

PERMAJU INDUSTRIES BERHAD

(Company No. 379057-V)

(Incorporated in Malaysia)

MINUTES OF THE TWENTY-SECOND (22ND) ANNUAL GENERAL MEETING OF PERMAJU INDUSTRIES BERHAD (“PIB” OR “THE COMPANY”) HELD AT ROOM IQ150, QLIQ DAMANSARA EMPIRE DAMANSARA, NO. 2, JALAN PJU 8/8A, DAMANSARA PERDANA, 47820 PETALING JAYA, SELANGOR DARUL EHSAN ON FRIDAY, 29 JUNE 2018 AT 10.00 A.M.

Present : As per attendance list

1. **CHAIRMAN**

Mr. Jean-Michel Fink (“the Chairman”) presided at the meeting and welcomed the members to the Twenty-Second (22nd) Annual General Meeting of the Company (“AGM” or “Meeting”).

2. **QUORUM**

There being a quorum present at the Meeting, the Chairman declared the Meeting duly convened at 10.00 a.m.

3. **NOTICE**

With the consent of the Meeting, the Notice convening the Meeting having been circulated within the prescribed period was taken as read.

4. **PRELIMINARY**

Before proceeding with the agenda of the Meeting, the Chairman explained to the Meeting on how a resolution is determined. He informed that pursuant to Para 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company must ensure that any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, is voted by poll. At the same time, the Company must appoint at least one (1) scrutineer to validate the votes cast at the general meeting. Such scrutineer must not be an officer of the Company or its related corporation and must be independent of the person undertaking the polling process.

The Chairman further informed the Meeting that Shareworks Sdn. Bhd. has been appointed as Poll Administrator to conduct the polling process and SharePolls Sdn. Bhd. was appointed as Scrutineer to verify the poll results.

The Chairman informed that the poll will be carried out by way of electronic polling or E-Polling and the polling process for all the resolutions would be conducted upon completion of the deliberation of each resolution to be transacted at the AGM.

5. **AUDITED FINANCIAL STATEMENTS AND REPORTS**

The Annual Report and Audited Financial Statements of the Company and of the Group for Financial Year Ended 31 December 2017 (“FYE 2017”), together with the Reports of the Directors and Auditors thereon (“Audited Financial Statements”) were tabled to the shareholders for discussion.

The Chairman informed that the Audited Financial Statements of the Company was meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 provides that the Audited Financial Statements are to be laid in the general meeting and does not require a formal approval of the shareholders. Hence, it is not put forward for voting. However, the Company is pleased to deal with any questions from shareholders relating to the Audited Financial Statements.

The Chairman informed the Meeting that the Company has received a letter from the Minority Shareholders Watchdog Group ("MSWG") dated 22 June 2018. He thereafter read out the questions listed in the MSWG's letter and the Company's responses for the meeting's information. The Chairman informed that the MSWG's questions together with the Company's reply, attached herewith as Appendix I and II respectively, will be uploaded to the Company's website as soon as possible for the shareholders' reference.

In addition to the issues which have been highlighted in the MSWG's letter, the following questions were raised by the shareholder / proxy, Poravi A/L SP Sithambaram Pillay, during the Meeting and duly replied by the Chairman of the Company, as follows:

Q1: The performance of the Company has kept declined, what measures plan the Company intend to take to improve the performance of the Company.

For the next couple of years, the management will proactively continue to manage and monitor closely on the performance of the Company.

After dealing the questions raised by the shareholder / proxy, the Meeting was proceeded with the next Agenda of the Meeting.

6. ORDINARY RESOLUTION 1

TO APPROVE THE PAYMENT OF ADDITIONAL DIRECTORS' FEES TOTTALLING RM4,167 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

The Chairman informed that resolution no. 1 of the Meeting is to approve the payment of additional Directors' fees totalling RM4,167 for the financial year ended 31 December 2017.

The following question was raised by Ms. Linnert Hoo from MSWG during the Meeting and duly replied by Ms. Chai Woon Yoon, the Executive Director of the Company, as follows :

Q1: To provide justification on the additional Directors' fees totalling RM4,167 for financial year ended 31 December 2017.

The shareholders of the Company had at the Twenty-First (21st) Annual General Meeting approved the payment of Directors' Fees of up to RM300,000 for the financial year ended 31 December 2017. During the financial year ended 31 December 2017, the Company has appointed six (6) new Directors to the Board and the additional payment of RM4,167 represented the additional Directors' fees paid to the existing and new Directors of the Company.

After dealing the questions raised by MSWG, the following resolution having been duly proposed by the Chairman and seconded by Tai Lee Sun, was put to the Meeting for voting by way of E-Polling:-

“THAT the payment of additional Directors’ fees totalling RM4,167 for the financial year ended 31 December 2017 be approved.”

