

PRIVATE & CONFIDENTIAL

Minutes of the Thirty-Third 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 Thursday, 1 December 2016 at 4.30 p.m.

Present	: Dr Wong Hong Meng	- Chairman of the Meeting Independent Non-Executive Director
	Mr Wong Nyen Faat	- Non-Independent Non-Executive Director
	Pn Farizon binti Ibrahim	- Independent Non-Executive Director
Members	: As per Attendance List	
By Invitation	: Mr Fong Hoong Heng Ms Sharon Fong Cik Amy Syafiqah binti Anuar Cik Nuraini binti Mohamed Mr James Chan Kuan Chee	} Representatives from Messrs H. H. Fong & Co. Representatives from Messrs Crowe Horwath
In Attendance	: Mr Frank Chin Suan Yong	- Group Financial Controller The MUI Group
	Mr Lee Chik Siong	- Joint Company Secretary

1/16

Election of Chairman of the Meeting

On a show of hands, with none voting against, Dr Wong Hong Meng was elected to chair the Meeting in accordance with Article 69 of the Company's Articles of Association. He then presided over the Meeting and welcomed everyone present at the Meeting.

2/16

Quorum

The Joint Company Secretary confirmed that a quorum was present and the Chairman called the Meeting in order at 4.30 p.m.

3/16

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.

4/16

Voting by 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.

After all the resolutions have been presented, the Chairman proceeded to conduct the poll.

The Chairman informed the members present that Messrs H. H. Fong & Co. had been appointed and will act 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 1 December 2016. 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".

5/16

To receive the audited financial statements together with the Reports of the Directors and Auditors thereon for the financial period ended 30 June 2016

There being no questions raised by the members present, the audited financial statements together with the Reports of the Directors and Auditors thereon for the financial period ended 30 June 2016 were received by the Meeting.

6/16

Resolution 1

Approval of Directors' fees of RM108,000

On a poll, with 642,708,753 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved:-

THAT the Directors' fees of RM108,000 be and was thereby approved.

7/16

Resolution 2

Re-appointment of Dr Wong Hong Meng as Director of the Company pursuant to Section 129(6) of the Companies Act, 1965

Dr Wong Hong Meng retired in accordance with Section 129(2) of the Companies Act, 1965, and offered himself for re-appointment under Section 129(6) of the said Act.

On a poll, with 642,708,753 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved:-

7/16 (Cont'd)

THAT pursuant to Section 129(6) of the Companies Act, 1965, Dr Wong Hong Meng be and was thereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.

8/16

Resolution 3

Re-election of Mr Wong Nyen Faat as Director of the Company pursuant to Article 111 of the Company's Articles of Association

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 642,708,753 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.

9/16

Resolution 4

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

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

On a poll, with 642,708,753 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved:-

THAT Messrs Crowe Horwath be and were thereby re-appointed as auditors of the Company for the financial year ending 30 June 2017 AND THAT the Directors be and were thereby authorised to fix their remuneration.

Special Business

10/16

Resolution 5

Ordinary Resolution – Proposed authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965

On a poll, with 642,708,753 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved:-

THAT pursuant to Section 132D of the Companies Act, 1965 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-Third Annual General Meeting of the Company was concluded at 4.40 p.m. with a vote of thanks to the Chair.

CHAIRMAN (of the Meeting)

Dated: 21 February 2017

[Minutes of the Thirty-Third 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 Thursday, 1 December 2016 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

Appendix A to the minutes of Annual
General Meeting held on 1 December 2016

1 December 2016

To the Shareholders present
at the Company's Thirty-Third
Annual General Meeting
held on 1 December 2016

This is to certify that 6,644 covers containing the notice of the Company's Thirty-Third 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: AD00060210228816

SubDocket Transaction No: AD01060210268037

Docket Barcode:



AD00060210228816

Company Name: Maximall (M) Sdn. Bhd.

Imprest Account No: 06020001752

License No: WP0175

WP 0057

Ref. No.	Product	Mail Type	Vol.	Zone	Weight / Piece (gm)	Surcharge (RM)	Unit Price (RM)	Amount (RM)	GST (RM)	Price(Include GST)(RM)	Mail Owner	Imprest Account	Permit No	Permit Type	Sorting	Remark
AD02060222422651	Non Standard	Annual Reports	6578	Semenanjung 16 Semenanjung	52.00	0.00	0.80	5918.40	355.10	6273.50	Maximall (M) Sdn. Bhd.	06020001752			No	PMH - Ar Cd & Notice

01112016 15:46:40
Maximall (M) Sdn. Bhd.
RM 6273.50 06020001752

ARRIVAL TIME: 443


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 first hand information via online on lodgement acceptance
- Please stated phone number or email of person incharge for confirmation on the lodgement
- Please check the transaction before leaving the counter

Checked by: 

Verified by: 




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POS MALAYSIA BERHAD (229990-M)

Docket Management

Docket Transaction No: AD00060210254696

SubDocket Transaction No: AD01060210293942

Docket Barcode:



AD00060210254696

Company Name: Maximail (M) Sdn. Bhd.

