

PRIVATE & CONFIDENTIAL

Minutes of the Thirty-Fifth Annual General Meeting of the Company held at Rembau Room, Corus Paradise resort Port Dickson, 3.5km, Jalan Pantai, 71000 Port Dickson, Negeri Sembilan Darul Khusus on Tuesday, 11 December 2018 at 4.30 p.m.

Present	:	Dr Wong Hong Meng	- Chairman of the Company
		Mr Wong Nyen Faat	- Non-Independent Non-Executive Director
		Puan Farizon binti Ibrahim	- Independent Non-Executive Director
Members	:	As per Attendance List	
By Invitation	:	Mr George Tang Kim Siw	- Corporate Communications Director, The MUI Group
		Mr Raymond Yeoh Huat Hock	- Executive Director, Corus Hotels Malaysia
		Puan Rubiah binti Abu Hassan	} Representatives from Messrs H. H. Fong & Co.
		Encik Mohd Rosdi bin Aman	
		Encik Muhammad Hazzem bin Mohd Isa	
		Mr Jimmy Ung Voon Huay	} Representatives from Messrs Crowe Malayisa
		Ms Lean Wei Ee	
		Ms Jaime Low	
In Attendance	:	Mr Andrew Khoo Boo Yeow	- Executive Director and Chief Executive Officer, The MUI Group
		Madam Wong Shuk Fuen	- Group Financial Controller The MUI Group
		Mr Lee Chik Siong	- Joint Company Secretary

1/18

Commencement of Meeting

The Chairman, Dr Wong Hong Meng, called the Meeting to order at 4.30 p.m.

2/18

Quorum

The Joint Company Secretary confirmed that a quorum was present.

3/18

Notice of Meeting

The Joint Company Secretary also confirmed that Notice of the Meeting had been sent to all the members of the Company. A certificate from the Joint Company Secretary is attached to these minutes as "Appendix A".

The Notice of the Meeting was taken as read.

4/18

Agenda of Meeting and Conducting of the Poll

In accordance with Article 73 of the Company's Articles of Association, the Chairman announced his wish to exercise his right as Chairman to demand for a poll vote on each of the resolutions set out in the Notice of the Meeting.

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Before presenting the resolutions, the Chairman invited questions from the floor relating to the audited financial statements together with the reports of the Directors and Auditors thereon for the financial year ended 30 June 2018 (“AFS”).

There being no questions raised, the AFS were received by the Meeting.

The Chairman then presented to the Meeting all the resolutions as mentioned below for approval by the shareholders and invited questions from the floor relating to the resolutions. There being no question raised, the Chairman proceeded to conduct the poll.

The Chairman informed the members present that the Company has appointed Messrs H. H. Fong & Co. as scrutineers for conduct of the poll.

Thereafter, the poll was conducted after the poll procedure was read out by the Joint Company Secretary.

At the conclusion of the poll vote, the Chairman announced to the members present that the poll results will be announced by the Company at Bursa Malaysia Securities Berhad’s website in due course.

The voting results were thereafter announced by the Company at Bursa Malaysia Securities Berhad’s website on 11 December 2018. A copy of the announcement attaching the confirmation by Messrs H. H. Fong & Co. of the poll results is attached to these minutes as “Appendix B”.

5/18

Resolution 1

Approval of Directors’ fees of RM116,000

On a poll, with 642,701,983 ordinary shares representing 100% voted in favour of the said resolution, it was unanimously resolved that the Directors’ fees of RM116,000 be and was thereby approved.

6/18

Resolution 2

Approval of Directors’ Benefits (other than Directors’ Fees) of up to RM44,000

On a poll, with 642,701,983 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved that the Directors’ benefits (other than Directors’ fees) of up to RM44,000 for the period from 12 December 2018 until the next Annual General Meeting be and was thereby approved.

7/18

Resolution 3

Re-election of Mr Wong Nyen Faat as Director of the Company

Mr Wong Nyen Faat retired in accordance with Article 111 of the Company’s Articles of Association, and being eligible, offered himself for re-election.

On a poll, with 642,701,983 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved that Mr Wong Nyen Faat be and was thereby re-elected as Director of the Company.

8/18

Resolution 4

Re-appointment of Messrs Crowe Malaysia as auditors of the Company and to authorise the Directors to fix their remuneration

The auditors, Messrs Crowe Malaysia, have expressed their willingness to accept re-appointment as auditors of the Company.

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On a poll, with 642,701,983 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved that Messrs Crowe Malaysia be and were thereby re-appointed as auditors of the Company for the financial year ending 30 June 2019 AND THAT the Directors be and were thereby authorised to fix their remuneration.