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 1 as follows :

Vote For		Vote Against		Total	Result
No. of Units	%	No. of Units	%		
56,347,400	96.5865	1,991,400	3.4135	58,338,800	Carried

With majority of the shareholders/proxies voted in favour of the resolution, the above Ordinary Resolution 1 was declared carried by the Chairman.

7. ORDINARY RESOLUTION 2

TO APPROVE THE PAYMENT OF DIRECTORS’ FEES OF UP TO RM400,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2018 TO BE DIVIDED AMONGST THE DIRECTORS IN SUCH MANNER AS THE DIRECTORS MAY DETERMINE AND OTHER BENEFITS PAYABLE OF UP TO RM150,000 FOR THE PERIOD COMMENCING FROM 1 JANUARY 2018 UP TO THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

The Chairman informed that resolution no. 2 of the Meeting is to approve the payment of Directors’ fees of up to RM400,000 for the financial year ending 31 December 2018 to be divided amongst the Directors in such manner as the Directors may determine and other benefits payable of up to RM150,000 for the period commencing from 1 January 2018 up to the next Annual General Meeting of the Company.

The following question were raised by Ms. Linnert Hoo from MSWG during the Meeting and duly replied by Ms. Chai Woon Yoon, the Executive Director of the Company, as follows :

Q1: To elaborate what kinds of payment of other benefits payable of up to RM150,000 to be paid to the Directors.

The provision of RM150,000 mainly comprise of the payment of Directors’ meeting allowances for attending all the Board and sub-committees meetings of the Company commencing from 1 January 2018 up to the next Annual General Meeting of the Company.

Q2: Company to justify the increased in the total payment of Directors’ fees of up to RM400,000 as compared to last year.

There was no increase in the payment of Directors’ fees for each of the Directors of the Company for financial year ending 31 December 2018 as compared to the previous financial year. The proposed resolution was to seek for a general mandate from the shareholders as required under the Companies Act, 2016 for the Company to make payments to the Directors as and when is appropriate and subject to the availability of the funds.

After dealing the questions raised by MSWG, the following resolution having been duly proposed by Tai Lee Sun and seconded by the Chairman, was put to the Meeting for voting by way of E-Polling :-

“THAT the payment of Directors’ fees of up to RM400,000 for the financial year ending 31 December 2018 to be divided amongst the Directors in such manner as the Directors may determine and other benefits payable of up to RM150,000 for the period commencing from 1 January 2018 up to the next Annual General Meeting of the Company be approved.”

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 2 as follows :

Vote For		Vote Against		Total	Result
No. of Units	%	No. of Units	%		
58,346,200	99.9964	2,100	0.0036	58,348,300	Carried

With majority of the shareholders/proxies voted in favour of the resolution, the above Ordinary Resolution 2 was declared carried by the Chairman.

8. ORDINARY RESOLUTION 3
TO RE-ELECT BRIG. GENERAL (RET.) DATUK MUHAMAD YASIN BIN YAHYA AS A DIRECTOR OF THE COMPANY IN ACCORDANCE WITH ARTICLE 88 OF THE COMPANY’S ARTICLES OF ASSOCIATION

The Chairman informed that resolution no. 3 of the Meeting is to re-elect Brig. General (Ret.) Datuk Muhamad Yasin Bin Yahya, who retires pursuant to Article 88 of the Company’s Articles of Association and being eligible, had offered himself for re-election.

The following resolution having been duly proposed by Tai Lee Sun and seconded by the Chairman, was put to the Meeting for voting by way of E-Polling :-

“THAT Brig. General (Ret.) Datuk Muhamad Yasin Bin Yahya, who is retiring in accordance with Article 88 of the Company’s Articles of Association, be re-elected as a Director of the Company.”

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 3 as follows :

Vote For		Vote Against		Total	Result
No. of Units	%	No. of Units	%		
14,738,100	25.2629	43,600,800	74.7371	58,338,900	Not Carried

With majority of the shareholders/proxies voted against the resolution, the above Ordinary Resolution 3 was declared not carried by the Chairman and Brig. General (Ret.) Datuk Muhamad Yasin Bin Yahya be and is hereby retired as director of the Company with immediate effect.

9. ORDINARY RESOLUTION 4
TO RE-ELECT MR JEAN-MICHEL FINK AS A DIRECTOR OF THE COMPANY IN ACCORDANCE WITH ARTICLE 93 OF THE COMPANY'S ARTICLES OF ASSOCIATION

The Chairman informed that resolution no. 4 of the Meeting is to re-elect Mr Jean-Michel Fink, who retires pursuant to Article 93 of the Company's Articles of Association and being eligible, had offered himself for re-election.

