

PRIVATE & CONFIDENTIAL

PAN MALAYSIA HOLDINGS BERHAD (95469-W)

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Minutes of the Thirty-Sixth 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 Wednesday, 11 December 2019 at 2.00 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 Andrew Khoo Boo Yeow	- Chairman and Chief Executive Officer, The MUI Group
		Ms Alicia Tan Leng	- Vice President, Office of the Group CEO, The MUI Group
		Raymond Yeoh Huat Hock	- Executive Director of Hotel Division (Malaysia), The MUI Group
		Ms Pamela Geh Cheng Yen	- Human Resources Director, The MUI Group
		Mr John Yeo See Hiang	- Resort Manager of Corus Paradise resort Port Dickson
		Mr Jimmy Ung Voon Huay	} Representatives from Messrs Crowe Malaysia PLT
		Ms Lean Wei Ee	
		Puan Rubiah binti Abu Hassan	} Representatives from Messrs H. H. Fong & Co.
		Encik Mohd Rosdi bin Aman	
	Encik Muhammad Hazzem bin Mohd Isa		
	Cik Siti Nurshafika binti Puasa		
Absent with apologies	:	Mr George Tang Kim Siw	- Corporate Communication Director, The MUI Group
		Ms Karen Mak Kuan Mun	- Head of Group Marketing, The MUI Group
In Attendance	:	Madam Wong Shuk Fuen	- Group Financial Controller, The MUI Group
		Mr Lee Chik Siong	- Joint Company Secretary

1/19

Commencement of Meeting

The Chairman called the Meeting to order at 2.00 p.m.

2/19

Quorum

The Joint Company Secretary confirmed that a quorum was present.

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3/19

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.

4/19

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.

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 2019 (“AFS”).

There being no questions raised, the AFS was 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 questions 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 the 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 would 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 2019. 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**”.

5/19

Resolution 1

Approval of Directors’ Fees of RM116,000

On a poll, with 642,701,383 ordinary shares representing 100% voting in favour of the said resolution, it was unanimously resolved that the Directors’ Fees of RM116,000 be and were thereby approved.

6/19

Resolution 2

Approval of Directors’ Benefits (other than Directors’ Fees) of up to RM54,000

On a poll, with 642,701,383 ordinary shares representing 100% voted in favour of the said resolution, it was unanimously resolved that the Directors’ benefits (other than Directors’ Fees) of up to RM54,000 for the period from 12 December 2019 until the next Annual General Meeting be and were thereby approved.

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7/19

Resolution 3

Re-election of Dr Wong Hong Meng as Director of the Company

Dr Wong Hong Meng 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 642,701,383 ordinary shares representing 100% voting in favour of the said resolution, it was unanimously resolved that Dr Wong Hong Meng be and was thereby re-elected as Director of the Company.

8/19

Resolution 4

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

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

On a poll, with 642,701,383 ordinary shares representing 100% voting in favour of the said resolution, it was unanimously resolved that Messrs Crowe Malaysia PLT be and were thereby re-appointed as auditors of the Company for the financial year ending 30 June 2020 AND THAT the Directors be and were thereby authorised to fix their remuneration.

Special Business

9/19

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 642,701,383 ordinary shares representing 100% voting 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 approvals of the relevant authorities, the Directors be and were thereby 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 total number of issued shares of the Company for the time being.

10/19

Resolution 6

Special Resolution – Proposed adoption of new Constitution

On a poll, with 642,701,383 ordinary shares representing 100% voting in favour of the said resolution, it was unanimously resolved:-

THAT the proposed Constitution of the Company as set out in the Circular to Shareholders dated 31 October 2019 be approved and adopted with immediate effect in place of the existing Constitution of the Company.

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PAN MALAYSIA HOLDINGS BERHAD (95469-W)

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Conclusion of Meeting

There being no other business of which due notice had been received from Members for discussion at the Meeting, the Thirty-Sixth Annual General Meeting of the Company was concluded at 2.10 p.m. with a vote of thanks to the Chair.

CHAIRMAN

Dated: 26 February 2020

(Minutes of the Thirty-Sixth Annual General Meeting of Pan Malaysia Holdings Berhad held on Wednesday, 11 December 2019 at 2.00 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

Appendix A to Minutes of the
Thirty-Sixth Annual General
Meeting held on 11 December 2019

11 December 2019

To the Shareholders present
at the Company's Thirty-Sixth
Annual General Meeting
held on 11 December 2019

This is to certify that 6,738 covers containing the notice of the Company's Thirty-Sixth 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

Encl.

