR. JAMES WONG KWONG YEW

Dato' Chairman informed that Ordinary Resolution 9 is to approve Mr. James Wong Kwong Yew ("Mr. James Wong") 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 until the conclusion of the next AGM in accordance with the MCCG.

Dato' Chairman further informed that the Board had via the Nomination Committee assessed and deliberated, save for Mr. James Wong, who is interested in this resolution had abstained from deliberation, agreed to recommend for the continuation of Mr. James Wong as Independent Non-Executive Director subject to approval from the Shareholders.

The Ordinary Resolution 9 was duly proposed by Encik Syed Ahmad Firhan bin Shek Dinar Shah and seconded by Miss Jenny Chong Mei Ling.

As Dato' Chairman had requested for a poll in accordance with Article 63(1) of the Company's Articles of Association, the poll voting for Ordinary Resolution 10 would be conducted upon completion of the remaining business of the Meeting.

14. AS SPECIAL BUSINESS: ORDINARY RESOLUTION 10

AUTHORITY UNDER SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES

Dato' Chairman informed that the Ordinary Resolution 10 is to seek Shareholders' approval for the Directors to allot and issue shares up to a maximum of ten (10%) of the total number of issued shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016. The full text of the resolution was set out in the item 4 of

the Explanatory Notes on Special Business which can be found in Page 169 of the Annual Report 2018 of the Company.

Dato' Chairman further informed that the authority to allot and issue shares, if passed, will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing shares, for purpose of funding investment project(s), working capital and/or acquisition.

The Ordinary Resolution 10 was duly proposed by Puan Faizah binti Hashim and seconded by Cik Nurul Wahidah binti Kamarozaman.

As Dato' Chairman had requested for a poll in accordance with Article 63(1) of the Company's Articles of Association, the poll voting for Ordinary Resolution 10 would be conducted upon completion of the remaining business of the Meeting.

**15. AS SPECIAL BUSINESS:
SPECIAL RESOLUTION 1**

PROPOSED ADOPTION OF NEW CONSITUTION OF THE COMPANY

Dato' Chairman informed that the Special Resolution 1 is to seek Shareholders' approval to revoke the existing Memorandum and Articles of Association of the Company and in place thereof, the proposed new Constitution of the Company as set out in the Appendix A to Shareholders dated 31 October 2018 accompanying the Company's Annual Report 2018 for the financial year ended 30 June 2018. This proposed Special Resolution 1, if passed, will bring the Company's Constitution in line with the enforcement of the Companies Act 2016 and Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as enhance administrative efficiencies.

The Special Resolution was duly proposed by Cik Nur'ain Shahida binti Abu Hasan and seconded by Puan Faizah binti Hashim.

16. ANY OTHER BUSINESS

Dato' Chairman informed that there was no other business to be transacted of which due notice had been given in accordance with the Company's Articles of Association and the Companies Act 2016.

17. POLLING PROCESS

At this juncture, Dato' Chairman declared the registration for attendance at this Meeting closed at 10.50 a.m. and invited the representative of Quantegic Services to brief the Meeting on the polling procedures.

Thereafter, Dato' Chairman declared the meeting adjourned to facilitate voting and count of votes.

18. ANNOUNCEMENT OF POLL RESULTS

At 11.10 a.m., Dato' Chairman called the Meeting to order for the declaration of results. He informed that he had received the poll results as per attached "Annexure I", from the Independent Scrutineers, Quantegic Services. Dato' Chairman then read out the poll results to the Shareholders and Proxies present.

(1) Ordinary Resolution 1 Re-elect Dato' Tan Lee Sing as Director

Dato' Chairman announced the poll result in respect of Ordinary Resolution 1 which was carried as follows:-

Resolution	Voted for		Voted Against	
	No. of Shares	%	No. of Shares	%
<u>Ordinary Resolution 1</u> Re-elect Dato' Tan Lee Sing as Director.	349,890,680	99.99	50,000	0.01

Dato' Chairman declared that Ordinary Resolution 1 was duly passed as follows:-

"**THAT** Dato' Tan Lee Sing who retires by rotation in accordance with Article 101 of the Company's Articles of Association, be and is hereby re-elected as a Director of the Company."

(2) Ordinary Resolution 2 Re-elect Mr. Koay Ghee Teong as Director

Dato' Chairman announced the poll result in respect of Ordinary Resolution 2 which was carried as follows:-

Resolution	Voted for		Voted Against	
	No. of Shares	%	No. of Shares	%
<u>Ordinary Resolution 2</u> Re-elect Mr. Koay Ghee Teong as Director.	354,648,180	99.99	50,000	0.01

Dato' Chairman declared that Ordinary Resolution 2 was duly passed as follows:-

"**THAT** Mr. Koay Ghee Teong who retires by rotation in accordance with Article 101 of the Company's Articles of Association, be and is hereby re-elected as a Director of the Company."

