

TEO SENG CAPITAL BERHAD (732762-T)
(Incorporated in Malaysia)

MINUTES OF THE ELEVENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT JASMINE A & B CONFERENCE ROOM, FOURTH FLOOR, RIVERVIEW HOTEL, 29 JALAN BENTAYAN, 84000 MUAR, JOHOR, ON FRIDAY, 26 MAY 2017 AT 11.30 A.M.

PRESENT : As per Attendance Lists

1. CHAIRMAN

- 1.1 Mr Lau Jui Peng ("Chairman") chaired the meeting. He welcomed all present at the Eleventh Annual General Meeting ("11th AGM") of Teo Seng Capital Berhad ("Teo Seng" or "the Company") and called the meeting to order at 11.30 a.m.
- 1.2 Chairman said pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of AGM should be voted by poll. The Company was required to appoint at least one scrutineer to validate the votes cast at the general meeting. In view thereof, Chairman declared that all resolutions in the Notice of 11th AGM would be voted by poll. Tricor Investor & Issuing House Services Sdn Bhd would act as Poll Administrator while Asia Securities Sdn Bhd would act as Scrutineers. The poll would be conducted at the end of the meeting to facilitate the smooth running of the meeting.

2. QUORUM

The Secretary confirmed that a quorum was present to constitute the meeting and informed that the total number of valid proxy forms received within the prescribed period was 27, which represented 166,612,383 shares in the total number of the issued shares of the Company.

3. NOTICE

With the consent of the members present, the notice convening the meeting was taken as read. Chairman then proceeded with the business on the agenda of the Notice of 11th AGM.

4. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND OF THE GROUP AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

- 4.1 Chairman said Agenda item 1 was meant for discussion only as the provision of Section 248 of the Companies Act 2016 ("CA 2016") did not require a formal approval of the shareholders for the audited financial statements. Hence, it was not put forward for voting.

4.2 Chairman then invited questions from the floor. Since no question was raised, Chairman declared THAT the audited financial statements for the financial year ended 31 December 2016, together with the Reports of the Directors and Auditors thereon, had in accordance with CA 2016 been properly laid and received.

5. TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF RM120,000 IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

5.1 Chairman said Agenda item 2 referred to payment of Directors' fees of RM120,000 in respect of the financial year ended 31 December 2016.

5.2 Chairman then invited questions from the floor. Since there was no question raised, Chairman said the voting by poll in respect of the following Ordinary Resolution 1 on payment of Directors' fee would be deferred to the end of the meeting:

Ordinary Resolution 1

"THAT the payment of Directors' fees of RM120,000.00 for the financial year ended 31 December 2016 be hereby approved."

6. TO APPROVE THE PAYMENT OF FESTIVAL TOKEN TO THE NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT OF RM30,000 IN RESPECT OF THE FINANCIAL YEAR ENDING 31 DECEMBER 2017

6.1 Chairman said Agenda item 3 referred to payment of festival token to the Non-Executive Directors for the financial year ending 31 December 2017.

6.2 Chairman then invited questions from the floor. Since there was no question raised, Chairman said the voting by poll in respect of the following Ordinary Resolution 2 on payment of festival token to Non-Executive Directors would be deferred to the end of the meeting:

Ordinary Resolution 2

"THAT the payment of festival token to the Non-Executive Directors up to an amount of RM30,000 in respect of the financial year ending 31 December 2017 be hereby approved."

7. TO RE-ELECT THE FOLLOWING DIRECTORS WHO RETIRE PURSUANT TO ARTICLE 103 OF THE CONSTITUTION OF THE COMPANY:

- (a) MR LOH WEE CHING;
- (b) MR CHOONG KEEN SHIAN; AND
- (c) MR FREDERICK NG YONG CHIANG.

7.1 Chairman proceeded with Agenda item 4 on re-election of Directors who were retiring in accordance with Article 103 of the Company's Constitution. Chairman said Mr Loh Wee Ching, Mr Choong Keen Shian and Mr Frederick Ng Yong Chiang would be retiring and being eligible, had offered themselves for re-election. Their profiles could be viewed on pages 11 and 12 of the Annual Report 2016.

- 7.2 Chairman then invited questions from the floor. Since there was no question, Chairman said the voting by poll in respect of following Ordinary Resolutions 3 to 5 on re-election of Directors would be deferred to the end of the meeting:

Ordinary Resolution 3

"THAT Mr Loh Wee Ching, retiring pursuant to Article 103 of the Company's Constitution and who being eligible, be re-elected as Director of the Company."

Ordinary Resolution 4

"THAT Mr Choong Keen Shian, retiring pursuant to Article 103 of the Company's Constitution and who being eligible, be re-elected as Director of the Company."

Ordinary Resolution 5

"THAT Mr Frederick Ng Yong Chiang, retiring pursuant to Article 103 of the Company's Constitution and who being eligible, be re-elected as Director of the Company."

8. TO RE-APPOINT DATO' ZAINAL BIN HASSAN AS A DIRECTOR OF COMPANY

- 8.1 Chairman proceeded with Agenda item 5 on the re-appointment of Dato' Zainal Bin Hassan ("Dato' Zainal") as Director of the Company. Chairman said the CA 2016, which came into force on 31 January 2017, did not have the provision on the maximum age limit of 70 years for a director. Dato' Zainal was appointed at the last AGM under the repealed Section 129 of the CA 1965 and his term of office would expire at the conclusion of the 11th AGM. Nevertheless, Dato' Zainal would seek re-appointment as Director of the Company.

- 8.2 Chairman said the proposed Ordinary Resolution 6 on the re-appointment of Dato' Zainal would take effect if the proposed resolution was passed by a simple majority of such members entitled to vote in person or by proxy at the meeting. Dato' Zainal, if re-appointed at the AGM, would be subject to retirement by rotation as provided in the Constitution of the Company. The profile of Dato' Zainal could be viewed on page 10 of the Annual Report 2016.

- 8.3 Chairman then invited questions from the floor. Since there was no question, Chairman said the voting by poll in respect of following Ordinary Resolution 6 on re-appointment of Dato' Zainal would be deferred to the end of the meeting:

Ordinary Resolution 6

"THAT Dato' Zainal Bin Hassan be and is hereby re-appointed as Director of the Company."

9. TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION:

"THAT MESSRS PRICEWATERHOUSECOOPER, HAVING CONSENTED TO ACT, BE AND ARE HEREBY APPOINTED AS AUDITORS OF THE COMPANY IN PLACE OF THE OUTGOING AUDITORS, MESSRS CROWE HORWATH, AND TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL

GENERAL MEETING OF THE COMPANY, AT A REMUNERATION TO BE DETERMINED BY THE BOARD OF DIRECTORS”

- 9.1 Chairman said Agenda item 6 was on the appointment of Messrs PricewaterhouseCoopers (“PwC”) as Auditors of the Company in place of the outgoing Auditors, Messrs Crowe Horwath (“CH”).
- 9.2 Chairman said the Company had received a Notice of Nomination from Advantage Valuations Sdn Bhd, a substantial shareholder of the Company, nominating PwC as the Auditors of the Company for the financial year ending 31 December 2017 in place of the outgoing Auditors, CH. The Proposed Change of Auditors was to be in line with the ultimate holding company’s policy to streamline the auditors for the Group.
- 9.3 Chairman said the Board had confirmed that there was no disagreement with CH on the accounting treatment within the past 12 months and the Board was not aware of any circumstance in relation to the Proposed Change of Auditors that should be brought to the attention of the shareholders of the Company.
- 9.4 Chairman then invited questions from the floor. Since there was no question, Chairman said the voting by poll in respect of following Ordinary Resolution 7 on appointment of PwC as Auditors of the Company would be deferred to the end of the meeting:

Ordinary Resolution 7

“THAT Messrs PricewaterhouseCoopers, having consented to act, be and are hereby appointed as Auditors of the Company in place of the outgoing Auditors, Messrs Crowe Horwath, and to hold office until the conclusion of the next Annual General Meeting of the Company, at a remuneration to be determined by the Board of Directors”

10. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

- 10.1 Chairman proceeded with Agenda item 7 and said the Company wished to obtain shareholders’ approval for the Directors to issue and allot shares up to a maximum of 10% of the total number of the issued shares (excluding treasury shares) of the Company pursuant to Section 75 and 76 of the CA 2016 for the purpose of funding investment projects, working capital, repayment of borrowings and/or acquisition.
- 10.2 Chairman then invited questions from the floor. Since there was no question, Chairman informed that the voting by poll in respect of the following Ordinary Resolution 8 on authority to issue shares pursuant to Sections 75 and 76 of the CA 2016 would be deferred to the end of the meeting:

Ordinary Resolution 8

Authority to issue shares pursuant to Sections 75 And 76 of the Companies Act 2016

“THAT subject to Sections 75 and 76 of the Companies Act 2016, Constitution of the Company and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued during the preceding 12 months does not exceed ten per centum (10%) of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also 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 commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company, or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier.”

11. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

11.1 Chairman proceeded with Agenda item 8 and said the Company wished to obtain shareholders' approval to allow the Group to continue to enter into recurrent related party transactions (“RRPT”) on arm's length basis and on normal commercial terms which are not prejudicial to the interests of the minority shareholders. He said the detailed text on the RRPT was set out in the Part B of the Circular to Shareholders dated 27 April 2017.

11.2 Chairman then invited questions from the floor. Since there was no question, Chairman informed that the voting by poll in respect of the following Ordinary Resolution 8 on proposed shareholders' mandate for RRPT of a revenue or trading nature would be deferred to the end of the meeting:

Ordinary Resolution 9

Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

“THAT subject to Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries (“the Group”) to enter into recurrent related party transactions of a revenue or trading nature (“RRPT”) with the related party(ies) as set out in Section 2 of Part B of the Circular to Shareholders of the Company dated 27 April 2017 (“the Circular”) provided that such transactions are:

- (a) necessary for the day-to-day operations;
- (b) in the ordinary course of business and are on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public; and
- (c) not prejudicial to the minority shareholders of the Company.

("Shareholders' Mandate")

THAT such approval shall continue to be in force and effect until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the said AGM;
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Shareholders' Mandate, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities."

12. PROPOSED RENEWAL OF AUTHORISATION TO ENABLE TEO SENG CAPITAL BERHAD TO PURCHASE UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY

- 12.1 Chairman then proceeded with the last item in the Agenda, i.e. proposed renewal of authority to purchase the Company's own shares. He said the detailed text on the proposed renewal on share buy-back authority was set out in the Part A of the Circular to Shareholders dated 27 April 2017.
- 12.2 Chairman then invited questions from the floor. Since there was no question, Chairman informed that the voting by poll in respect of the following Ordinary Resolution 10 on the renewal of share buy-back authority would be conducted immediately after the poll briefing by the Poll Administrator:

Proposed Renewal of authorisation to enable Teo Seng Capital Berhad to purchase up to 10% of the total number of issued shares of the Company

"THAT, subject always to the compliance with all applicable laws, guidelines, rules and regulations and the approval of all relevant authorities, the Company be and is hereby authorised to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- (i) the aggregate number of shares purchased or held as treasury shares does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Malaysia Securities Berhad as at the point of purchase;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest Audited Financial Statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
- (iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends or to deal with the treasury shares in the manner allowed by the Act.

THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act 1991 of Malaysia, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter in accordance with the requirements and/or guidelines of Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other relevant governmental and/or regulatory authorities."

12.3 Since there was no question raised, Chairman put the resolutions to the meeting for voting. He said Ordinary Resolutions 1 to 10 would be voted by poll. He then invited the representative of Poll Administrator, Encik Rahimy Safary Bin Yahya, to brief the meeting on the poll procedure. Encik Rahimy Safary Bin Yahya read out the poll procedure to the meeting and the meeting then proceeded to the polling.

12.4 At this juncture, Chairman adjourned the meeting at 11.45 a.m. for the votes to be

counted and verified. At 12.15 p.m., the meeting resumed and Chairman announced the result of the poll as follows:

Resolution	FOR		AGAINST		Result
	No. of votes	%	No. of votes	%	
Ordinary Resolution 1	179,272,352	100.000	0	0.000	Carried
Ordinary Resolution 2	179,272,352	100.000	0	0.000	Carried
Ordinary Resolution 3	179,272,352	100.000	0	0.000	Carried
Ordinary Resolution 4	179,272,352	100.000	0	0.000	Carried
Ordinary Resolution 5	179,272,352	100.000	0	0.000	Carried
Ordinary Resolution 6	179,272,352	100.000	0	0.000	Carried
Ordinary Resolution 7	179,272,352	100.000	0	0.000	Carried
Ordinary Resolution 8	179,272,352	100.000	0	0.000	Carried
Ordinary Resolution 9	13,307,055	100.000	0	0.000	Carried
Ordinary Resolution 10	179,272,352	100.000	0	0.000	Carried

13. CLOSURE

There being no other business, the meeting ended at 12.30 p.m. with a vote of thanks to the Chairman.

Confirmed as a Correct Record



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Chairman

Date: 15 June 2017