

**AMTEL HOLDINGS BERHAD**

(Company No. 409449-A)

(Incorporated in Malaysia)

**MINUTES OF THE TWENTIETH ANNUAL GENERAL MEETING OF AMTEL HOLDINGS BERHAD ("AHB" OR "COMPANY") HELD AT BILIK PETALING, KELAB SHAH ALAM SELANGOR, NO. 1A, JALAN AEROBIK 13/43, PERSIARAN KAYANGAN, 40704 SHAH ALAM, SELANGOR DARUL EHSAN ON WEDNESDAY, 17 MAY 2017 AT 10.00 A.M.**

PRESENT : YTM. Tunku Dato' Seri Kamel Bin Tunku Rijaludin (Chairman)  
Dato' Koid Hun Kian  
Ms. Tan Woon Huei  
Mr. Siow Hock Lee  
Ir. Chew Yook Boo  
Others as per Attendance List

**1. CHAIRMAN**

On behalf of the Board, YTM. Tunku Dato' Seri Kamel Bin Tunku Rijaludin, the Chairman, welcomed all present to the Company's Twentieth Annual General Meeting ("20<sup>th</sup> AGM").

**2. QUORUM**

The Company Secretary confirmed that a quorum was present and the Chairman called the meeting to order at 10.00 a.m.

**3. NOTICE**

There being no objection, the notice convening the meeting, having been circulated earlier to all members of the Company within the statutory period, was taken as read.

The meeting was informed on the following:-

- (i) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, any resolution set out in the notice of any general meeting or in any notice of resolution which may be properly be moved and is intended to be moved at any general meeting, shall be voted by poll. As such, all resolutions tabled at the meeting shall be voted upon by way of a poll.
- (ii) The Company had appointed Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") as Poll Administrator to conduct the polling process and Asia Securities Sdn Bhd ("Asia Securities") as Scrutineers to verify the poll results. The polling process for the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the 20<sup>th</sup> AGM.

**4. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2016**

The Audited Financial Statements for the financial year ended 30 November 2016 together with the Reports of the Directors and Auditors thereon having been circulated earlier to all the members of the Company within the statutory period was tabled at the meeting.

As there was no question raised by the shareholders, the Chairman declared that the Audited Financial Statements for the financial year ended 30 November 2016 together with the Reports of the Directors and Auditors as received and duly tabled at the 20<sup>th</sup> AGM in accordance with Section 340(1)(a) of the Companies Act, 2016 ("the Act").

**5. PAYMENT OF DIRECTORS' FEES**

The following Ordinary Resolution 1 which would be put to vote upon completion of the remaining business of the 20<sup>th</sup> AGM was proposed by Mr. Ng Peng Hong and seconded by Mr. Lim Hun Teik:-

"THAT the payment of Directors' Fees of RM164,000.00 for the financial year ended 30 November 2016 be approved."

**6. RE-ELECTION OF DATO' KOID HUN KUAN AS A DIRECTOR OF THE COMPANY**

The following Ordinary Resolution 2 which would be put to vote upon completion of the remaining business of the 20<sup>th</sup> AGM was proposed by Mr. Ng Peng Hong and seconded by Ms. Chan Su Fei:-

"THAT Dato' Koid Hun Kuan who retires pursuant to Article 80 of the Company's Articles of Association and, being eligible, be hereby re-elected as a Director of the Company."

**7. RE-ELECTION OF IR. CHEW YOOK BOO AS A DIRECTOR OF THE COMPANY**

The following Ordinary Resolution 3 which would be put to vote upon completion of the remaining business of the 20<sup>th</sup> AGM was proposed by Puan Wan Ainon Fauziah Binti Wan Abdul Khalid and seconded by Ms. Koh Lee Mui:-

"THAT Ir. Chew Yook Boo who retires pursuant to Article 87 of the Company's Articles of Association and, being eligible, be hereby re-elected as a Director of the Company."