9/18

Resolution 5

Ordinary Resolution – Proposed authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

On a poll, with 642,701,983 shares representing 100% voted in favour of the said resolution, it was unanimously resolved:-

THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approval of the relevant authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting or until the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided always that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being.

Conclusion of Meeting

There being no other business of which due notice had been received from members for discussion at the Meeting, the Thirty-Fifth Annual General Meeting of the Company was concluded at 4.50 p.m. with a vote of thanks to the Chair.

CHAIRMAN

Dated: 26 FEBRUARY 2019

(Minutes of the Thirty-Fifth Annual General Meeting of Pan Malaysia Holdings Berhad held on Tuesday, 11 December 2018 at 4.30 p.m.)

Pan Malaysia Holdings Berhad

Unit 3, 191, Jalan Ampang, 50450 Kuala Lumpur, Malaysia

Tel: +603-21487696 Fax: +603-21445209

Company No. 95469-W

11 December 2018

Appendix A to Minutes of the
Thirty-Fifth Annual General Meeting
held on 11 December 2018

To the Shareholders present
at the Company's Thirty-Fifth
Annual General Meeting
held on 11 December 2018

This is to certify that 6,671 covers containing the notice of the Company's Thirty-Fifth Annual General Meeting were properly addressed and delivered to the General Post Office for posting. Acknowledgements of the posting to the respective shareholders by the Postmaster General of the General Post Office are attached herewith.

Yours faithfully
for **PAN MALAYSIA HOLDINGS BERHAD**



LEE CHIK SIONG
Joint Company Secretary

Encls.



POS MALAYSIA BERHAD (229990-M)

Docket Management

Docket Transaction No: ADD0055712897891 SubDocket Transaction No: AD01055712941654



AD0055712897891

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Company Name: PRIMA MAIL SERVICES
Imprest Account No: 05570011907 License No: SG1190

Ref. No	Product	Mail Type	Vol	Zone	Weight / Piece (gm)	Surcharge (RM)	Unit Price (RM)	Amount (RM)	SST (RM)	Price(Include SST)(RM)	Mail Owner	Imprest Account	Permit No	Permit Type	Sorting	Remark
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FOR OFFICE USE

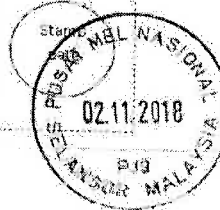
- Please take note:
- Docket is invalid without the lodgement acceptance document from Pos Malaysia Bhd.
 - Customers are encouraged to register as licensed customers and use their own imprest account to enable fast lodgement information via online lodgement acceptance.
 - Please stated phone number or email of person incharge for confirmation on the lodgement.
 - Please check the transaction before leaving the counter.

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Verified by,

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CERTIFIED TRUE COPY



POS MALAYSIA BERHAD (229990-M)

Docket Management

Docket Transaction No: AD00055712907792 SubDocket Transaction No: AD01055712951578

Docket Barcode:



AD00055712907792

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Company Name: PRIMA MAIL SERVICES

Imprest Account No: 05570011907

License No: SG1190

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AD02055728344773	Non Standard	Annual Reports	8	Semenanjung to Semenanjung	50.00	0.00	0.80	6.40	0.00	6.40	PRIMA MAIL SERVICES	05570011907			No	PMH - CD/Nom

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6508

ARRIVAL TIME:

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FOR OFFICE USE

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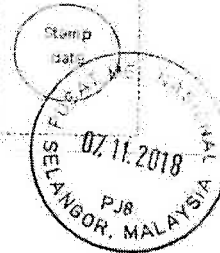
- Docket is invalid without the lodgement acceptance document from Pos Malaysia Bhd.
- Customers are encouraged to register as licensed customers and use their own imprest account to enable fast hand clearance via online lodgement acceptance.
- Please stated phone number or email of person in charge for confirmation on the lodgement.
- Please check the transaction before leaving the courier.

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Verified by:

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[Signature]



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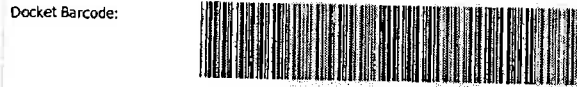
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POS MALAYSIA BERHAD (229990-M)

Docket Management

Docket Transaction No: AD00055712919606 SubDocket Transaction No: AD01055712963396



AD00055712919606

Company Name: PRIMA MAIL SERVICES
 Imprest Account No: 05570011907 License No: SG1190