The following resolution having been duly proposed by Poravi A/L SP Sithambaram Pillay and seconded by Seah Poh, was put to the Meeting for voting by way of E-Polling :-

"THAT Mr Jean-Michel Fink, who is retiring in accordance with Article 93 of the Company's Articles of Association, be re-elected as a Director of the Company."

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 4 as follows :

Vote For		Vote Against		Total	Result
No. of Units	%	No. of Units	%		
58,344,900	99.9983	1,000	0.0017	58,345,900	Carried

With majority of the shareholders/proxies voted in favour of the resolution, the above Ordinary Resolution 4 was declared carried by the Chairman.

10. ORDINARY RESOLUTION 5
TO RE-ELECT EN MAZLAN BIN MOHAMAD AS A DIRECTOR OF THE COMPANY IN ACCORDANCE WITH ARTICLE 93 OF THE COMPANY'S ARTICLES OF ASSOCIATION

The Chairman informed that resolution no. 5 of the Meeting is to re-elect En Mazlan Bin Mohamad, who retires pursuant to Article 93 of the Company's Articles of Association and being eligible, had offered himself for re-election.

The following resolution having been duly proposed by Poravi A/L SP Sithambaram Pillay and seconded by Lee Eng Fock, was put to the Meeting for voting by way of E-Polling :-

"THAT En Mazlan Bin Mohamad who is retiring in accordance with Article 93 of the Company's Articles of Association, be re-elected as a Director of the Company."

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 5 as follows :

Vote For		Vote Against		Total	Result
No. of Units	%	No. of Units	%		
16,483,300	27.4343	43,599,600	72.5657	60,082,900	Not Carried

With majority of the shareholders/proxies voted against the resolution, the above Ordinary Resolution 5 was declared not carried by the Chairman and En Mazlan Bin Mohamad be and is hereby retired as director of the Company with immediate effect.

11. ORDINARY RESOLUTION 6
TO RE-ELECT DATUK WIRA HJ HAMZA BIN TAIB AS A DIRECTOR OF THE COMPANY IN ACCORDANCE WITH ARTICLE 93 OF THE COMPANY'S ARTICLES OF ASSOCIATION

The Chairman informed that resolution no. 6 of the Meeting is to re-elect Datuk Wira Hj Hamza Bin Taib, who retires pursuant to Article 93 of the Company's Articles of Association and being eligible, had offered himself for re-election.

The following resolution having been duly proposed by Poravi A/L SP Sithambaram Pillay and seconded by Lee Eng Fock, was put to the Meeting for voting by way of E-Polling :-

"THAT Datuk Wira Hj Hamza Bin Taib who is retiring in accordance with Article 93 of the Company's Articles of Association, be re-elected as a Director of the Company."

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 6 as follows :

Vote For		Vote Against		Total	Result
No. of Units	%	No. of Units	%		
14,746,200	25.2738	43,599,700	74.7262	58,345,900	Not Carried

With majority of the shareholders/proxies voted against the resolution, the above Ordinary Resolution 6 was declared not carried by the Chairman and Datuk Wira Hj Hamza Bin Taib be and is hereby retired as director of the Company with immediate effect.

12. ORDINARY RESOLUTION 7
TO RE-ELECT DATUK MICHAEL LOR CHEE LENG AS A DIRECTOR OF THE COMPANY IN ACCORDANCE WITH ARTICLE 93 OF THE COMPANY'S ARTICLES OF ASSOCIATION

The Chairman informed that resolution no. 7 of the Meeting is to re-elect Datuk Michael Lor Chee Leng, who retires pursuant to Article 93 of the Company's Articles of Association and being eligible, had offered himself for re-election.

The following resolution having been duly proposed by the Chairman and seconded by Seah Poh, was put to the Meeting for voting by way of E-Polling :-

"THAT Datuk Michael Lor Chee Leng who is retiring in accordance with Article 93 of the Company's Articles of Association, be re-elected as a Director of the Company."

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 7 as follows :

Vote For		Vote Against		Total	Result
No. of Units	%	No. of Units	%		
14,747,700	25.2752	43,600,700	74.7248	58,348,400	Not Carried

With majority of the shareholders/proxies voted against the resolution, the above Ordinary Resolution 7 was declared not carried by the Chairman and Datuk Michael Lor Chee Leng be and is hereby retired as director of the Company with immediate effect.

13. ORDINARY RESOLUTION 8
TO RE-ELECT MARK CHEW SHIN YONG AS A DIRECTOR OF THE COMPANY IN ACCORDANCE WITH ARTICLE 93 OF THE COMPANY'S ARTICLES OF ASSOCIATION

The Chairman informed that resolution no. 8 of the Meeting is to re-elect Mark Chew Shin Yong, who retires pursuant to Article 93 of the Company's Articles of Association and being eligible, had offered himself for re-election.

