

## **IOI CORPORATION BERHD**

(Company No. 9027-W)  
(Incorporated in Malaysia)

Minutes of the Forty-Eighth Annual General Meeting (“48th AGM” or the “Meeting”) of the Company held at Putrajaya Ballroom I (Level 3), Putrajaya Marriot Hotel, IOI Resort City, 62502 Sepang Utara, Malaysia on Monday, 30 October 2017 at 10.00 a.m.

Present : **Directors**  
**Tan Sri Dato’ Lee Shin Cheng (Executive Chairman)**  
**Tan Sri Peter Chin Fah Kui**  
**Tan Sri Dr Rahamat Bivi binti Yusoff**  
**Datuk Karunakaran a/l Ramasamy**  
**Dato’ Lee Yeow Chor**  
**Mr Lee Cheng Leang**  
**Mr Lee Yeow Seng**  
**Mr Cheah Tek Kuang**  
**Mr James Lim Tuang Ooi**

**Shareholders, Corporate Representatives and Proxies**  
**A total of 1,010 shareholders, corporate representatives and proxies registered for the AGM as per the attendance list**

By invitation : **List of invitees is as per attendance list.**

In attendance : **Mr Vincent Tan Choong Khiang (Company Secretary)**

### **1.0 CHAIRMAN**

Tan Sri Dato’ Lee Shin Cheng presided over the 48th AGM and welcomed all the shareholders present. The Chairman introduced each and every member of the Board of Directors (“Board”) who were in attendance.

The Chairman advised that pursuant to Article 51 of the Company’s Constitution, the quorum necessary for the transaction of business at a general meeting shall be 2 members present personally or by proxy or by corporate representative entitled to vote. The Chairman also reported that the Company has received 1,530 valid proxy forms and certificates of appointment of corporate representatives, representing approximately 5.17 billion shares or 82.31% of the total issued share capital of the Company.

The Chairman then called the Meeting to order after confirming the requisite quorum was present.

The Chairman informed that in accordance with the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”), all the resolutions to be tabled at the 48<sup>th</sup> AGM will be voted on by poll.

The Chairman then requested for a poll to be taken on all the resolutions to be tabled at the Meeting in his capacity as Chairman of the Meeting in accordance with Companies Act 2016 and Paragraph 8.29A of the Listing Requirements of Bursa Malaysia. The Meeting noted that the Chairman had been appointed as proxy by some shareholders and he would then vote in accordance with the instructions of the respective shareholders.

The Chairman further informed that the polling would be conducted electronically by using a wireless handheld device. The Company had appointed Boardroom Corporate Services (KL) Sdn Bhd (“Boardroom Corporate Services”) as Poll Administrator to conduct the polling process and Boardroom Business Solution Sdn Bhd as Scrutineers to verify the poll results.

Ms Cheryl Leong, the representative from Boardroom Corporate Services was invited to explain to the shareholders present on the process of the poll voting using the wireless handheld device and the house keeping rules as well as to do the testing on the text resolution. The Meeting was informed that voting will be open for 20 seconds on the resolution which will be indicated by a countdown timer on the display screens in the room. Despite the tutorial video on using the wireless handheld device was played prior to the commencement of the Meeting, a trial run of voting by poll was conducted.

## **2.0 NOTICE**

The notice convening the Meeting which has been despatched to the shareholders was taken as read.

## **3.0 AUDITED FINANCIAL STATEMENTS AND REPORTS**

The Chairman tabled the Audited Financial Statements for the financial year ended 30 June 2017 ("FY2017") and the Reports of the Directors and Auditors. The Chairman then referred the shareholders present to the Group's summary financial overview and performance highlights for FY2017 set out on pages 12 to 15 of the 2017 Annual Report. It was also highlighted that further details of the Group Financial and Business Review for plantation and resources-based manufacturing were outlined on pages 18 to 37 of the 2017 Annual Report.