(3) Ordinary Resolution 3
Increase of Director’s fee per month retrospective from 2 July 2018 and increase payment of Director’s fee retrospective from 2 July 2018 until the next AGM of the Company to be held in 2019 for the Non-Executive Chairman

Dato’ Chairman announced the poll result in respect of Ordinary Resolution 3 which was carried as follows:-

Resolution	Voted for		Voted Against	
	No. of Shares	%	No. of Shares	%
<u>Ordinary Resolution 3</u> Increase of Director’s fee per month retrospective from 2 July 2018 and increase payment of Director’s fee retrospective from 2 July 2018 until the next AGM of the Company to be held in 2019 for Non-Executive Chairman of the Company.	354,648,180	99.99	50,000	0.01

Dato’ Chairman declared that Ordinary Resolution 3 was duly passed as follows:-

“**THAT** the increase of Director’s fee from RM2,000.00 to RM5,000.00 per month retrospective from 2 July 2018 and increase payment of Director’s fee of up to RM90,000.00 for the period retrospective from 2 July 2018 until the next AGM of the Company to be held in 2019 for Non-Executive Chairman of the Company be and is hereby approved.”

(4) Ordinary Resolution 4
Increase of Directors’ fees per month from 30 November 2018 and increase payment of Directors’ fees for the period from 30 November 2018 until the next AGM of the Company to be held in 2019 for the Non-Executive Directors of the Company

Dato’ Chairman announced the poll result in respect of Ordinary Resolution 4 which was carried as follows:-

Resolution	Voted for		Voted Against	
	No. of Shares	%	No. of Shares	%
<u>Ordinary Resolution 4</u> Increase of Directors’ fees per month from 30 November 2018 and increase payment of Directors’ fees for the period from 30 November 2018 until the next AGM of the Company to be held in 2019 for the Non-Executive Directors of the Company.	354,554,415	99.99	50,000	0.01

Dato' Chairman declared that Ordinary Resolution 4 was duly passed as follows:-

“**THAT** the increase of Directors' fees from RM2,000.00 to RM3,000.00 per month from 30 November 2018 and increase payment of Directors' fees of up to RM78,000.00 for the period from 30 November 2018 until the next AGM of the Company to be held in 2019 for the Non-Executive Directors of the Company be and is hereby approved.”

(5) Ordinary Resolution 5
Payment of benefits payable (excluding Directors' fees) for the period from 30 November 2018 until the next AGM of the Company to be held in 2019 for the Non-Executive Chairman and Non-Executive Directors of the Company

Dato' Chairman announced the poll result in respect of Ordinary Resolution 5 which was carried as follows:-

Resolution	Voted for		Voted Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 5 Payment of benefits payable (excluding Directors' fees) for the period from 30 November 2018 until the next AGM of the Company to be held in 2019 for the Non-Executive Chairman and Non-Executive Directors of the Company.	354,554,415	99.99	50,000	0.01

Dato' Chairman declared that Ordinary Resolution 5 was duly passed as follows:-

“**THAT** the payment of benefits payable (excluding Directors' fees) of up to RM80,600.00 for the period from 30 November 2018 until the next AGM of the Company to be held in 2019 for the Non-Executive Chairman and Non-Executive Directors of the Company be and is hereby approved.”

(6) Ordinary Resolution 6
Re-appointment of Auditors and authorize the Directors to fix their remuneration

Dato' Chairman announced the poll result in respect of Ordinary Resolution 6 which was carried as follows:-

Resolution	Voted for		Voted Against	
	No. of Shares	%	No. of Shares	%
<u>Ordinary Resolution 6</u> Re-appointment of Auditors and authorize the Directors to fix their remuneration.	354,698,180	100	0	0

Dato' Chairman declared that Ordinary Resolution 6 was duly passed as follows:-

“**THAT** the re-appointment of Messrs. Baker Tilly Monteiro Heng, as Auditors of the Company, to hold office until the conclusion of the next AGM of the Company and authorize the Directors to fix their remuneration be and is hereby approved.”

(7) Ordinary Resolution 7
Continuing in office for Dato' Dr. Mohd. Aminuddin bin Mohd. Rouse as an Independent Non-Executive Director.