Ref. No.	Product	Mail Type	Vol.	Zone	Weight / Piece (gm)	Surcharge (RM)	Unit Price (RM)	Amount (RM)	SST (RM)	Price(Include SST)(RM)	Mail Owner	Imprest Account	Permit No	Permit Type	Sorting	Remark
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AD02055728372201	International Mail (Airmail)	Annual Reports	5	ZON 2	86.00	0.00	5.60	28.00	0.00	28.00	PRIMA MAIL SERVICES	05570011907			No	PMC - CDs/Cir
AD02055728372213	International Mail (Airmail)	Annual Reports	2	ZON 3	86.00	0.00	7.60	15.20	0.00	15.20	PRIMA MAIL SERVICES	05570011907			No	PMC - CDs/Cir
AD02055728372199	International Mail (Airmail)	Annual Reports	2	ZON 1	86.00	0.00	4.00	8.00	0.00	8.00	PRIMA MAIL SERVICES	05570011907			No	PMC - CDs/Cir
AD02055728372237	International Mail (Airmail)	Annual Reports	7	ZON 2	50.00	0.00	3.20	22.40	0.00	22.40	PRIMA MAIL SERVICES	05570011907			No	PMH - CDs/Num
AD02055728372225	International Mail (Airmail)	Annual Reports	56	ZON 1	50.00	0.00	2.40	134.40	0.00	134.40	PRIMA MAIL SERVICES	05570011907			No	PMH - CDs/Num

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ARRIVAL TIME: 4-28

FOR OFFICE USE

Please take note:

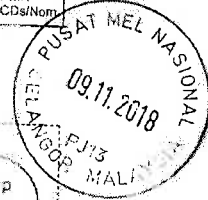
- Docket is invalid without the lodgement acceptance document from Pos Malaysia Bhd.
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- Please stated phone number or email of person incharge for confirmation on the lodgement.
- Please check the transaction before leaving the counter.

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Verified by,

Stamp date



[Signature]
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MEMBER FIRM OF
MALAYSIAN INSTITUTE OF ACCOUNTANTS



**H. H. FONG
& CO.**

Chartered Accountants (M)

610, Block A, Kelana Centre Point
3, Jalan SS 7/19, Kelana Jaya
47301 Petaling Jaya, Selangor
Tel: 7805 3633 / 7805 2799 Fax: 7804 7191

The Board of Directors
PAN MALAYSIA HOLDINGS BERHAD
Unit 3, 191, Jalan Ampang,
50450 Kuala Lumpur.

Appendix B to Minutes of the
Thirty-Fifth Annual General Meeting
held on 11 December 2018

Date : 11 December 2018

Our Ref : HHF/PMHB/2018

Dear Sirs,

**PAN MALAYSIA HOLDINGS BERHAD
POLLING RESULTS FOR THE ANNUAL GENERAL MEETING (“AGM”) HELD ON
11 DECEMBER 2018 @ 4.30PM AT REMBAU ROOM, CORUS PARADISE RESORT PORT
DICKSON.**

In accordance with the Terms of Engagement dated 27 November 2018, we have attended the AGM of **Pan Malaysia Holdings Berhad** held on 11 December 2018 and are pleased to set out the polling results for the following resolutions:

Resolution 1 :

To approve Directors’ Fees of RM116,000.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	642,701,983	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	95	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>642,702,078</u>	



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610, Block A, Kelana Centre Point
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47301 Petaling Jaya, Selangor
Tel: 7805 3633 / 7805 2799 Fax: 7804 7191

Resolution 2 :

To approve Directors' Benefits (other than Directors' Fees) of up to RM44,000.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	642,701,983	100%
Shareholders and proxies who voted against the said Resolution	-	-
		100%
Shareholders and proxies who did not vote on the said Resolution	95	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	642,702,078	

Resolution 3:

To re-elect Mr Wong Nyen Faat as Director of the Company.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	642,701,983	100%
Shareholders and proxies who voted against the said Resolution	-	-
		100%
Shareholders and proxies who did not vote on the said Resolution	95	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	642,702,078	



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Resolution 4:

To re-appoint Messrs Crowe Malaysia as auditors of the Company and to authorise the Directors to fix their remuneration.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	642,701,983	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	95	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>642,702,078</u>	

Resolution 5:

Proposed authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approval of the relevant authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting or until the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided always that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being.”



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47301 Petaling Jaya, Selangor
Tel: 7805 3633 / 7805 2799 Fax: 7804 7191

	Number of share	%
Shareholders and proxies who voted for the said Resolution	642,701,983	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	95	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>642,702,078</u>	

This letter had been prepared solely for the purpose stated in our Terms of Engagement in connection with the AGM of Pan Malaysia Holdings Berhad held on 11 December 2018. This letter is not to be reproduced, referred to in any other document, or used for any other purposes without our prior written consent. Neither the firm nor any member or employee of the firm undertakes responsibility arising in any whatsoever to any party in respect of the letter contrary to the aforesaid purpose

Your faithfully,

H. H. FONG & CO. (AF 0724)
Chartered Accountant