The Chairman informed the Meeting that the Company had received a letter from the Minority Shareholders Watchdog Group ("MSWG") and for the benefits of the shareholders, the Chairman invited Dato' Lee Yeow Chor ("Dato' Lee"), the Chief Executive Officer ("CEO") to present the questions and answers to the Meeting, in which it was summarised as follows:-

### **Strategy / Financial**

**Q1. As reported in the Management Discussion and Analysis, going forward, the Company will accelerate the replanting programme, targeting 6,000 hectares per year and plan to complete the planting of the final phase of about 8,000 hectares of plantable reserves in Indonesia over the next two years.**

**(a) What would be the estimated CAPEX for the planting and replanting plan?**

#### **Response from the CEO**

The estimated CAPEX for the new planting and replanting plan for FY2018 is RM158 million. For FY2019, the Company expects the CAPEX to be around the same.

**(b) Would the aggressive replanting of 6,000 hectares per year significantly affect the plantation statistics for crop statement showed on Page 26 of the Annual Report of 2017 and the financial results of the Group in the coming years?**

#### **Response from the CEO**

The replanting of 6,000 hectares or just below 4% of the total planted area, per year, is within the economic cycle of oil palm which is 25 years. There should not be any drastic change on the plantation statistics in the coming years.

- (c) **Would there be any additional allocation from the 8,000 hectares of plantable reserves in Indonesia for smallholders under the plasma programme?**

**Response from the CEO**

Yes, 20% out of the 8,000 hectares will be allocated to the smallholders.

- Q2. The Resource-based Manufacturing recorded revenue of RM13.8 billion and operating profit of RM292 million in FYE2017.**

**What was the revenue and operating profit contribution from Refining, Oleochemical and Specialty Oil & Fats sub segments?**

**Response from the CEO**

The revenue contribution from Refining, Oleo and Specialty Oils and Fats are approximately 40%, 30% and 30% respectively. The operating profit contribution is about the same between Oleochemicals and Specialty Oils and Fats, whereas there is a small operating loss in the Refining segment.

- Q3. The Geographical Segment information on Page 149 of the Annual Report showed that two major markets for the Group are Europe (35%) and Asia (27%).**

- (a) **Could the Board share the updates on the recent report on European Union (EU)'s resolution to ban the use of palm oil in various consumer products including palm biodiesel and the impact of the ban, if the resolution is passed, to the Group?**

**Response from the CEO**

The Company is not aware of any EU resolution which calls for banning the use of palm oil in various consumer products. However, the Company is aware of a non-binding resolution passed by the EU Parliament in April 2017 which calls for the use of only sustainably produced (or deforestation free) palm oil in Europe. In this regard, the Group will be well-positioned (assuming the resolution is subsequently implemented by the EU Commission) to benefit from it in that the Group is presently the largest supplier of RSPO-certified palm oil to Europe.

- (b) **Was the export to major markets, such as China & India affected by Indonesia exports that had dominated the market with lower prices?**

**Response from the CEO**

Exports to China and India have remained quite stable over the last one year. China and India are not considered major markets for IOI as each country constitutes less than 10% of the total palm oil exports.

- Q4. On 12 September 2017, the Company entered into a definitive share purchase agreement ("SPA") with Bunge Limited for the disposal of 70% equity interest in Lodders Croklaan Group B.V. ("Lodders"). Lodders that involves in manufacturing of specialty oils and fats is one of the main contributors in the downstream business of the Group.**

**As stated in the Management's Discussion and Analysis, the integration of upstream and downstream business have increased significantly over the last few years as the Group expanded and moved more aggressively into downstream activities.**

- (a) **Would the quantity and prices of palm oil & refined palm oil products supplies to Loders expected to be significantly changed after the disposal of 70% interest in Loders under the Palm Oil Supply Agreement (POSA)?**

**Response from the CEO**

As part of the SPA relating to the sale of 70% interest of Loders, the Group will continue to be a major supplier of palm oil to Loders after the sale, providing the same volume as the current supply. The Palm Oil Supply Agreement will follow the terms of the current inter-company sales agreement closely including that on prices.

- (b) **Does the disposal of a major downstream business indicated change of direction or focus of the Group?**

**Response from the CEO**

The proposed disposal allows the Company to enter into a strategic business collaboration with Bunge to build Loders into a leading global agri-food company with differentiated and comprehensive product offerings based on tropical and seed oils and world class formulation and application capabilities.

