



Administrator to conduct the polling process, and Boardroom Corporate Services Sdn. Bhd. as Scrutineers for the Meeting to oversee the conduct of the poll and scrutinizing the votes cast.

#### **4. AUDITED FINANCIAL STATEMENTS AND REPORTS**

The Audited Financial Statements for the year ended 31 December 2019, together with the Directors' and Auditors' Reports thereon, were tabled for discussion.

The Chairman informed the Meeting that this Agenda was meant for discussion only as the provisions of Section 340(1)(a) of Companies Act, 2016 did not require shareholders' approval, hence, it would not be put forward for voting.

The Chairman then invited questions from the shareholders.

As there were no further questions, the Audited Financial Statements for the year ended 31 December 2019 together with the Directors' and Auditors' Reports thereon are deemed received by the meeting as the same had been laid before the meeting in compliance with Section 340(1) of the Companies Act, 2016.

#### **5. ORDINARY RESOLUTIONS**

The Chairman then took the Meeting through all the Ordinary Resolutions as appeared under Ordinary Business and Special Business of the Agenda as follows:

- Ordinary Resolution 1 on the Payment of a final single tier dividend of two point five sen (2.5 sen) per Ordinary Share.
- Ordinary Resolution 2 on the Payment of Directors' fees of RM152,830 for the financial year ended 31 December 2019.
- Ordinary Resolution 3 on the Payment of Directors' Benefits (excluding Directors' Fees) to Non-Executive Directors up to an amount of RM228,000 from 29 September 2020 until the next Annual General Meeting of the Company.
- Ordinary Resolution 4 on the Re-election of Dato' Robert Lim @ Lim Git Hooi, DPMP, JP as a Director of the Company in accordance with Article 102(a) of the Company's Constitution.
- Ordinary Resolution 5 on the Re-election of Dato' Dr. Yu Kuan Chon, DIMP, PPT, MBBS as a Director of the Company in accordance with Article 102(a) of the Company's Constitution.
- Ordinary Resolution 6 on the Re-appointment of Auditors, Messrs Baker Tilly Monteiro Heng PLT and to authorise the Directors to fix their remuneration.
- Ordinary Resolution 7 on Retention of Dato' Robert Lim @ Lim Git Hooi, DPMP, JP as an Independent Non-Executive Director.
- Ordinary Resolution 8 on Retention of Ching Nye Mi @ Chieng Ngie Chay as an Independent Non-Executive Director.
- Ordinary Resolution 9 on Retention of Ding Ming Hea as an Independent Non-Executive Director.
- Ordinary Resolution 10 on Proposed Renewal of Share Buy Back Authority.

- Ordinary Resolution 11 on Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

The Meeting then proceeded to the poll-voting for all the resolutions.

The Chairman informed that the estimated time for the polling exercised would be about 15 minutes. The 18<sup>th</sup> AGM would be adjourned after the polling and would resume for declaration of the poll results when then the poll results are ready.

The Chairman then called the Meeting to order at 12.30 p.m. for the declaration of results. He received the poll result from the scrutineer and read out the poll results to the members and proxies present.

## 5.1 ORDINARY RESOLUTION 1 – PAYMENT OF FINAL SINGLE TIER DIVIDEND

The results of the poll count for Ordinary Resolution 1 on the Payment of a final single tier dividend of two point five sen (2.5 sen) per Ordinary Share were as follows:

Indication	Number of votes	Percentage (%)
<b>FOR</b>	<b>54,895,493</b>	<b>100.0000</b>
AGAINST	0	0
<b>Total</b>	<b>54,895,493</b>	<b>100.0000</b>

As the number of votes cast in favor of the resolution represented 100.00% of the total votes cast and there was no vote cast against, the Chairman declared that the following Ordinary Resolution 1 on Payment of a final single tier dividend was duly passed:

“THAT the Payment of a final single tier dividend of two point five sen (2.5 sen) per Ordinary Share be approved.”

## 5.2 ORDINARY RESOLUTION 2 – PAYMENT OF DIRECTORS' FEE

The results of the poll count for Ordinary Resolution 2 on the Payment of the Directors' Fee of RM152,830 in respect of the financial year ended 31 December 2019 were as follows:

Indication	Number of votes	Percentage (%)
<b>FOR</b>	<b>54,895,493</b>	<b>100.0000</b>
AGAINST	0	0
<b>Total</b>	<b>54,895,493</b>	<b>100.0000</b>

As the number of votes cast in favor of the resolution represented 100.00% of the total votes cast and there was no vote cast against, the Chairman declared that the following Ordinary Resolution 2 on Payment of Directors' Fee was duly passed:

“THAT the Payment of Directors’ Fee of RM152,830 in respect of the financial year ended 31 December 2019 be approved.”

