

QL RESOURCES BERHAD (428915-X)

(Incorporated in Malaysia)

Minutes of the Company's 22nd Annual General Meeting held at Saujana Ballroom, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 29 August 2019 at 10.00 a.m.

Chairman : Dr Chia Song Kun ("Dr Chia"/the Chairman)

Present : Mr Chia Song Kooi ("SKooi")
Mr Chieng Ing Huong, Eddy
Mr Chia Seong Pow
Mr Chia Seong Fatt
Mr Chia Mak Hooi, Mark
Mr Cheah Juw Teck, Eric
Mr Chia Lik Khai
Mr Chia Song Swa
Mr Tan Bun Poo, Robert
Prof. Datin Paduka Dato' Dr Aini Binti Ideris
Ms Kow Poh Gek
Ms Cynthia Toh Mei Lee
Ms Chan Wai Yen, Millie
Ms Ng Geok Ping, Yvonne (Company Secretary)

In attendance : The attendance of shareholders, proxies, corporate representatives, press and invitees are set out as per the attendance list.

1) CALLING OF MEETING TO ORDER

The Chairman welcomed the shareholders and attendees to QL's 22nd Annual General Meeting ("**Meeting**") and introduced the Board of Directors ("**Board**") as well as the Company Secretary.

2) QUORUM AND NOTICE OF MEETING

There being a quorum present, the Chairman declared the Meeting duly convened. With the notice taken as read, the Chairman proceeded to the Agenda proper.

3) REGISTER

The Company Secretary informed that the share register and statutory books were in order and available for inspection at the Meeting.

4) PROXIES

The Company Secretary reported that there were 360 proxy forms including certificates of representatives representing 70.43% of the total voting rights received for the Meeting.

5) VOTING PROCEDURES

The Chairman informed the shareholders that pursuant to Paragraph 8.29A of the Main Listing Requirements of Bursa Malaysia Securities Berhad (“MLR”), all resolutions must be voted by poll.

The Company had appointed Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) as the Poll Administrator to conduct the polling voting via electronic devices, and Deloitte Risk Advisory Sdn. Bhd. (“Deloitte”) as an Independent Scrutineer to verify the poll results.

The polling process for all resolutions would be conducted upon completion of the deliberation of all items to be transacted at the Meeting.

6) AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2019 TOGETHER WITH THE DIRECTORS’ AND AUDITORS’ REPORT (“AFS”)

The Chairman informed the shareholders that the AFS is meant for discussion only and the Board and/or Management will address any questions arising from the said AFS after the following presentations.

The Chairman invited SKooi, the Group Managing Director to give the presentation of QL Group’s businesses and outlook, which covered the following areas as set out in “Appendix A” enclosed herein:-

- a) Performance Review of FY 2019 vs FY 2018;
- b) Past Financial Trend & Summary;
- c) Significant operational highlights for FY2019;
- d) Summary of 1st quarter earnings results: Q1FY20 vs Q1FY19; and
- e) Overall outlook for FY2020.

Thereafter, Mr Freddie Yap, QL’s Head - Financial Reporting & Investor Relations was invited to present the Company’s responses as set out in “Appendix A” (slide nos. 17-21) in respect of the questions raised by the Minority Shareholder Watchdog Group (“MSWG”) via its letter dated 14 August 2019.

After the abovementioned presentations, the Chairman invited the shareholders for questions and comments with regards to the AFS. The said questions and comments were responded by the Board and key management summarised in “Appendix B” as enclosed. Thereafter, the AFS were received by the shareholders following the completion of this session.

7) CONDUCT FOR ALL RESOLUTIONS

The Chairman proceeded with the remaining agendas of the meeting. The motion of each resolution was put to the floor for questions. There were no questions raised by the shareholders/proxies with regards to Ordinary Resolution 1 to 12 and Special Resolution 1 other than those stated in Appendix B.

8) ANY OTHER BUSINESS

Upon confirmation from the Company Secretary that the Company had not received any notice for transaction of any other business for this Meeting, the Chairman declared the Meeting be adjourned for poll voting.

9) POLLING PROCEDURES AND POLLING RESULTS

The shareholders/proxies then proceeded to cast their vote via e-voting system. Thereafter, Tricor and Deloitte conducted the poll and the tabulation of the votes.