Going forward, the Company intends to be a vital partner to Bunge in supporting Loders' growth and Bunge's corporate objective to grow their value-added portfolio in the edible oils business. The Company's continued equity interest and involvement in Loders, and the expected significant growth in Loders in the future will support the Group's business focus of being a leading integrated and sustainable palm oil player with global presence in both specialty fats and oleochemical segments.

After responding the questions from MSWG, the Chairman further invited the shareholders to raise questions.

**Comments from shareholders and/or proxy and the response from the Company**

- (a) Shareholder commented that based on his observation on the development of the Company, the financial performance of the Company has shown decent results, particularly on the earnings save for some non-cash charges, foreign currency translation loss on foreign currency denominated borrowings and fair valuation adjustments on various financial derivatives instruments.

In addition, the shareholder also commented that the Company will be declaring a special dividend amounting to approximately more than RM700 million upon completion of the proposed disposal of 70% of the Company's equity interest held in Loders Croklaan Group B.V. to Koninklijke Bunge B.V., which is subject to shareholders approval in the Extraordinary General Meeting to be held in December 2018.

To this, the shareholder complimented the Company as the proposed disposal would allow the Group to partially unlock the value or monetise its investment in Loders Croklaan Group B.V. at an attractive consideration, which was nurtured since year 2002. The shareholder also commented that he was happy to note that the multiple of enterprise value to earnings before interest, taxation, depreciation and amortisation ("EV/EBITDA") of approximately 13 times in relation to the proposed disposal was within the range of EV/EBITDA of the comparable companies of 6.72 times to 14.49 times and above the average EV/EBITDA of the comparable companies of 11.07 times.

The shareholder enquired if the Company could accelerate on the replanting programme with the proceeds from the proposed disposal. The shareholder further elaborated that the FFB yield of the Group has decreased as compared to the last few years but fortunately the oil yield remained flattish at 4.61 MT per hectare.

The shareholder then requested for an insight on the replanting programme.

**Response from the Company**

The CEO responded that the overall replanting programme will be accelerated and is targeted at 4% of the total planted area, per year. The CEO added that although the target may seem to be lower but there would be cost element involved especially new replanting in Indonesia. Nevertheless, the CEO explained that if it is Malaysia alone for the replanting exercise, it would be about 6% of the total planted area.

In West Malaysia, a dedicated new planting material known as “tissue culture” has been developed since one and half years ago and has increased the yield by 27%. However, the Company is not satisfied with the oil yield achieved from the existing plantation estates and is still exploring for labour saving mechanism to reduce reliance on foreign labour and at the same time increasing the productivity.

The Chairman also clarified that lower oil yield achieved in the recent years as compared to year 2008 of 6.1 MT per hectare was mainly due to shortage of labour. However, the Company is fortunate this year as one of the Company’s estates in Pahang had achieved 3.9 tonnes per month for the first 4 months which is approximately more than 35 tonnes per hectare. The Chairman added that with the new planting material, he would work closely with the Group’s new Plantation Director who had also assured to have better yield going forward.

- (b) Shareholder commented that based on the Crop Statement in page 26 of the Company’s 2017 Annual Report, the FFB production has dropped to 3.1 MT in the recent years (2016 – 2017) as compared to 3.5 MT in 2013 – 2015. The recent first quarter results for financial year period ended 30 September 2017 was also not encouraging. He added that the bought over of Unico-Desa’s plantation estates also did not improve FFB production as expected.

Apart from the above, the shareholder also asked for the reason for the decrease in total oil palm acreage by approximately 5,000 hectares from 179,271 hectares (2016) to 174,396 hectares (2017).

**Response from the Company**

The Chairman replied that some of Unico-Desa’s plantation estates were not in good condition when it was bought over by the Group. However, management has started the rehabilitation and foresees higher yield for year 2018 onwards.

The CEO added that indeed it was a good observation by the shareholder and acknowledged that the FFB production has been low in the past few years. The CEO informed that management has set a 10% increase in FFB production but the internal target was still remained at 12% to 13%. As a result thereof, the CEO would expect the FFB production to increase to approximately 3.4 MT to 3.5 MT.