CERTIFIED TRUE COPY



Pan Malaysia Holdings

PosMel 61

(Salinan Pejabat Menerima)

DOKET PENGEPOSAN MEL PUKAL

Nama Syarikat : Prima Mail Services (002798260-X)
 Alamat : No. 3, Jalan Nilam 1/9,
Perindustrian Teknologi Tinggi, Subang
47500 Subang Jaya
Selangor

No. Lesen Pos Jelas : SG 1190
 Tarikh : 04.11.2019

- Standard (S)
 Bukan Standard (NS) Pra-Iseh Bukan Pra-Iseh

Kategori Surat	Berat	Kadar Pos	Bilangan Surat	Bayaran Kasar (RM)	Rebet		Bayaran Bersih (RM)	GST 6%
					%	RM		
Non standard	152g	1.00	6506	6,506.00	10	650.60	5,855.40	
Jumlah			6506	6,506.00	10	650.60	5,855.40	

- Terbitan Berkala Pra-Iseh Bukan Pra-Iseh

Tajuk	Berat	Kadar Pos	Bilangan Surat	Bayaran Kasar (RM)	Rebet		Bayaran Bersih (RM)	GST 6%
					%	RM		

Bayaran Udara Sabah/Sarawak								
Jumlah								
Jumlah Besar	6506	6,506.00	10	650.60		5,855.40		
Total GST(6%)								
Grand Total (Inclusive/ Exclusive)		5,855.40						

Cara Bayaran

- Tunai Cek
 Akaun Impres No : SG 1190

Prima Mail Services (002798260-X)
No. 3, Jalan Nilam 1/9,
Perindustrian Teknologi Tinggi, Subang
47500 Subang Jaya
Selangor

Mel telah di proses pada 04 NOV 2019
 Docket telah di key in pada 18:11/19
 kerana masalah sistem

Tandatangan Dan Cop Pengirim

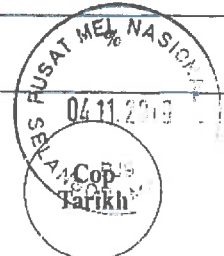
(Cetakan Komputer)

(UNTUK KEGUNAAN POS MALAYSIA SAHAJA)

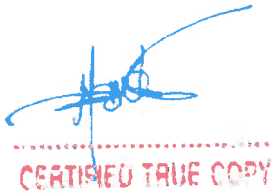
Kelayakan Rebet	Kategori Surat			
	<input type="checkbox"/> Standard	<input checked="" type="checkbox"/> Bukan Standard	<input type="checkbox"/> Terbitan Berkala	<input type="checkbox"/> Lain-Lain
Pra-Iseh	<input type="checkbox"/> 8%	<input checked="" type="checkbox"/> 2% <u>76</u>	<input type="checkbox"/> %	<input type="checkbox"/> %
Mematuhi Kualiti OCR	<input type="checkbox"/> 4%			
Pos Sebelum 12.00 tgh. Waktu : <u>9.55</u>	<input type="checkbox"/> 1%	<input checked="" type="checkbox"/> 1% <u>32</u>	<input type="checkbox"/> %	<input type="checkbox"/> %
Jumlah Kelayakan Rebet Diberi	%	<u>10</u> %	%	%

Nama dan Tandatangan
Pegawai Penerima

Nama dan Tandatangan
Pegawai Meluluskan



MUHAMAD ADAM BIN OMAR
PENYELIA BENCANA
KUSASUKA NASIONAL
POS MALAYSIA BERHAD



DOKET PENGEPOSAN MEL PUKAL

Nama Syarikat : Prima Mail Services (002798260-X)
Alamat : No. 3, Jalan Nilam 1/9, Perindustrian Teknologi Tinggi, Subang 47500 Subang Jaya Selangor

No. Lesen Pos Jelas : SG 1190
Tarikh : 11.11.2019

- Standard (S)
Bukan Standard (NS)
Pra-Iseh
Bukan Pra-Iseh

Table with columns: Kategori Surat, Berat, Kadar Pos, Bilangan Surat, Bayaran Kasar (RM), Rebet (%), Rebet (RM), Bayaran Bersih (RM), GST 6%. Row 1: Non Standard, 152g, 1.00, 171, 171.00, -, -

- Terbitan Berkala
Pra-Iseh
Bukan Pra-Iseh

Table with columns: Tajuk, Berat, Kadar Pos, Bilangan Surat, Bayaran Kasar (RM), Rebet (%), Rebet (RM), Bayaran Bersih (RM), GST 6%. Includes a 'Bayaran Udara Sabah/Sarawak' row.

Summary table with rows: Jumlah, Jumlah Besar (171, 171.00, -, 171.00), Total GST(6%) (-), Grand Total (Inclusive / Exclusive) (171.00)

- Cara Bayaran: Tunai, Cek, Akaun Impres No: SG 1190

11 NOV 2019
Mel telah diproses pada...
Doket telah dibayar...
kerana masalah sistem

Prima Mail Services (002798260-X)
No. 3, Jalan Nilam 1/9, Perindustrian Teknologi Tinggi, Subang 47500 Subang Jaya Selangor

(Cetakan Komputer)

(UNTUK KEGUNAAN POS MALAYSIA SAHAJA)

Table with columns: Kelayakan Rebet, Kategori Surat (Standard, Bukan Standard, Terbitan Berkala, Lain-Lain). Rows include Pra-Iseh (8%, 9%, %, %), Mematuhi Kualiti OCR (4%), Pos Sebelum 12.00 tgh. Waktu: 3.58 (1%, 1%, %, %), and Jumlah Kelayakan Rebet Diberi.

Signature and stamp of Pegawai Penerima

Signature and stamp of Pegawai Meiluluskan: AZIZAN B RAMLY, PENYELIA (8743), BUSINESS MAIL CENTRE, NMC SHAH ALAM





MEMBER FIRM OF
MALAYSIAN INSTITUTE OF ACCOUNTANTS



**H. H. FONG
& CO.** (AF 0724)
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-Sixth Annual General
Meeting held on 11 December 2019

Date : 11 December 2019

Our Ref : HHF/PMHB/2019

Dear Sirs,

**PAN MALAYSIA HOLDINGS BERHAD
POLLING RESULTS FOR THE ANNUAL GENERAL MEETING ("AGM") HELD ON
11 DECEMBER 2019 @ 2.00PM AT REMBAU ROOM, CORUS PARADISE RESORT PORT
DICKSON.**

In accordance with the Terms of Engagement dated 14 November 2019, we have attended the AGM of **Pan Malaysia Holdings Berhad** held on 11 December 2019 and are pleased to set out the polling results for the following resolutions:

Resolution 1 :

To approve Directors' Fees of RM116,000.

	Number of shareholder	Number of share	%
Shareholders and proxies who voted for the said Resolution	7	642,701,383	100%
Shareholders and proxies who voted against the said Resolution	-	-	-
	<u>7</u>	<u>642,701,383</u>	<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	-	10,140	
Abstain	-	-	
Spoiled	-	-	
Shareholders and proxies who are present and eligible for voting	<u>7</u>	<u>642,711,523</u>	



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Resolution 2 :

To approve Directors' Benefits (other than Directors' Fees) of up to RM54,000.

	Number of shareholder	Number of share	%
Shareholders and proxies who voted for the said Resolution	7	642,701,383	100%
Shareholders and proxies who voted against the said Resolution	-	-	-
	<u>7</u>	<u>642,701,383</u>	<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	-	10,140	
Abstain	-	-	
Spoiled	-	-	
Shareholders and proxies who are present and eligible for voting	<u>7</u>	<u>642,711,523</u>	

Resolution 3:

To re-elect Dr Wong Hong Meng as Director of the Company.

	Number of shareholder	Number of share	%
Shareholders and proxies who voted for the said Resolution	7	642,701,383	100%
Shareholders and proxies who voted against the said Resolution	-	-	-
	<u>7</u>	<u>642,701,383</u>	<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	-	10,140	
Abstain	-	-	
Spoiled	-	-	
Shareholders and proxies who are present and eligible for voting	<u>7</u>	<u>642,711,523</u>	



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Resolution 4:

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

	Number of shareholder	Number of share	%
Shareholders and proxies who voted for the said Resolution	7	642,701,383	100%
Shareholders and proxies who voted against the said Resolution	-	-	-
	<u>7</u>	<u>642,701,383</u>	<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	-	10,140	
Abstain	-	-	
Spoiled	-	-	
Shareholders and proxies who are present and eligible for voting	<u>7</u>	<u>642,711,523</u>	



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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."

	Number of shareholder	Number of share	%
Shareholders and proxies who voted for the said Resolution	7	642,701,383	100%
Shareholders and proxies who voted against the said Resolution	-	-	-
	<u>7</u>	<u>642,701,383</u>	<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	-	10,140	
Abstain	-	-	
Spoiled	-	-	
Shareholders and proxies who are present and eligible for voting	<u>7</u>	<u>642,711,523</u>	



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Tel: 7805 3633 / 7805 2799 Fax: 7804 7191

Resolution 6:
Proposed adoption of new Constitution

	Number of shareholder	Number of share	%
Shareholders and proxies who voted for the said Resolution	7	642,701,383	100%
Shareholders and proxies who voted against the said Resolution	-	-	-
	<u>7</u>	<u>642,701,383</u>	<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	-	10,140	
Abstain	-	-	
Spoiled	-	-	
Shareholders and proxies who are present and eligible for voting	<u>7</u>	<u>642,711,523</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 2019. 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