At 11.40 a.m., the Meeting was reconvened by the Chairman. The Chairman invited Mr Anthony Tai of Deloitte to read out the poll results for each resolution to the Meeting.

The poll results for the respective resolution are as follows:-

9.1 Payment of a final single tier dividend of 4.50 sen per ordinary share (“Final Dividend”)
(Ordinary Resolution 1)

| | <u>Number of Shares</u> | <u>%</u> |
|---------------|-------------------------|---------------|
| Voted FOR | 1,181,266,164 | 99.995 |
| Voted AGAINST | 56,975 | 0.005 |
| | <u>1,181,323,139</u> | <u>100.00</u> |

It was resolved that the payment of a final single tier dividend of 4.50 sen per ordinary share in respect of the financial year ended 31 March 2019 be hereby approved.

9.2 Re-election of Tan Bun Poo (Ordinary Resolution 2)

| | <u>Number of Shares</u> | <u>%</u> |
|---------------|-------------------------|---------------|
| Voted FOR | 1,181,252,864 | 99.994 |
| Voted AGAINST | 70,275 | 0.006 |
| | <u>1,181,323,139</u> | <u>100.00</u> |

The Chairman mentioned to the Meeting that Mr Tan Bun Poo, Robert (“**Robert**”) was appointed as an Independent Non-Executive Director of the Company on 1 June 2011, and has, therefore served the Company for about eight (8) years.

Dr Chia added that in May 2020, Mr Robert’s tenure as an Independent Non-Executive Director in QL will be 9 years. In accordance with the recommended practice of the MCCG (Malaysia Code on Corporate Governance) Mr Robert has informed the Board that he will not seek for an extension of service from the Board once his tenure reaches 9 years in May 2020.

As such, the proposed resolution, if passed, will enable Mr Robert to continue to act as an Independent Non-Executive Director of the Company until May 2020.

It was resolved that Mr Tan Bun Poo who retired, be duly re-elected as Director of the Company.

Mr Mohd Yusof bin Hussain complimented Mr Robert for his honourable decision to step down after 9 years due to good corporate governance as it is a good practice.

9.3 Re-election of Prof. Datin Paduka Dato' Dr Aini (Resolution 3)

| | <u>Number of Shares</u> | <u>%</u> |
|---------------|-------------------------|---------------|
| Voted FOR | 1,181,266,164 | 99.995 |
| Voted AGAINST | 56,975 | 0.005 |
| | <u>1,181,323,139</u> | <u>100.00</u> |

It was resolved that Prof. Datin Paduka Dato' Dr Aini who retired, be duly re-elected as Director of the Company.

9.4 Retirement of Chieng Ing Huong (Ordinary Resolution 4)

| | <u>Number of Shares</u> | <u>%</u> |
|---------------|-------------------------|---------------|
| Voted FOR | 1,178,922,791 | 99.797 |
| Voted AGAINST | 2,400,348 | 0.203 |
| | <u>1,181,323,139</u> | <u>100.00</u> |

Dr Chia informed the Meeting that Mr Chieng Ing Huong, Eddy (“**Eddy**”), Senior Independent Non-Executive Director will retire by rotation in accordance with Article no. 97 of the Company’s Articles of Association and Mr Eddy has expressed his intention not to seek re-election. Hence, he will remain in office until the close of the 22nd Annual General Meeting.

On behalf of the Board of Directors and Management of the Company, Dr Chia recorded their appreciation and thanks to Mr Eddy, who had shared his experiences, knowledge and views with the Board as well as his contributions to QL.

Dr Chia invited the members to give Mr Eddy a big round of applause for his continuous efforts in QL for nearly 18 years. He then invited Mr Eddy to give a short speech. Mr Eddy thanked Dr Chia for the invite and greeted the members.

Mr Eddy told the Meeting that from the time he joined QL as an independent director, he has ensured that there was no conflict of interest as evidenced through his zero shareholding in QL and he believes that he has maintained his professionalism in carrying out his duties and responsibilities during his tenure as independent director in QL. He then complimented the Chia Family for being humble and receptive towards ideas from the Board and their enthusiasm in growing QL’s business.

Mr Eddy continued to thank the Board for having the confidence in him in representing the Board and the shareholders and appreciated the time and opportunity given to him while serving the Board. He added that QL’s remarkable growth from a Company with a market capital of about RM100 million few years ago to a Company with RM11 billion market capital today is because of Dr Chia’s good leadership as well as QL directors’ (especially Chia family) embracing and living QL’s value of Integrity, Win-win, Teamwork and Innovation. With this, Mr Eddy is certain that QL will have a bright future ahead.