In response to the decrease in oil palm acreage, the CEO replied that it was mainly due to plasma scheme in Indonesia was only being removed and adjusted in full in the last financial year.

- (c) Shareholder enquired if the disposal of Loders Croklaan Group B.V. would result in Bunge bringing in their own palm oil supplier and other competing crop supplier.

**Response from the Company**

The CEO clarified that the Group may be the key RSPO certified palm oil supplier for Loders but not the only supplier as Loders Croklaan group sources the certified palm oil based on prevailing international market rate and their procurement requirement is still subject to logistics consideration for efficiency of delivery. Moreover, Loders Croklaan group only procures approximately 50% of their volume requirement from the Group. However, the Company hope that the procurement volume will increase in the future when Loders' business expanded.

- (d) Shareholder enquired on the outlook for the CPO price for year 2018 and the total cost together with the levy.

**Response from the Company**

The Chairman redirected this question to the CEO as he is of better position to answer in view of his chairmanship in Malaysian Palm Oil Board.

The CEO commented that the palm oil price has been quite strong recently and was trading at approximately RM2,600/MT last month. With the expected increase in palm production, the palm oil price is also expected to increase to up to RM2,800/MT in the next couple of months.

The Chairman added that should the La Nina weather phenomenon happen, the palm oil price will surge up to RM3,000/MT.

- (e) Shareholder enquired on the reason foreign exchange currency loss in the recent years.

The said shareholder also commented that the signage of IOI City Mall has been covered by trees and suggested the Company to take necessary action.

In addition, the shareholder also questioned if the Company hedges the future and spot derivatives.

**Response from the Company**

The CEO clarified that the foreign exchange currency loss shown in the financial statements of the Company was attributed to the foreign exchange currency translation loss and not from the Company's investment on foreign currency.

The CEO took note of the signage blockage and will take necessary action to resolve the matter.

In terms of the future and spot derivatives, the CEO replied that the Company would have to hedge the position 3 months forward.

- (f) Shareholder commented that there was higher harvest in the past as the Chairman visits the estates more often. He suggested that the Chairman continues to visit the estates and the Chairman agreed on the same.

The Chairman thanked the floor for the questions raised.

At this juncture, the Chairman informed that the Group has published its first Sustainability Report this year and the same has been made available on the Company's website for the benefit of the shareholders who are keen to read more about the sustainability matters.

The Chairman also informed that the Audited Financial Statements for the FY2017 and the Directors' and Auditors' Reports thereon, were tabled at the Meeting for discussion only and were not required to be put forward for voting.

The Audited Financial Statements for FY2017 and the Directors' and Auditors' Reports thereon laid before the Meeting in compliance with Section 340(1) of the Companies Act 2016 were duly received.

#### 4.0 RE-ELECTION OF DIRECTORS RETIRING PURSUANT TO ARTICLE 101 OF THE COMPANY'S CONSTITUTION

4.1 The Chairman informed that two Directors shall retire by rotation in accordance with Article 101 of the Company's Constitution and be eligible for re-election. The retiring Directors who being eligible, offered themselves for re-election under Ordinary Resolutions 1 and 2, respectively were as follows:-

- (a) Mr Lee Cheng Leang (Ordinary Resolution 1)
- (b) Mr Lee Yeow Seng (Ordinary Resolution 2)

4.2 The Chairman sought for proposer and seconder in respect of the re-election of each Director under the following resolutions, which were proposed to be voted on individually, in a separate motion, in accordance with Article 101 of the Company's Constitution:-

##### (a) Ordinary Resolution 1 – Re-election of Mr Lee Cheng Leang

The Ordinary Resolution 1 which was proposed by Madam Chan Fong Ann and seconded by Mr Chew Chan Wan was voted on by poll and the results were summarised, as follows:-

Ordinary Resolution 1	For		Against		Total Voting Shares
	No. of Ordinary Shares	%	No. of Ordinary Shares	%	
Re-election of Mr Lee Cheng Leang	2,362,443,147	97.6659	56,458,573	2.3341	2,418,901,720

As more than 50% of the votes were cast in favour, the Ordinary Resolution 1 was carried and it was resolved:-

“THAT Mr Lee Cheng Leang, the Director retiring by rotation pursuant to Article 101 of the Company's Constitution and being eligible, be hereby re-elected as a Director of the Company.”