The following resolution having been duly proposed by Poravi A/L SP Sithambaram Pillay and seconded by Lee Eng Fock, was put to the Meeting for voting by way of E-Polling :-

"THAT Mark Chew Shin Yong who is retiring in accordance with Article 93 of the Company's Articles of Association, be re-elected as a Director of the Company."

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 8 as follows :

Vote For		Vote Against		Total	Result
No. of Units	%	No. of Units	%		
58,340,400	99.9983	1,000	0.0017	58,341,400	Carried

With majority of the shareholders/proxies voted in favour of the resolution, the above Ordinary Resolution 8 was declared carried by the Chairman.

14. ORDINARY RESOLUTION 9
TO RE-ELECT MR TAN LAY CHEE AS A DIRECTOR OF THE COMPANY IN ACCORDANCE WITH ARTICLE 93 OF THE COMPANY'S ARTICLES OF ASSOCIATION

The Chairman informed that resolution no. 9 of the Meeting is to re-elect Mr Tan Lay Chee, who retires pursuant to Article 93 of the Company's Articles of Association and being eligible, had offered himself for re-election.

The following resolution having been duly proposed by Poravi A/L SP Sithambaram Pillay and seconded by Lee Eng Fock, was put to the Meeting for voting by way of E-Polling :-

"THAT Mr Tan Lay Chee who is retiring in accordance with Article 93 of the Company's Articles of Association, be re-elected as a Director of the Company."

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 9 as follows :

Vote For		Vote Against		Total	Result
No. of Units	%	No. of Units	%		
14,746,300	25.2739	43,599,600	74.7261	58,345,900	Not Carried

With majority of the shareholders/proxies voted against the resolution, the above Ordinary Resolution 9 was declared not carried by the Chairman and Mr Tan Lay Chee be and is hereby retired as director of the Company with immediate effect.

15. ORDINARY RESOLUTION 10
TO RE-APPOINT MESSRS ERNST & YOUNG AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The Chairman informed that resolution no. 10 of the Meeting is to re-appoint Messrs. Ernst & Young as the Company's auditors and to authorise the Directors to fix their remuneration. The Meeting was informed that Messrs. Ernst & Young has expressed their willingness to accept the re-appointment as Company's auditors for the ensuing year.

The following resolution having been duly proposed by Poravi A/L SP Sithambaram Pillay and seconded by Lee Eng Fock, was put to the Meeting for voting by way of E-Polling :-

"THAT Messrs. Ernst & Young be and is hereby re-appointed as auditors of the Company at a remuneration to be determined by the Directors."

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 10 as follows :

Vote For		Vote Against		Total	Result
No. of Units	%	No. of Units	%		
58,348,400	100	-	-	58,348,400	Carried

The meeting was informed that all the shareholders/proxies have voted in favour of the resolution, the above Ordinary Resolution 10 was declared carried by the Chairman.

16. SPECIAL BUSINESS - ORDINARY RESOLUTION 11
CONTINUATION OF TERMS OF OFFICE OF BRIG. GENERAL (RET.) DATUK MUHAMAD YASIN BIN YAHYA AS INDEPENDENT NON-EXECUTIVE DIRECTOR

The Chairman informed the Meeting that as the Ordinary Resolution 3 in relation to the re-election of Brig. General (Ret.) Datuk Muhamad Yasin Bin Yahya as director of the Company was not passed by the shareholders of the Company. Brig. General (Ret.) Datuk Muhamad Yasin Bin Yahya will therefore be retired as director of the Company with immediate effect. As such, Ordinary Resolution No. 11 in relation to the proposed continuation of terms of office of Brig. General (Ret.) Datuk Muhamad Yasin Bin Yahya as Independent Non-Executive Director of the Company will not be put forward to the meeting for voting pursuant to his retirement as director of the Company.

17. SPECIAL BUSINESS - ORDINARY RESOLUTION 12
AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

The Chairman informed that the next resolution was to seek approval from the shareholders to authorise the Directors of the Company to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

The following resolution having been duly proposed by the Chairman and seconded by Lee Eng Fock, was put to the Meeting for voting by way of E-Polling :-

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time 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 issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 12 as follows :

Vote For		Vote Against		Total	Result
No. of Units	%	No. of Units	%		
58,347,400	99.9983	1,000	0.0017	58,348,400	Carried

With majority of the shareholders/proxies voted in favour of the resolution, the above Ordinary Resolution 12 was declared carried by the Chairman.

18. TERMINATION

There being no other business, the meeting ended at 11.00 a.m. with a vote of thanks to the Chairman.

**Confirmed as a correct record
of the proceedings thereat**

-SIGNED-

Jean-Michel Fink
Chairman of the Meeting

Dated: 29 June 2018