Lastly, Mr Eddy said he was satisfied that the transitional period in year 2018 has been smooth and hoped that the other independent directors will continue to carry out their roles and responsibilities accordingly.

On behalf of the Company and Management, Dr Chia wished Mr Eddy good luck and success in his future endeavours.

It was resolved that the retirement of Mr Chieng Ing Huong as the Senior Independent Non-Executive Director be hereby accepted with effect from the date hereof.

9.5 Re-election of Mr Chia Seong Pow, Mr Chia Song Swa and Mr Chia Lik Khai (Ordinary Resolution 4, 5 & 6)

| | <u>Number of Shares</u> | <u>%</u> |
|---------------|-------------------------|---------------|
| Voted FOR | 1,178,922,791 | 99.797 |
| Voted AGAINST | 2,400,348 | 0.203 |
| | <u>1,181,323,139</u> | <u>100.00</u> |

The Chairman informed the Meeting that Mr Chia Seong Pow, Mr Chia Song Swa and Mr Chia Lik Khai were appointed to the Board on 1 April 2019 and will retire at this Meeting in accordance with Article no. 103 of the Company's Articles of Association.

There being no objection from the Meeting, the Resolution 4, 5 and 6 were passed together.

It was resolved that Mr Chia Seong Pow, Mr Chia Song Swa and Mr Chia Lik Khai who retired be duly re-elected as Directors of the Company.

9.6 Directors' Fees For FY2019 (Ordinary Resolution 7)

| | <u>Number of Shares</u> | <u>%</u> |
|---------------|-------------------------|---------------|
| Voted FOR | 1,145,230,138 | 97.816 |
| Voted AGAINST | 25,570,816 | 2.184 |
| | <u>1,170,800,954</u> | <u>100.00</u> |

It was resolved that the payment of Directors' fees and benefits amounting to RM1,062,000 and RM42,000 respectively, commencing from the conclusion of this meeting up till the conclusion of the next Annual General Meeting in year 2020.

9.7 Directors' Benefits (Ordinary Resolution 8)

| | <u>Number of Shares</u> | <u>%</u> |
|---------------|-------------------------|---------------|
| Voted FOR | 1,181,222,024 | 99.994 |
| Voted AGAINST | 72,015 | 0.006 |
| | <u>1,181,294,039</u> | <u>100.00</u> |

It was resolved that the additional payment of Directors' benefits of RM8,000 for the period from 1 September 2019 to 31 August 2020 following the additional Board and Nominating Committee meetings be hereby approved.

9.8 Re-appointment of Messrs KPMG PLT (“KPMG”) as Auditors (Resolution 9)

| | <u>Number of Shares</u> | <u>%</u> |
|---------------|-------------------------|---------------|
| Voted FOR | 1,180,843,164 | 99.970 |
| Voted AGAINST | 359,975 | 0.030 |
| | <u>1,181,203,139</u> | <u>100.00</u> |

It was resolved that Messrs KPMG be duly re-appointed as Auditors of the Company for the current year and that the Directors be authorised to fix their remuneration.

9.9 Authority to Allot and Issue Shares (Ordinary Resolution 10)

| | <u>Number of Shares</u> | <u>%</u> |
|---------------|-------------------------|---------------|
| Voted FOR | 1,155,766,363 | 97.837 |
| Voted AGAINST | 25,556,776 | 2.163 |
| | <u>1,181,323,139</u> | <u>100.00</u> |

The Chairman informed the Meeting that the Board shall be seeking shareholders’ consent for the renewal of the general authority for the Directors to allot and issue shares pursuant to Section 75 and Section 76 of the Companies Act 2016 as it will give the Board certain level of flexibility to allot and issue shares, as and when the need arises, hence, shareholders’ approval will be appreciated as it will also reduce the time and cost that would be involved in calling for a general meeting.

It was resolved that pursuant to Section 75 and Section 76 of the Companies Act 2016, and subject to the approval of all relevant authorities being obtained, the Directors be and are hereby empowered to issue shares in the Company at any 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 total number of issued 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 the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company.