Imprest Account No: 06020001752

License No: WP0175

Ref. No.	Product	Mail Type	Vol.	Zone	Weight / Piece (gm)	Surcharge (RM)	Unit Price (RM)	Amount (RM)	GST (RM)	Price(Include GST)(RM)	Mail Owner	Imprest Account	Permit No	Permit Type	Sorting	Remark
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AD02060222480549	International Mail (Airmail)	Annual Reports	23	ZON 3	126.00	0.00	10.80	248.40	0.00	248.40	Maximail (M) Sdn. Bhd.	06020001752			No	MUI - Ar Cd & Cir
AD02060222480487	International Mail (Airmail)	Annual Reports	1	ZON 1	52.00	0.00	2.80	2.80	0.00	2.80	Maximail (M) Sdn. Bhd.	06020001752			No	PMH - Ar Cd & Notice
AD02060222480501	International Mail (Airmail)	Annual Reports	1	ZON 3	52.00	0.00	5.20	5.20	0.00	5.20	Maximail (M) Sdn. Bhd.	06020001752			No	PMH - Ar Cd & Notice
AD02060222480513	International Mail (Airmail)	Annual Reports	10	ZON 1	126.00	0.00	5.60	56.00	0.00	56.00	Maximail (M) Sdn. Bhd.	06020001752			No	MUI - Ar Cd & Cir
AD02060222480525	International Mail (Airmail)	Annual Reports	1054	ZON 1	126.00	0.00	5.60	5902.40	0.00	5902.40	Maximail (M) Sdn. Bhd.	06020001752			No	MUI - Ar Cd & Cir
AD02060222480499	International Mail (Airmail)	Annual Reports	9	ZON 2	52.00	0.00	3.80	34.20	0.00	34.20	Maximail (M) Sdn. Bhd.	06020001752			No	PMH - Ar Cd & Notice
AD02060222480537	International Mail (Airmail)	Annual Reports	46	ZON 2	126.00	0.00	8.00	368.00	0.00	368.00	Maximail (M) Sdn. Bhd.	06020001752			No	MUI - Ar Cd & Cir

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RM 6776.60 06020001752

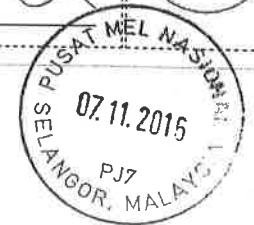
ARRIVAL TIME: 5:00

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- Customers are encouraged to register as licensed customers and use their own imprest account to enable first hand information via online on lodgement acceptance
- Please stated phone number or email of person incharge for confirmation on the lodgement
- Please check the transaction before leaving the counter

Checked by, *ay* Verified by, *[Signature]*

Stamp date



[Signature]
.....
CERTIFIED TRUE COPY



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

Appendix B to the minutes of Annual
General Meeting held on 1 December 2016

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

Date : 1 December 2016

Our Ref : HHF/PMHB/2016

Dear Sirs,

**PAN MALAYSIA HOLDINGS BERHAD
POLLING RESULTS FOR THE ANNUAL GENERAL MEETING ("AGM") HELD ON
1 DECEMBER 2016 @ 4.30PM AT REMBAU ROOM, CORUS PARADISE RESORT PORT
DICKSON.**

In accordance with the Terms of Engagement dated 23 November 2016, we have attended the AGM of **Pan Malaysia Holdings Berhad** held on 1 December 2016 and are pleased to set out the polling results for the following resolutions:

Resolution 1 :

To approve Directors' fees of RM108,000.

	Number of share of RM0.10 each	%
Shareholders and proxies who voted for the said Resolution	642,708,753	100%
Shareholders and proxies who voted against the said Resolution	-	-
	<hr/>	<hr/>
		100 %
Shareholders and proxies who did not vote on the said Resolution	6,100	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<hr/> <hr/>	
	642,714,853	



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

Resolution 2 :

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

	Number of share of RM0.10 each	%
Shareholders and proxies who voted for the said Resolution	642,708,753	100%
Shareholders and proxies who voted against the said Resolution	-	-
	<hr/>	<hr/>
		100 %
Shareholders and proxies who did not vote on the said Resolution	6,100	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<hr/> <u>642,714,853</u>	

Resolution 3:

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

	Number of share of RM0.10 each	%
Shareholders and proxies who voted for the said Resolution	642,708,753	100%
Shareholders and proxies who voted against the said Resolution	-	-
	<hr/>	<hr/>
		100 %
Shareholders and proxies who did not vote on the said Resolution	6,100	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<hr/> <u>642,714,853</u>	

 2



MEMBER FIRM OF
MALAYSIAN INSTITUTE OF ACCOUNTANTS



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Tel: 7805 3633 / 7805 2799 Fax: 7804 7191

Resolution 4:

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

	Number of share of RM0.10 each	%
Shareholders and proxies who voted for the said Resolution	642,708,753	100%
Shareholders and proxies who voted against the said Resolution	-	-
	<hr/>	<hr/>
		100 %
Shareholders and proxies who did not vote on the said Resolution	6,100	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<hr/> <hr/>	
	642,714,853	

Resolution 5:

Proposed authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965

“THAT pursuant to Section 132D of the Companies Act, 1965 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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Tel: 7805 3633 / 7805 2799 Fax: 7804 7191

	Number of share of RM0.10 each	%
Shareholders and proxies who voted for the said Resolution	642,708,753	100%
Shareholders and proxies who voted against the said Resolution	-	-
	<hr/>	<hr/>
		100 %
Shareholders and proxies who did not vote on the said Resolution	6,100	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<hr/> 642,714,853 <hr/>	

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 1 December 2016. 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