**8. APPOINTMENT OF MESSRS BAKER TILLY MONTEIRO HENG AS AUDITORS OF THE COMPANY**

The following Ordinary Resolution 4 which would be put to vote upon completion of the remaining business of the 20<sup>th</sup> AGM was proposed by Puan Azlinawati Binti Taip and seconded by Ms. Lim Soo Theng:-

"THAT Messrs Baker Tilly Monteiro Heng be and are hereby appointed as the new Auditors of the Company in place of the retiring Auditors, Messrs Baker Tilly AC, and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

**9. RETENTION OF YTM. TUNKU DATO SERI KAMEL BIN TUNKU RIJALUDIN AS INDEPENDENT DIRECTOR OF THE COMPANY**

The following Ordinary Resolution 5 which would be put to vote upon completion of the remaining business of the 20<sup>th</sup> AGM was proposed by Ms. Chung Chooi Kum and seconded by Ms. Lee Siew Kin:-

"THAT YTM. Tunku Dato' Seri Kamel Bin Tunku Rijaludin be and is hereby retained as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012."

**10. RETENTION OF MR. SIOW HOCK LEE AS INDEPENDENT DIRECTOR OF THE COMPANY**

The following Ordinary Resolution 6 which would be put to vote upon completion of the remaining businesses of the 20<sup>th</sup> AGM was proposed by Mr. Foo Wai Mun and seconded by Puan Siti Noor Rossalwana Bte Ali:-

"THAT Mr. Siow Hock Lee be and is hereby retained as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012."

**11. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

The following Ordinary Resolution 7 which would be put to vote upon completion of the remaining business of the 20<sup>th</sup> AGM was proposed by Mr. Goh Hock Hai and seconded by Mr. Ee Yong Chew:-

"THAT, subject always to the Companies Act, 2016 ("the Act"), Articles of Association of the Company and/or approvals of the relevant authorities, the Directors of the Company be and are hereby authorised and empowered to allot and issue new shares in the Company, from time to time and upon such terms and conditions, for such purposes and to such person or persons whomsoever 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 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are hereby 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 continue in force until the conclusion of the next Annual General Meeting of the Company.”

**12. ANY OTHER BUSINESS**

The Company Secretary confirmed that the Company had not received any notice of any other business in accordance with the Act and Company’s Articles of Association.

**13. POLLING PROCESS**

With that, all resolutions as set out in the Notice of 20<sup>th</sup> AGM had been tabled and discussed. The representative from Tricor briefed the meeting on the polling procedures.

Subsequently, the Chairman adjourned the 20<sup>th</sup> AGM for approximately 30 minutes for the polling.

**14. ANNOUNCEMENT OF POLL RESULTS**

At 10.40 am, the Chairman called the meeting to order for the declaration of the results. Based on the poll results verified and validated by the Scrutineers, the Chairman declared that all the resolutions tabled at the 20<sup>th</sup> AGM were carried, as follows:-

Resolution	Vote For		Vote Against	
	No. of Shares	%	No. of Shares	%
<b><u>Resolution 1</u></b> Payment of Directors’ Fees	30,589,066	100	0	0
<b><u>Resolution 2</u></b> Re-election of Dato’ Koid Hun Kian as a Director of the Company	30,589,066	100	0	0
<b><u>Resolution 3</u></b> Re-election of Ir. Chew Yook Boo as a Director of the Company	30,589,066	100	0	0
<b><u>Resolution 4</u></b> Appointment of Messrs Baker Tilly Monteiro Heng as Auditors of the Company	30,589,066	100	0	0



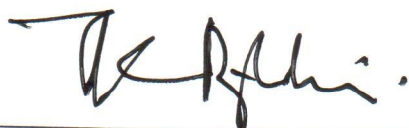
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Resolution	Vote For		Vote Against	
	No. of Shares	%	No. of Shares	%
<b><u>Resolution 5</u></b> Retention of YTM. Tunku Dato' Seri Kamel Bin Tunku Rijaludin as Independent Non-Executive Director of the Company	30,589,066	100	0	0
<b><u>Resolution 6</u></b> Retention of Mr. Siow Hock Lee as Independent Non-Executive Director of the Company	30,589,066	100	0	0
<b><u>Resolution 7</u></b> Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016	30,587,733	99.996	1,333	0.004

**15. CLOSURE**

There being no further business, the meeting was closed at 10.45 a.m. with a vote of thanks to the Chair.

**CONFIRMED AS A CORRECT RECORD**



YTM. TUNKU DATO' SERI KAMEL  
BIN TUNKU RIJALUDIN  
CHAIRMAN

Dated: 17 May 2017