##### (b) Ordinary Resolution 2 – Re-election of Mr Lee Yeow Seng

The Ordinary Resolution 2 which was proposed by Mr Chew Chan Wan and seconded by Madam Chan Fong Ann was voted on by poll and the results were summarised, as follows:-

Ordinary Resolution 2	For		Against		Total Voting Shares
	No. of Ordinary Shares	%	No. of Ordinary Shares	%	
Re-election of Mr Lee Yeow Seng	2,342,394,116	96.8422	76,380,004	3.1578	2,418,774,120

As more than 50% of the votes were cast in favour, the Ordinary Resolution 2 was carried and it was resolved:-

“THAT Mr Lee Yeow Seng, the Director retiring by rotation pursuant to Article 101 of the Company’s Constitution and being eligible, be hereby re-elected as a Director of the Company.”

**5.0 RE-ELECTION OF DIRECTOR RETIRING PURSUANT TO ARTICLE 102 OF THE COMPANY’S CONSTITUTION**

5.1 The Chairman informed that the third item on the agenda is the re-election of Tan Sri Dr Rahamat Bivi binti Yusoff who retires in accordance with Article 102 of the Company’s Constitution and being eligible, has offered herself for re-election under Ordinary Resolution 3.

**5.2 Ordinary Resolution 3 – Re-election of Tan Sri Dr Rahamat Bivi binti Yusoff**

The Ordinary Resolution 3 which was proposed by Mr Dinesh Kumar a/l Bachulal and seconded by Mr Lim Heng Keen was voted on by poll and the results were summarised, as follows:-

Ordinary Resolution 3	For		Against		Total Voting Shares
	No. of Ordinary Shares	%	No. of Ordinary Shares	%	
Re-election of Tan Sri Dr Rahamat Bivi binti Yusoff	2,418,612,528	99.9885	278,530	0.0115	2,418,891,058

As more than 50% of the votes were cast in favour, the Ordinary Resolution 3 was carried and it was resolved:-

“THAT Tan Sri Dr Rahamat Bivi binti Yusoff, the Director retiring by rotation pursuant to Article 102 of the Company’s Constitution and being eligible, be hereby re-elected as a Director of the Company.”

**6.0 RE-APPOINTMENT OF DIRECTORS PURSUANT TO SECTION 129(6) OF THE THEN COMPANIES ACT, 1965**

6.1 The fourth item on the agenda is to re-appoint the following Directors who were re-appointed at the Forty-Seventh Annual General Meeting pursuant to Section 129(6) of the then Companies Act, 1965 which the provision has since been repealed, shall continue to remain as the Executive Chairman and the Senior Independent Non-Executive Director, respectively:-



- (a) Tan Sri Dato' Lee Shin Cheng (Ordinary Resolution 4)
- (b) Tan Sri Peter Chin Fah Kui (Ordinary Resolution 5)

6.2 The Chairman informed that if these two resolutions are passed, the said Directors will continue in office from this AGM and they shall be subject to retirement by rotation from office once at least in every 3 years and shall be eligible for re-election.

6.3 **Ordinary Resolution 4 – Re-appointment of Tan Sri Dato' Lee Shin Cheng**

As the Chairman, Tan Sri Dato' Lee Shin Cheng is the Director standing for re-appointment under Ordinary Resolution 4, the Chair was therefore passed to Tan Sri Peter Chin Fah Kui to conduct the proceeding of the Meeting.

Tan Sri Peter Chin Fah Kui took over the Chair and informed the Meeting that Tan Sri Dato' Lee Shin Cheng's profile is set out on page 50 of the Annual Report.

The meeting was also informed that Tan Sri Dato' Lee Shin Cheng has undergone a performance evaluation and has demonstrated that he remains committed to the role and continues to be an effective and valuable member of the Board.

Tan Sri Peter Chin then sought for proposer and seconder for the Ordinary Resolution 4 where Madam Chan Foo Lin @ Tan Poh Lin has proposed and it was seconded by Madam Lai Ming Chun @ Lai Poh Lin. The Ordinary Resolution 4 was voted on by poll and the results were summarised, as follows:-

Ordinary Resolution 4	For		Against		Total Voting Shares
	No. of Ordinary Shares	%	No. of Ordinary Shares	%	
Re-appointment of Tan Sri Dato' Lee Shin Cheng	2,366,887,069	97.8779	51,317,771	2.1221	2,418,204,840

As more than 50% of the votes were cast in favour, the Ordinary Resolution 4 was carried and it was resolved:-

“THAT Tan Sri Dato' Lee Shin Cheng be hereby re-appointed as Executive Chairman of the Company where he will continue in office from this AGM and he shall be subject to retirement by rotation from office once at least in each 3 years and shall be eligible for re-election.”

Tan Sri Peter Chin Fah Kui congratulated the Chairman on his re-appointment and passed back the Chair to him.

6.4 **Ordinary Resolution 5 – Re-appointment of Tan Sri Peter Chin Fah Kui**

The Chairman took over the Chair and informed the Meeting that the next item on the agenda is the Ordinary Resolution 5 on the re-appointment of Tan Sri Peter Chin Fah Kui.

The meeting was also informed that Tan Sri Peter Chin Fah Kui's profile is set out on page 53 of the Annual Report and he has undergone a performance evaluation and has demonstrated that he remains committed to the role and continues to be an effective and valuable member of the Board.

The Chairman then sought for proposer and seconder for the Ordinary Resolution 5 where Madam Lai Ming Chun @ Lai Poh Lin has proposed and seconded by Mr Chan Fong Ann. The Ordinary Resolution 5 was voted on by poll and the results were summarised, as follows:-

Ordinary Resolution 5	For		Against		Total Voting Shares
	No. of Ordinary Shares	%	No. of Ordinary Shares	%	
Re-appointment of Tan Sri Peter Chin Fah Kui	1,857,363,570	76.8063	560,879,074	23.1937	2,418,242,644

As more than 50% of the votes were cast in favour, the Ordinary Resolution 5 was carried and it was resolved:-

“THAT Tan Sri Peter Chin Fah Kui be hereby re-appointed as Senior Independent Non-Executive Director of the Company where he will continue in office from this AGM and he shall be subject to retirement by rotation from office once at least in each 3 years and shall be eligible for re-election.”

The Chairman congratulated Tan Sri Peter Chin Fah Kui on his re-appointment.

## **7.0 DIRECTORS’ FEES FOR FINANCIAL YEAR ENDING 30 JUNE 2018**

The fifth item on the agenda was to seek approval from the shareholders on the payment of Directors’ fees of RM1,220,784 for the financial year ending 30 June 2018 payable quarterly in arrears after each month of completed service of the Directors during the financial year.

The Ordinary Resolution 6 which was proposed by Mr Chew Chan Wan and seconded by Mr Chan Fong Ann was voted on by poll and the results were summarised, as follows:-

Ordinary Resolution 6	For		Against		Total Voting Shares
	No. of Ordinary Shares	%	No. of Ordinary Shares	%	
Directors’ fees for the financial year ending 30 June 2018	1,777,940,778	73.5208	640,341,165	26.4792	2,418,281,943

As more than 50% of the votes were cast in favour, the Ordinary Resolution 6 was carried and it was resolved:-

“THAT the payment of Directors’ fees of RM1,195,000 for the financial year ending 30 June 2018 payable quarterly in arrears after each month of completed service of the Directors during the financial year, to be divided among the Directors in such manner as the Directors may determine, be hereby approved.”

