

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

MINUTES OF THE TWELFTH ANNUAL GENERAL MEETING (“12TH AGM”) OF TEO SENG CAPITAL BERHAD (“TEO SENG” OR “THE COMPANY”) HELD AT JASMINE A & B CONFERENCE ROOM, FOURTH FLOOR, RIVERVIEW HOTEL, 29 JALAN BENTAYAN, 84000 MUAR, JOHOR, ON WEDNESDAY, 27 JUNE 2018 AT 11.00 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 12th AGM of Teo Seng and called the meeting to order at 11.00 a.m.
- 1.2 Chairman said pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), all resolutions set out in the Notice of AGM would 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 12th AGM would be voted by poll. Tricor Investor & Issuing House Services Sdn Bhd (“Tricor IS”) would act as Poll Administrator while Asia Securities Sdn Bhd (“ASSB”) 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 22, which represented 161,483,802 shares of 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 12th 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 2017

- 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 2017, together with the Reports of the Directors and Auditors thereon, had been properly laid and received in accordance with CA 2016.

5. TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF RM120,000 IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

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 2017.

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 for the financial year ended 31 December 2017 be hereby approved."

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

- (a) MR LAU JUI PENG;
- (b) MR NAM YOK SAN; AND
- (c) MR NA YOK CHEE.

6.1 Chairman proceeded with Agenda item 3 on the re-election of Directors who were retiring in accordance with Article 103 of the Company's Constitution. Chairman said since he was an interested party to Ordinary Resolution 2, he handed over the chair to Mr Choong Keen Shian ("Mr Choong"), an Independent Non-Executive Director, to put forth the motion of the meeting.

6.2 Mr Choong said Chairman would be retiring and being eligible, had offered himself for re-election. His profile could be viewed on page 7 of the Annual Report 2017 ("AR").

6.3 Mr Choong then invited questions from the floor. Since there was no question, Mr Choong said the voting by poll in respect of following Ordinary Resolution 2 on the re-election of Chairman would be deferred to the end of the meeting:

Ordinary Resolution 2

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

6.4 Mr Choong then handed the chair back to Chairman to continue conducting the rest of the meeting. Chairman thanked Mr Choong.

- 6.5 Chairman said Ordinary Resolution 3 was in relation to the re-election of Mr Nam Yok San ("Mr Nam") as Director of Company. However, Mr Nam, who was appointed as Managing Director of the Company on 19 June 2008, had indicated to the Company that he would not seek re-election pursuant to Article 103 of the Constitution of the Company and hence, would retire at the conclusion of the 12th Annual General Meeting. As a result, Ordinary Resolution 3 was deemed withdrawn. Chairman requested a vote of thanks be recorded to Mr Nam for his past services and invaluable contribution to Teo Seng Group.
- 6.6 Chairman then proceeded with the re-election of Mr Na Yok Chee ("Mr Na"), who was retiring in accordance with Article 103 of the Company's Constitution and being eligible, had offered himself for re-election. His profile could be viewed on pages 8 and 9 of the AR.
- 6.7 Chairman then invited questions from the floor. Since there was no question, Chairman said the voting by poll in respect of following Ordinary Resolution 4 on the re-election of Mr Na would be deferred to the end of the meeting:

Ordinary Resolution 4

"THAT Na Yok Chee, retiring pursuant to Article 103 of the Company's Constitution and being eligible, be re-elected as Director of the Company."

7. TO RE-APPOINT PRICEWATERHOUSECOOPERS PLT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2018 AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

- 7.1 Chairman proceeded with Agenda item 4 on the re-appointment of PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2018 and to authorise the Directors to fix their remuneration.
- 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 Resolution 5 on the re-appointment of PricewaterhouseCoopers PLT would be deferred to the end of the meeting:

Ordinary Resolution 5

"THAT the re-appointment of PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2018 at a remuneration to be determined by the Board of Directors be hereby approved."

8. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

- 8.1 Chairman proceeded with Agenda items 5 and 6 on the continuation of Mr Choong and Mr Frederick Ng Yong Chiang ("Mr Frederick Ng") in office as Independent Non-Executive Directors. Chairman said their profiles could be viewed on pages 10 and 11 of the AR.
- 8.2 Chairman then invited questions from the floor. Since there was no question, Chairman said the voting by poll in respect of following Ordinary Resolutions 6

and 7 on the continuation of Mr Choong and Mr Frederick Ng in office as Independent Non-Executive Directors of the Company would be deferred to the end of the meeting:

Ordinary Resolution 6

"THAT authority be and is hereby given to Mr Choong Keen Shian, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company."

Ordinary Resolution 7

"THAT authority be and is hereby given to Mr Frederick Ng Yong Chiang, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company."

9. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE CA 2016

9.1 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 current and/or future investment projects, working capital, repayment of borrowings and/or acquisition.

9.2 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 ("the Act"), 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 twelve (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 ("Bursa Securities");

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 ("AGM") of the Company, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever

is earlier, unless revoked or varied by an Ordinary Resolution of the Company at a general meeting.”

10. PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“RRPT”)

10.1 Chairman proceeded with Agenda item 8 and said the Company wished to obtain shareholders’ approval to allow the Group to continue to enter into 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 2018.

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 9 on proposed shareholders’ mandate for RRPT would be deferred to the end of the meeting:

Ordinary Resolution 9

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

“THAT subject to Main Market Listing Requirements (“MMLR”) of Bursa Securities, 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 2018 (“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 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 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."

11. PROPOSED RENEWAL OF AUTHORISATION TO ENABLE THE COMPANY TO PURCHASE UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY

11.1 Chairman then proceeded with the last item of 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 Share Buy-Back Statement dated 27 April 2018.

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 10 on the renewal of share buy-back authority would be conducted immediately after the poll briefing by the Poll Administrator:

Ordinary Resolution 10

Proposed Renewal of authorisation to enable the Company 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 Securities 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 Securities 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 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 ("SICDA"), 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 MMLR and all other relevant governmental and/or regulatory authorities."

11.3 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, Mr Cheah Beng Chong ("Mr Cheah") to brief the meeting on polling procedure. Mr Cheah read out the poll procedure to the meeting and the meeting then proceeded to the polling.

11.4 At this juncture, Chairman adjourned the meeting at 11.25 a.m. for the votes to be counted and verified. At 11.55 a.m., the meeting resumed and Chairman announced the result of the poll (except for Resolution 3 on the re-election of Mr Nam which had been withdrawn following his retirement after the conclusion of the 12th AGM) as follows:

Resolution	FOR		AGAINST		Result
	No. of votes	%	No. of votes	%	
Ordinary Resolution 1	171,104,084	100.000	0	0.000	Carried
Ordinary Resolution 2	171,104,084	100.000	0	0.000	Carried
Ordinary Resolution 4	171,104,084	100.000	0	0.000	Carried
Ordinary Resolution 5	171,104,084	100.000	0	0.000	Carried
Ordinary Resolution 6	171,104,084	100.000	0	0.000	Carried
Ordinary Resolution 7	171,104,084	100.000	0	0.000	Carried
Ordinary Resolution 8	171,104,084	100.000	0	0.000	Carried
Ordinary Resolution 9	6,121,605	100.000	0	0.000	Carried
Ordinary Resolution 10	171,104,084	100.000	0	0.000	Carried

12. CLOSURE

There being no other business, the meeting ended at 12.00 noon with a vote of thanks to the Chairman.

Confirmed as a Correct Record



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Chairman

Date: 16 July 2018