### 5.3 ORDINARY RESOLUTION 3 – PAYMENT OF DIRECTORS’ BENEFITS

The results of the poll count for Ordinary Resolution 3 on the Payment of Directors’ Benefits (excluding Directors’ Fees) to Non-Executive Directors up to an amount of RM228,000 from 29 September 2020 until the next Annual General Meeting of the Company were as follows:

Indication	Number of votes	Percentage (%)
<b>FOR</b>	<b>54,838,203</b>	<b>99.8956</b>
AGAINST	57,290	0.1044
<b>Total</b>	<b>54,895,493</b>	<b>100.0000</b>

As the number of votes cast in favor of the resolution represented 99.8956% of the total votes cast and the number of votes cast against only represented 0.1044%, the Chairman declared that the following Ordinary Resolution 3 on Payment of Directors’ Benefits (excluding Directors’ Fees) to Non-Executive Directors was duly passed:

“THAT the Payment of Directors’ Benefits (excluding Directors’ Fees) to Non-Executive Directors up to an amount of RM228,000 from 29 September 2020 until the next Annual General Meeting of the Company be approved.”

### 5.4 ORDINARY RESOLUTION 4 – RE-ELECTION OF DATO ROBERT LIM @ LIM GIT HOOI, DPMP, JP

The results of the poll count for Ordinary Resolution 4 on the Re-election of Dato Robert Lim @ Lim Git Hooi, DPMP, JP as Director of the Company were as follows:

Indication	Number of votes	Percentage (%)
<b>FOR</b>	<b>47,585,200</b>	<b>88.7971</b>
AGAINST	6,003,483	11.2029
<b>Total</b>	<b>53,588,683</b>	<b>100.0000</b>

As the number of votes cast in favor of the resolution represented 88.7971% of the total votes cast and the number of votes cast against only represented 11.2029%, the Chairman declared that the following Ordinary Resolution 4 on Re-Election of Dato Robert Lim @ Lim Git Hooi, DPMP, JP as Director of the Company was duly passed:

“THAT Dato Robert Lim @ Lim Git Hooi, DPMP, JP who retired by rotation in accordance with the Company’s Constitution, be re-elected as Director of the Company.”

## 5.5 ORDINARY RESOLUTION 5 – RE-ELECTION OF DATO’ DR. YU KUAN CHON, DIMP, PPT, MBBS

The results of the poll count for Ordinary Resolution 5 on the Re-election of Dato’ Dr. Yu Kuan Chon, DIMP, PPT, MBBS as Director of the Company were as follows:

Indication	Number of votes	Percentage (%)
<b>FOR</b>	<b>51,312,652</b>	<b>95.7528</b>
AGAINST	2,276,031	4.2472
<b>Total</b>	<b>53,588,683</b>	<b>100.0000</b>

As the number of votes cast in favor of the resolution represented 95.7528% of the total votes cast and the number of votes cast against only represented 4.2472%, the Chairman declared that the following Ordinary Resolution 5 on Re-Election of Dato’ Dr. Yu Kuan Chon, DIMP, PPT, MBBS as Director of the Company was duly passed:

“THAT Dato’ Dr. Yu Kuan Chon, DIMP, PPT, MBBS who retired by rotation in accordance with the Company’s Constitution, be re-elected as Director of the Company.”

## 5.6 ORDINARY RESOLUTION 6 – RE-APPOINTMENT OF AUDITORS, MESSRS BAKER TILLY MONTEIRO HENG PLT AS AUDITORS

The results of the poll count for Ordinary Resolution 6 on the Re-appointment of Auditors, Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration were as follows:

Indication	Number of votes	Percentage (%)
<b>FOR</b>	<b>53,588,683</b>	<b>100.0000</b>
AGAINST	0	0
<b>Total</b>	<b>53,588,683</b>	<b>100.0000</b>

As the number of votes cast in favor of the resolution represented 100.00% of the total votes cast and there was no vote cast against, the Chairman declared that the following Ordinary Resolution 6 on Re-appointment of Auditors was duly passed:

“THAT the re-appointment of Auditors, Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company for the financial year ending 31 December 2020 and authorisation to the Directors to fix their remuneration be approved.”

## 5.7 ORDINARY RESOLUTION 7 – RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, DATO’ ROBERT LIM @ LIM GIT HOOI, DPMP, JP

The results of the poll count for Ordinary Resolution 6 on Retention of Independent Non-Executive Director, Dato’ Robert Lim @ Lim Git Hooi, DPMP, JP to the Board were as follows:

Indication	Number of votes	Percentage (%)
<b>FOR</b>	<b>54,628,479</b>	<b>99.8952</b>
AGAINST	57,290	0.1048
<b>Total</b>	<b>54,685,769</b>	<b>100.0000</b>

As the number of votes cast in favor of the resolution represented 99.8952% of the total votes cast and the number of votes cast against only represented 0.1048%, the Chairman declared that the following Ordinary Resolution 7 on Retention of Independent Non-Executive Director, Dato' Robert Lim @ Lim Git Hooi, DPMP, JP to the Board was duly passed:

"THAT the retention of Dato' Robert Lim @ Lim Git Hooi, DPMP, JP as an Independent Non-Executive Director be approved."

