

PRIVATE & CONFIDENTIAL

Minutes of the Fifty-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 2.30 p.m.

Present	: Tan Sri Dato' Seri Azmi bin Khalid Mr Wong Nyen Faat Encik Ariff bin Rozhan  Mr Chan Choung Yau	- Chairman - Executive Director - Independent Non-Executive Director - Independent Non-Executive Director
Absent with apologies	Tan Sri Dato' Dr Yeoh Oon Kheng	- Independent Non-Executive Director
Members	: As per Attendance List	
By Invitation	: Mr Fong Hoong Heng Ms Sharon Fong Cik Nuraini binti Mohamed Cik Amy Syafiqah binti Anuar Mr Ngiam Mia Teck Ms Leong Sin Lay	} Representatives from Messrs H. H. Fong & Co. } Representatives from Messrs Crowe Horwath
In Attendance	: Mr Frank Chin Suan Yong  Mr Lee Chik Siong	- Group Financial Controller The MUI Group - Joint Company Secretary

1/16

**Commencement of Meeting**

The Chairman, Tan Sri Dato' Seri Azmi bin Khalid, called the Meeting to order at 2.30 p.m.

The Chairman conveyed the apologies of Tan Sri Dato' Dr Yeoh Oon Kheng for not being able to be present at the Meeting.

2/16

**Quorum**

The Joint Company Secretary confirmed that a quorum was present.

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.

Page 2 of 5

4/16

**Voting by Poll**

In accordance with Article 71 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.

The Chairman then presented all the resolutions to the Meeting. After receiving and answering queries from the floor pertaining to the respective resolutions, 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**

After all the questions from the members present had been dealt with, 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 RM193,867**

On a poll, with 471,791,998 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved:-

THAT the Directors' fees of RM193,867 be and was thereby approved.

7/16

**Resolution 2**

**Re-appointment of Tan Sri Dato' Seri Azmi bin Khalid as Director of the Company pursuant to Section 129(6) of the Companies Act, 1965**

Tan Sri Dato' Seri Azmi bin Khalid 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 471,791,498 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, Tan Sri Dato' Seri Azmi bin Khalid 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 Encik Ariff bin Rozhan as Director of the Company pursuant to Article 109 of the Company's Articles of Association**

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Encik Ariff bin Rozhan retired in accordance with Article 109 of the Company's Articles of Association, and being eligible, offered himself for re-election.

On a poll, with 471,791,998 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved:-

THAT Encik Ariff bin Rozhan 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**

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

On a poll, with 471,791,998 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 for Encik Ariff bin Rozhan to continue in office as Independent Non-Executive Director**

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On a poll, with 471,791,998 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved:-

THAT, subject to the passing of Ordinary Resolution 3, authority be and is hereby given to Encik Ariff bin Rozhan 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 act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.

11/16

**Resolution 6**

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

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On a poll, with 471,791,998 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.

12/16

**Resolution 7**

**Ordinary Resolution – Proposed renewal of authority for the purchase of own shares by Pan Malaysia Corporation Berhad**

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On a poll, with 471,791,998 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved:-

THAT, subject to the Companies Act, 1965 and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given to the Company to purchase and/ or hold such amount of ordinary shares of RM0.20 each in the Company (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad (“Bursa Securities”) provided that the aggregate number of ordinary shares which may be purchased and/ or held by the Company pursuant to this resolution shall not exceed ten per centum (10%) of the issued and paid-up share capital of the Company at the time of purchase;

AND THAT the maximum funds to be allocated by the Company for the purpose of the Proposed Share Buy-Back shall not exceed the Company’s retained earnings and share premium account. Based on the audited financial statements for the financial period ended 30 June 2016, the Company’s retained profits and share premium account stood at RM17,641,000 and RM33,961,000 respectively;

AND THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution, and will, subject to renewal thereat, expire at the conclusion of the next Annual General Meeting of the Company following the passing of this Ordinary Resolution or the expiry of the period within which the next Annual General Meeting is required by law to be held (unless earlier revoked or varied by ordinary resolution in a general meeting of shareholders of the Company), whichever occurs first and in any event, in accordance with the provisions of the Bursa Securities Main Market Listing Requirements and/ or any other relevant authorities;

AND THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to:-

- (i) cancel the shares so purchased; or
- (ii) retain the shares so purchased as treasury shares; or
- (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; or
- (iv) distribute the treasury shares as dividends to shareholders and/ or resell on Bursa Securities and/ or cancel all or part of them;

12/16 (Cont'd)

AND THAT the Directors be and are hereby authorised to do all such acts and things (including executing any relevant documents) as they may consider expedient or necessary to complete and give effect to the aforesaid authorisation with full powers to assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/ regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act, 1965, the provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Securities and all other governmental/ regulatory authorities.

**Conclusion of Meeting**

There being no other business of which due notice had been received from members for discussion at the Meeting, the Fifty-Third Annual General Meeting of the Company was concluded at 3.30 p.m. with a vote of thanks to the Chair.

CHAIRMAN

Dated: 16 February 2017

[Minutes of the Fifty-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 2.30 p.m.]



**Pan Malaysia Corporation Berhad**

Company No : 4920-D

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 Fifty-Third  
Annual General Meeting  
held on 1 December 2016

This is to certify that 7,371 covers containing the notice of the Company's Fifty-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 CORPORATION BERHAD**

A handwritten signature in black ink, appearing to be 'LEE CHIK SIONG'.

**LEE CHIK SIONG**  
Joint Company Secretary

Encls.



POS MALAYSIA BERHAD (229990-M)

Docket Management

Docket Transaction No: AD00060210237982

SubDocket Transaction No: AD01060210277214

Docket Barcode:



\*AD00060210237982\*

Company Name: Maxmall (M) Sdn. Bhd.

Imprest Account No: 06020001752

License No: WP0175

WP005A

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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02112016 15:23:38  
Maxmall (M) Sdn. Bhd.  
RM 6775.31 06020001752

ARRIVAL TIME:

4/12

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,



16 x 22 + 3 x 20 + 2 = 7102

CERTIFIED TRUE COPY



POS MALAYSIA BERHAD (229990-M)

Docket Management

Docket Transaction No: AD00060210242408

SubDocket Transaction No: AD01060210281643

Docket Barcode:



\*AD00060210242408\*

Company Name: Maximall (M) Sdn. Bhd.

Imprest Account No: 06020001752

License No: WP0175

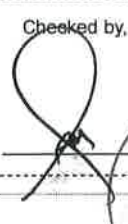
Ref. No.	Product	Mail Type	Vol.	Zone	Weight / Piece (gm)	Surcharge (RM)	Unit Price (RM)	Amount (RM)	GST (RM)	Price(Include GST)(RM)	Mail Owner	Imprest Account	Permit No	Permit Type	Sorting	Remark
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AD02060222451171	International Mail (Airmail)	Annual Reports	5	ZON 2	88.00	0.00	5.60	28.00	0.00	28.00	Maximall (M) Sdn. Bhd.	06020001752			No	PMC - Ar Cd & Cir
AD02060222451183	International Mail (Airmail)	Annual Reports	3	ZON 3	88.00	0.00	7.60	22.80	0.00	22.80	Maximall (M) Sdn. Bhd.	06020001752			No	PMC - Ar Cd & Cir
AD02060222451158	International Mail (Airmail)	Annual Reports	258	ZON 1	88.00	0.00	4.00	1032.00	0.00	1032.00	Maximall (M) Sdn. Bhd.	06020001752			No	PMC - Ar Cd & Cir

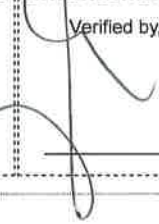
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Maximall (M) Sdn. Bhd.  
RM 1094.80 06020001752

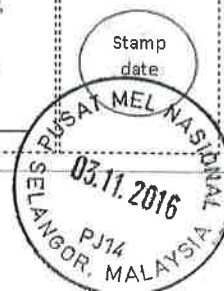
ARRIVAL TIME: 10/14


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Please take note:

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- 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: 

Stamp date: 

  
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 CORPORATION BERHAD**  
Unit 3, 191, Jalan Ampang,  
50450 Kuala Lumpur.

Date : 1 December 2016

Our Ref : HHF/PMCB/2016

Dear Sirs,

**PAN MALAYSIA CORPORATION BERHAD  
POLLING RESULTS FOR THE ANNUAL GENERAL MEETING ("AGM") HELD ON  
1 DECEMBER 2016 @ 2.30PM 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 Corporation 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 RM193,867.

	Number of share of RM0.20 each	%
Shareholders and proxies who voted for the said Resolution	471,791,998	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	773,613	
Abstain	38,782	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>472,604,393</u>	

*hhf*<sup>1</sup>



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Tel: 7805 3633 / 7805 2799 Fax: 7804 7191

**Resolution 2 :**

To re-appoint Tan Sri Dato' Seri Azmi bin Khalid as Director of the Company.

	Number of share of RM0.20 each	%
Shareholders and proxies who voted for the said Resolution	471,791,498	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	773,613	
Abstain	39,282	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>472,604,393</u>	

**Resolution 3:**

To re-elect Encik Ariff bin Rozhan as Director of the Company.

	Number of share of RM0.20 each	%
Shareholders and proxies who voted for the said Resolution	471,791,998	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	773,613	
Abstain	38,782	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>472,604,393</u>	

 2



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**Resolution 4:**

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

	Number of share of RM0.20 each	%
Shareholders and proxies who voted for the said Resolution	471,791,998	100%
Shareholders and proxies who voted against the said Resolution	-	-
	<hr/>	<hr/>
		100%
Shareholders and proxies who did not vote on the said Resolution	773,613	
Abstain	38,782	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<hr/> <hr/>	
	472,604,393	

**Resolution 5:**

Proposed authority for Encik Ariff bin Rozhan to continue in office as Independent Non-Executive Director.

	Number of share of RM0.20 each	%
Shareholders and proxies who voted for the said Resolution	471,791,998	100%
Shareholders and proxies who voted against the said Resolution	-	-
	<hr/>	<hr/>
		100%
Shareholders and proxies who did not vote on the said Resolution	773,613	
Abstain	38,782	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<hr/> <hr/>	
	472,604,393	



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47301 Petaling Jaya, Selangor  
Tel: 7805 3633 / 7805 2799 Fax: 7804 7191

**Resolution 6:**

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."

	<b>Number of share of RM0.20 each</b>	<b>%</b>
Shareholders and proxies who voted for the said Resolution	471,791,998	100%
Shareholders and proxies who voted against the said Resolution	-	-
	<hr/>	<hr/>
		100%
Shareholders and proxies who did not vote on the said Resolution	773,613	
Abstain	38,782	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<hr/> <u>472,604,393</u>	

**Resolution 7:**

Proposed renewal of authority for the purchase of own shares by Pan Malaysia Corporation Berhad.

	<b>Number of share of RM0.20 each</b>	<b>%</b>
Shareholders and proxies who voted for the said Resolution	471,791,998	100%
Shareholders and proxies who voted against the said Resolution	-	-
	<hr/>	<hr/>
		100%
Shareholders and proxies who did not vote on the said Resolution	773,613	
Abstain	38,782	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<hr/> <u>472,604,393</u>	



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47301 Petaling Jaya, Selangor  
Tel: 7805 3633 / 7805 2799 Fax: 7804 7191

This letter had been prepared solely for the purpose stated in our Terms of Engagement in connection with the AGM of Pan Malaysia Corporation 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,

A handwritten signature in black ink, appearing to read 'H. H. Fong', is written over a dotted line.

**H. H. FONG & CO. (AF 0724)**  
Chartered Accountant