## 8.0 DIRECTORS' BENEFITS FOR THE PERIOD FROM 31 JANUARY 2017 UNTIL THE NEXT ANNUAL GENERAL MEETING

The next item on the agenda was to seek approval from the shareholders on the payment of Directors' Benefits for the period from 31 January 2017 until the next Annual General Meeting. One of the shareholders has enquired whether the payment of Directors' benefits was to obtain additional payment in addition to the Directors' fees. The Secretary clarified that the directors' benefits are referred to attendance allowances and other benefits such as insurance coverage, retirement farewell gift and other claimable benefits. The Secretary also explained that in determining the estimated total amount of Directors' benefits, the Board of Directors has considered various factors, among others, the estimated number of meetings for the Board and its Committees and estimated proportionate paid and payable insurance premium. The Secretary further informed that reason for the Directors' benefits to be computed retrospectively to January 2017 was mainly due to the commencement of Companies Act 2016.

The Ordinary Resolution 7 which was proposed by Mr Koh Hai Pin and seconded by Mr Chan Cha Lin was voted on by poll and the results were summarised, as follows:-

Ordinary Resolution 7	For		Against		Total Voting Shares
	No. of Ordinary Shares	%	No. of Ordinary Shares	%	
Directors' benefits for the period from 31 January 2017 until the next AGM	5,193,043,814	99.9843	815,309	0.0157	5,193,859,123

As more than 50% of the votes were cast in favour, the Ordinary Resolution 7 was carried and it was resolved:-

"THAT the payment of Directors' benefits for the period from 31 January 2017 until the next Annual General Meeting, to be divided among the Directors in such manner as the Directors may determine, be hereby approved."

## 9.0 RE-APPOINTMENT OF AUDITORS

The Chairman informed the Meeting that this item on the agenda was to seek approval from the shareholders on the re-appointment of Messrs BDO as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Audit and Risk Management Committee to fix their remuneration.

The Ordinary Resolution 8 which was proposed by Mr Chan Cha Lin and seconded by Mr Chew Chan Wan was voted on by poll and the results were summarised, as follows:-

Ordinary Resolution 8	For		Against		Total Voting Shares
	No. of Ordinary Shares	%	No. of Ordinary Shares	%	
Re-appointment of Messrs BDO as Auditors	2,411,666,808	99.9725	663,246	0.0275	2,412,330,054

As more than 50% of the votes were cast in favour, the Ordinary Resolution 8 was carried and it was resolved:-

“THAT Messrs BDO be hereby appointed as the Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Audit and Risk Management Committee be authorised to determined their remuneration.”

**10.0 AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016**

The Chairman informed the Meeting that the proposed ordinary resolution under item 8.1 of the agenda as special business was to seek renewal of a general mandate, which if passed, will empower the Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016.

The Ordinary Resolution 9 which was proposed by Madam Lai Ming Chun @ Lai Poh Lin and seconded by Mr Chan Cha Lin was voted on by poll and the results were summarised, as follows:-

Ordinary Resolution 9	For		Against		Total Voting Shares
	No. of Ordinary Shares	%	No. of Ordinary Shares	%	
Authority to Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016	4,577,340,179	98.4420	72,441,855	1.5580	4,649,782,034

As more than 50% of the votes were cast in favour, the Ordinary Resolution 9 was carried and it was resolved:-

“THAT pursuant to Section 76 of the Companies Act 2016, the Directors be hereby authorised with full powers to allot and issue shares in the Company from time to time and upon such terms and conditions and for such purposes as they may deem fit subject always to the approval of the relevant authorities being obtained for such issue and provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital for the time being of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued.”

**11.0 PROPOSED RENEWAL OF EXISTING SHARE BUY-BACK AUTHORITY**

The Chairman informed the Meeting that the proposed ordinary resolution under item 8.2 of the agenda as special business was to seek renewal of the authority to purchase up to ten percent (10%) of the issued share capital of the Company. The details of the Proposed Renewal of Existing Share Buy-Back Authority were stated in Part A of the Circular to shareholders dated 29 September 2017.

The Ordinary Resolution 10 which was proposed by Mr Chan Fong Ann and seconded by Madam Lai Ming Chun @ Lai Poh Lin was voted on by poll and the results were summarised, as follows:-

Ordinary Resolution 10	For		Against		Total Voting Shares
	No. of Ordinary Shares	%	No. of Ordinary Shares	%	
Proposed Renewal of Existing Share Buy-Back Authority	4,649,272,697	99.9997	14,200	0.0003	4,649,286,897

As more than 50% of the votes were cast in favour, the Ordinary Resolution 10 was carried and it was resolved:-

“THAT subject to compliance with applicable laws, regulations and the approval of all relevant authorities, approval be hereby given to the Company to utilise up to the aggregate of the Company’s latest audited retained earnings, to purchase, from time to time during the validity of the approval and authority under this resolution, such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad (“**Bursa Securities**”) upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and/or held by the Company pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company at the time of purchase (“**Proposed Purchase**”);

THAT at the discretion of the Directors of the Company, the shares of the Company to be purchased are to be cancelled and/or retained as treasury shares and distributed as dividends or resold on Bursa Securities;

THAT the Directors of the Company be hereby empowered generally to do all acts and things to give effect to the Proposed Purchase with full powers to assent to any condition, modification, revaluation, variation and/or amendment (if any) as may be imposed by the relevant authorities and/or do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company;

AND THAT such authority shall commence immediately upon passing of this resolution until:

- (i) the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse unless by ordinary resolution passed at a general 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 of the shareholders of the Company in a general meeting,

whichever is the earlier but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities or any other relevant authorities.”

## 12.0 PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The Chairman informed the Meeting that item 8.3 on the agenda, as special business, was to renew the existing Shareholders’ Mandate for the Recurrent Related Party Transactions of a

revenue or trading nature which are necessary for day-to-day operations involving the interests of Directors, Major Shareholders or persons connected to the Directors and/or Major Shareholders of the Company and its subsidiaries (“Proposed Renewal Shareholders’ Mandate”).

As the Chairman, Tan Sri Dato’ Lee Shin Cheng, is one of the Directors interested in the Proposed Renewal Shareholders’ Mandate, he passed the Chair to Tan Sri Peter Chin Fah Kui to conduct the Meeting.

Tan Sri Peter Chin informed the Meeting that the details with regards to the Proposed Renewal Shareholders’ Mandate was set out in Part B of the Circular dated 29 September 2017.

Tan Sri Peter Chin highlighted that Tan Sri Dato’ Lee Shin Cheng, Dato’ Lee Yeow Chor, Mr Lee Yeow Seng, Mr Lee Cheng Leang, Vertical Capacity Sdn Bhd and the persons connected to them were interested in the Proposed Renewal Shareholders’ Mandate. Hence, they would abstain from voting on Ordinary Resolution 11 in respect of their direct and indirect shareholdings in the Company.

The Ordinary Resolution 11 which was proposed by Mr Chan Cha Lin and seconded by Mr Chew Chan Wan was voted on by poll and the results were summarised, as follows:-

Ordinary Resolution 11	For		Against		Total Voting Shares
	No. of Ordinary Shares	%	No. of Ordinary Shares	%	
Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a revenue or trading nature	2,182,478,407	99.9746	553,752	0.0254	2,183,032,159

As more than 50% of the votes were cast in favour, the Ordinary Resolution 11 was carried and it was resolved:-

“THAT subject always to the provisions of the Companies Act 2016 (“**the Act**”), the Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad or other regulatory authorities, approval be hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for day-to-day operations involving the interests of Directors, major shareholders or persons connected to the Directors and/or major shareholders of the Company and its subsidiaries (“**Related Parties**”), as detailed in Part B, Section 4 of the Circular to Shareholders of the Company dated 29 September 2017 (“**Shareholders’ Mandate**”) subject to the following:

- (i) the transactions are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (ii) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Shareholders’ Mandate during the financial year.

THAT authority conferred by this resolution will commence immediately upon the passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless renewed by a resolution passed by the shareholders of the Company in a general meeting;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company after that date it 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 of the Company in a general meeting,

whichever is the earlier,

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

The Chair of the Meeting was then passed back to Tan Sri Dato' Lee Shin Cheng.

### **13.0 CLOSURE**

The Chairman informed the Meeting that there were no notices received for any other business to be conducted at the Meeting.

The Chairman concluded the Meeting and thanked all present.

The Chairman declared the Meeting closed at 11.35 a.m.

Confirmed

**Tan Sri Dato' Lee Shin Cheng**  
Chairman

Date: 30 October 2017