#### **5.8 ORDINARY RESOLUTION 8 – RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHING NYE MI @ CHIENG NGIE CHAY**

The results of the poll count for Ordinary Resolution 8 on the Retention of Independent Non-Executive Director, Ching Nye Mi @ Chieng Ngie Chay to the Board were as follows:

Indication	Number of votes	Percentage (%)
<b>FOR</b>	<b>53,530,093</b>	<b>99.8931</b>
AGAINST	57,290	0.1069
<b>Total</b>	<b>53,587,383</b>	<b>100.0000</b>

As the number of votes cast in favor of the resolution represented 99.8931% of the total votes cast and the number of votes cast against only represented 0.1069%, the Chairman declared that the following Ordinary Resolution 8 on the Retention of Independent Non-Executive Director, Ching Nye Mi @ Chieng Ngie Chay to the Board was duly passed:

"THAT the retention of Ching Nye Mi @ Chieng Ngie Chay as an Independent Non-Executive Director be approved."

#### **5.9 ORDINARY RESOLUTION 9 – RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, DING MING HEA**

The results of the poll count for Ordinary Resolution 9 on the Retention of Independent Non-Executive Director, Ding Ming Hea to the Board were as follows:

Indication	Number of votes	Percentage (%)
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<b>FOR</b>	<b>54,788,203</b>	<b>99.8955</b>
AGAINST	57,290	0.1045
<b>Total</b>	<b>54,845,493</b>	<b>100.0000</b>

As the number of votes cast in favor of the resolution represented 99.8955% of the total votes cast and the number of votes cast against only represented 0.1045%, the Chairman declared that the following Ordinary Resolution 9 on the Retention of Independent Non-Executive Director, Ding Ming Hea to the Board was duly passed:

“THAT the retention of Ding Ming Hea as an Independent Non-Executive Director be approved.”

#### **5.10 ORDINARY RESOLUTION 10 – PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY**

The results of the poll count for Ordinary Resolution 10 on Proposed Renewal Share Buy Back Authority of the Company were as follows:

<b>Indication</b>	<b>Number of votes</b>	<b>Percentage (%)</b>
<b>FOR</b>	<b>54,895,493</b>	<b>100.0000</b>
AGAINST	0	0
<b>Total</b>	<b>54,845,493</b>	<b>100.0000</b>

As the number of votes cast in favor of the resolution represented 100.00% of the total votes cast and there was no vote cast against, the Chairman declared that the following Ordinary Resolution 10 on Proposed Renewal on Share Buy Back Authority was duly passed:

#### **ORDINARY RESOLUTION 10 – PROPOSED RENEWAL SHARE BUY BACK AUTHORITY**

“That, subject to the Companies Act, 2016, the provisions of the Company’s Constitution, the Main Market Listing Requirements (“Main LR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company (“the Proposed Share Buy Back”) provided that:-

- i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- ii) the maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy Back shall not exceed the sum of the Retained Profits of the Company based on its latest audited financial statements available up to the date of a transaction pursuant to the Proposed Share Buy Back; and

- iii) the shares purchased by the Company pursuant to the Proposed Share Buy Back may be dealt with in all or any of the following manner (as selected by the Company):-
  - a) the shares so purchased may be cancelled; and/or
  - b) the shares so purchased may be retained in treasury for distribution as dividend to the shareholders and/or resold on the market of Bursa Securities and/or subsequently cancelled; and/or
  - c) part of the shares so purchased may be retained as treasury shares with the remainder being cancelled.

And that any authority conferred by this resolution may only continue to be in force until:

- i) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first.

And that authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares) in accordance with the Companies Act, 2016, the provisions of the Constitution of the Company and the Main LR and/or guidelines of the Bursa Securities and all other relevant governmental and/or regulatory authorities.”

#### **5.11 ORDINARY RESOLUTION 11 – PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The results of the poll count for Ordinary Resolution 11 on Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature were as follows:

Indication	Number of votes	Percentage (%)
<b>FOR</b>	<b>48,465,320</b>	<b>99.8819</b>
AGAINST	57,290	0.1181
<b>Total</b>	<b>48,522,610</b>	<b>100.0000</b>

As the number of votes cast in favor of the resolution represented 99.8819% of the total votes cast and the number of votes cast against only represented 0.1181%, the Chairman declared that the following Ordinary Resolution 11 on Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature was duly passed:

**ORDINARY RESOLUTION 11 – PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"That, subject to the Companies Act, 2016 ("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/or its subsidiary companies to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or person connected with Directors and/or major shareholders of the Company and/or its subsidiary companies ("Related Parties") as specified in Section 2.2 of the Circular to Shareholders dated 30 June 2020, provided that such arrangements and/or transactions are:

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

And that the shareholders' mandate, unless revoked or varied by the Company in a general meeting, shall take effect from the date of the passing of this Ordinary Resolution and will continue in force until:

- i) the conclusion of the next Annual General Meeting of the Company at which time it will lapse unless authority is renewed by a resolution passed at the next 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 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 shareholders in a general meeting before the next Annual General Meeting whichever is 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 or give effect to the Mandate."

## **6. TERMINATION**

There being no further business, the Meeting terminated at 12.45 p.m. with a vote of thanks to the Chair.

**C O N F I R M E D**

**C H A I R M A N**

Ipoh  
KMY/GE