Dato' Chairman announced the poll result in respect of Ordinary Resolution 7 which was carried as follows:-

Resolution	Voted for		Voted Against	
	No. of Shares	%	No. of Shares	%
<u>Ordinary Resolution 7 – Tier 1*</u> Continuing in office for Dato' Dr. Mohd. Aminuddin bin Mohd. Rouse as an Independent Non-Executive Director.	260,933,672	100	0	0
<u>Ordinary Resolution 7 – Tier 2**</u> Continuing in office for Dato' Dr. Mohd. Aminuddin bin Mohd. Rouse as an Independent Non-Executive Director.	93,764,508	100	0	0
Total :	354,698,180	100	0	0

Dato' Chairman declared that Ordinary Resolution 7 was duly passed as follows:-

“**THAT** approval be and is hereby given to Dato' Dr. Mohd. Aminuddin bin Mohd. Rouse who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the MCCG.”

(8) Ordinary Resolution 8
Continuing in office for Dato’ Dr. Mohd. Noordin bin Haji Keling as an Independent Non-Executive Director.

Dato’ Chairman announced the poll result in respect of Ordinary Resolution 8 which was carried as follows:-

Resolution	Voted for		Voted Against	
	No. of Shares	%	No. of Shares	%
<u>Ordinary Resolution 8 – Tier 1*</u> Continuing in office for Dato’ Dr. Mohd. Noordin bin Haji Keling as an Independent Non-Executive Director.	260,933,672	100	0	0
<u>Ordinary Resolution 8 – Tier 2**</u> Continuing in office for Dato’ Dr. Mohd. Noordin bin Haji Keling as an Independent Non-Executive Director.	93,670,743	100	0	0
Total :	354,604,415	100	0	0

Dato’ Chairman declared that Ordinary Resolution 8 was duly passed as follows:-

“**THAT** approval be and is hereby given to Dato’ Dr. Mohd. Noordin bin Haji Keling who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the MCCG.”

(9) Ordinary Resolution 9
Continuing in office for Mr. James Wong Kwong Yew as an Independent Non-Executive Director.

Dato’ Chairman announced the poll result in respect of Ordinary Resolution 9 which was carried as follows:-

Resolution	Voted for		Voted Against	
	No. of Shares	%	No. of Shares	%
<u>Ordinary Resolution 9</u> Continuing in office for Mr. James Wong Kwong Yew as an Independent Non-Executive Director.	354,648,180	99.99	50,000	0.01

Dato’ Chairman declared that Ordinary Resolution 9 was duly passed as follows:-

“**THAT** approval be and is hereby given to Mr. James Wong Kwong Yew 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 until the conclusion of the next AGM in accordance with the MCCG.”

(10) Ordinary Resolution 10

Approval for issuance of new ordinary shares pursuant to Section 75 and Section 76 of the Companies Act 2016.

Dato’ Chairman announced the poll result in respect of Ordinary Resolution 10 which was carried as follows:-

Resolution	Voted for		Voted Against	
	No. of Shares	%	No. of Shares	%
<u>Ordinary Resolution 10</u> Approval for issuance of new ordinary shares pursuant to Section 75 and Section 76 of the Companies Act 2016.	354,698,180	100	0	0

Dato’ Chairman declared that Ordinary Resolution 10 was duly passed as follows:-

“**THAT** subject always to the Companies Act 2016 (“the Act”), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Articles of Association of the Company and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered and authorised, pursuant to Section 75 and Section 76 of the Act to issue and allot new ordinary shares in the Company from time to time at such price and upon such terms and conditions and for such purposes and to such person/persons or party/parties whomsoever as the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued share capital of the Company at the time of issue AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.”

(11) Special Resolution 1

Proposed Adoption of New Constitution of the Company.

Dato’ Chairman announced the poll result in respect of Special Resolution 1 which was carried as follows:-

Resolution	Voted for		Voted Against	
	No. of Shares	%	No. of Shares	%
<u>Special Resolution 1</u> Proposed Adoption of New Constitution of the Company.	354,698,180	100	0	0

Dato' Chairman declared that Special Resolution 1 was duly passed as follows:-

“**THAT** approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company and in place thereof, the proposed new Constitution of the Company as set out in the Appendix A to shareholders dated 31 October 2018 accompanying the Company's Annual Report 2018 for the financial year ended 30 June 2018 be and is hereby adopted as the new Constitution of the Company with immediate effect AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

19. CONCLUSION

There being no other business to be transacted, the Meeting ended at 11.20 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

DATO' DR. MOHD. AMINUDDIN BIN MOHD. ROUSE
CHAIRMAN