9.10 Proposed Renewal of Share Buy Back Authority (Resolution 11)

| | <u>Number of Shares</u> | <u>%</u> |
|---------------|-------------------------|---------------|
| Voted FOR | 1,181,236,064 | 99.995 |
| Voted AGAINST | 57,975 | 0.005 |
| | <u>1,181,294,039</u> | <u>100.00</u> |

The Chairman commented that this resolution will allow the Company to purchase up to 10% of QL’s issued and paid-up share capital at the point of purchase on Bursa Malaysia Securities Berhad through the Company’s appointed stockbroker(s).

It was resolved that approval be and is hereby given to the Company to from time to time, purchase through Bursa Malaysia Securities Berhad (“Bursa Securities”) such number of ordinary shares in the Company as may be determined by the Directors of the Company upon such terms and conditions as the Directors may deem fit and expedient in the best interests of the Company provided that:

- (1) the aggregate number of shares purchased and/or retained as treasury shares shall not exceed 10% of the total number of issued shares of the Company at the time of purchase;
- (2) the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy Back Authority shall not exceed the Company’s aggregate retained profits;
- (3) such authority from shareholders of the Company will be effective immediately upon passing of this ordinary resolution and will continue to be in force until:-
 - (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time the authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - (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, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authority;

That upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to:-

- (a) cancel all or part of the shares so purchased;
- (b) retain all or part of the shares so purchased as treasury shares;
- (c) distribute the treasury shares as share dividends to the Company’s shareholders for the time being;
- (d) transfer the treasury shares or any part thereof as purchase consideration and/or for the purposes of or under an employees’ share scheme; and/or
- (e) to resell the treasury shares on Bursa Securities;

And that authority be and is hereby given to the Directors of the Company to take all such steps as are necessary, including the opening and maintaining of a central depositories account(s) and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to and to implement the Proposed Renewal of Share Buy Back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/ or amendments (if any) as may be required or imposed by the relevant authorities from time to time and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.

9.11 Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of and New RRPT Mandate") (Ordinary Resolution 12)

| | <u>Number of Shares</u> | <u>%</u> |
|---------------|-------------------------|---------------|
| Voted FOR | 281,322,358 | 99.980 |
| Voted AGAINST | 56,975 | 0.020 |
| | <u>281,379,333</u> | <u>100.00</u> |

The Company Secretary had advised that the interested Directors, interested major shareholders and persons connected to them must not vote on this resolution.

It was resolved that approval be and is hereby given to the Company and its subsidiaries to renew the shareholders' mandate and seek new shareholders' mandate for the recurrent related party transactions of a revenue or trading nature as set out in Part B, Section 2.4 of the Circular to Shareholders dated 29 July 2019 with the related parties described therein which are necessary for the Group's day to day operations, carried out in the normal course of business, at arm's length, on normal commercial terms, not more favourable to the related parties than those generally available to the public and are not detriment of the minority shareholders;

That such approval shall continue to be in force until:-

- (i) the conclusion of the next annual general meeting of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next annual general meeting after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

And that the Directors of the Company be authorised to complete and do all such acts and things (including all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of and New RRPT Mandate.

With the results being read and duly announced, the Chairman declared that all resolutions tabled were carried.

9.12 Proposed Adoption of the new Constitution of the Company ("Proposed Adoption") (Special Resolution 1)

| | <u>Number of Shares</u> | <u>%</u> |
|---------------|-------------------------|---------------|
| Voted FOR | 1,181,176,664 | 99.988 |
| Voted AGAINST | 146,475 | 0.012 |
| | <u>1,181,323,139</u> | <u>100.00</u> |

Dr Chia explained that the Proposed Adoption is to revoke the existing Memorandum and Articles of Association of the Company and to empower the Directors and Secretary to take all steps as they may consider necessary to ensure that the new Constitution of the Company complies with the requirements by the relevant authorities.

It was resolved that approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company (M&A) with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in Part C of the Circular to Shareholders dated 29 July 2019 despatched together with the Company's Annual Report 2019 be and is hereby adopted as the Constitution of the Company.

And that, the Directors and Secretaries of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give effect to the Proposed Adoption.

10) CLOSE OF MEETING

There being no other business to be transacted, the Meeting was closed at 12.01 p.m. with a vote of thanks to the Chair.

Confirmed as a correct record

CHIA SONG KUN
Chairman

Dated: