

PRIVATE & CONFIDENTIAL

Minutes of the Fifty-Fourth 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, 30 November 2017 at 2.30 p.m.

Present	:	Tan Sri Dato' Seri Azmi bin Khalid	- Chairman of the Company
		Mr Wong Nyen Faat	- Executive Director
		Encik Ariff bin Rozhan	- Independent Non-Executive Director
		Mr Chan Choung Yau	- Independent Non-Executive Director
		Tan Sri Dato' Dr Yeoh Oon Kheng	- Independent Non-Executive Director
Members	:	As per Attendance List	
By Invitation	:	Mr Fong Hoong Heng	} Representatives from Messrs H. H. Fong & Co.
		Cik Amy Syafiqah binti Anuar	
		Cik Nuraini binti Mohamed	} Representatives from Messrs Crowe Horwath
		Encik Mohd Rosdin Amar	
		Mr Ngiam Mia Teck	
		Ms Joe Tan Keng Chiew	
		Mr Taye Xu Yang	
In Attendance	:	Madam Wong Shuk Fuen	- Group Financial Controller The MUI Group
		Mr Lee Chik Siong	- Joint Company Secretary

1/17

Commencement of Meeting

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

2/17

Quorum

The Joint Company Secretary confirmed that a quorum was present.

3/17

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.

4/17

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 30 November 2017. 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".

5/17

To receive the audited financial statements together with the Reports of the Directors and Auditors thereon for the financial year ended 30 June 2017

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 year ended 30 June 2017 were received by the Meeting.

6/17

Resolution 1

Approval of Directors' fees of RM224,000

On a poll, with 473,593,448 ordinary shares voted in favour and 162,904 ordinary shares voted against on the said resolution, it was resolved by a majority that the Directors' fees of RM224,000 be and was thereby approved.

7/17

Resolution 2

Approval of Directors' benefits (other than Directors' fees) of up to RM95,000

In reply to the queries by Mr Ong Teck Peow, a shareholder of the Company, Madam Wong Shuk Fuen informed that the Directors' benefits are mainly consists of meeting allowances payable to the Board members and the Audit Committee members for their attendance at the respective Board meetings and Audit Committee meetings held or to be held during the period from 1 February 2017 until next Annual General Meeting.

On a poll, with 472,994,448 ordinary shares voted in favour and 761,904 ordinary shares voted against on the said resolution, it was resolved by a majority that the Directors' benefits (other than Directors' fees) of up to RM95,000 for the period from 1 February 2017 until the next Annual General Meeting be and was thereby approved.

8/17

Resolution 3

Re-appointment of Tan Sri Dato' Seri Azmi bin Khalid as Director of the Company

Tan Sri Dato' Seri Azmi bin Khalid retired in accordance with the resolution passed at previous Annual General Meeting 2016, and offered himself for re-appointment.

On a poll, with 473,756,352 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved that Tan Sri Dato' Seri Azmi bin Khalid be and was thereby re-appointed as Director of the Company.

9/17

Resolution 4

Re-election of Mr Wong Nyen Faat as Director of the Company pursuant to Article 109 of the Company's Articles of Association

Mr Wong Nyen Faat 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 473,756,352 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved that Mr Wong Nyen Faat be and was thereby re-elected as Director of the Company.

10/17

Resolution 5

Re-election of Mr Chan Choung Yau as Director of the Company pursuant to Article 109 of the Company's Articles of Association

Mr Chan Choung Yau 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 473,756,352 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved that Mr Chan Choung Yau be and was thereby re-elected as Director of the Company.

11/17

Resolution 6

Re-appointment of Messrs Crowe Horwath as auditors of the Company and to authorise the Directors to fix their remuneration

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

On a poll, with 473,756,352 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 2018 AND THAT the Directors be and were thereby authorised to fix their remuneration.

Special Business

12/17

Resolution 7

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

On a poll, with 473,756,352 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved:-

THAT 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.

13/17

Resolution 8

Ordinary Resolution – Proposed authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016

On a poll, with 473,756,352 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved:-

THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 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.

14/17

Resolution 9

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

In reply to the queries from Mr Siow Fut Loy, a proxies appointed by the shareholders of the Company, the Chairman informed that the Company has not made any purchase during the financial year ended 30 June 2017. The Company currently does not have any plan and will continue to hold the treasury shares.

On a poll, with 473,752,452 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved:-

THAT, subject to the Companies Act, 2016 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 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:-

- (i) 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
- (ii) 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 profits;

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;

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.

Conclusion of Meeting

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

CHAIRMAN

Dated: 26 February 2018

[Minutes of the Fifty-Fourth 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, 30 November 2017 at 2.30 p.m.]



Pan Malaysia Corporation Berhad

Company No : 4920-D

Appendix A to Minutes of the
Fifty-Fourth Annual General
Meeting held on 30 November 2017

30 November 2017

To the Shareholders present
at the Company's Fifty-Fourth
Annual General Meeting
held on 30 November 2017

This is to certify that 7,192 covers containing the notice of the Company's Fifty-Fourth 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, consisting of a stylized 'L' followed by a horizontal line and a diagonal stroke.

LEE CHIK SIONG
Joint Company Secretary

Encls.



POS MALAYSIA BERHAD (229990-M)

Docket Management

Docket Transaction No: AD00060211592263 SubDocket Transaction No: AD01060211633743



AD00060211592263

Company Name: Maximail (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
AD02060225404442	Non Standard	Annual Reports	6927	Serembanjung to Serembanjung	88.00	0.00	0.90	6234.30	374.06	6608.36	Maximail (M) Sdn. Bhd.	06020001752			No	PMCORP - CD/CIR

03112017 15:32:15
Maximail (M) Sdn. Bhd.
RM 6608.36 06020001752

ARRIVAL TIME: 4:45

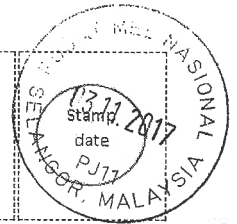
FOR OFFICE USE

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,



$$10 \times 9 \times 40 = 3600$$

$$9 \times 9 + 2 \times 40 + 7 = 3327$$

.....
CERTIFIED TRUE COPY



POS MALAYSIA BERHAD (229990-M)

Docket Management

Docket Transaction No: AD00060211644528

SubDocket Transaction No: AD01060211686074

Docket Barcode:



AD00060211644528

Company Name: Maximail (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
AD02060225518976	International Mail (Airmail)	Annual Reports	254	ZON 1	88.00	0.00	4.00	1016.00	0.00	1016.00	Maximail (M) Sdn. Bhd.	06020001752			No	PMCorp CDs/Cir
AD02060225518991	International Mail (Airmail)	Annual Reports	3	ZON 1	88.00	0.00	4.00	12.00	0.00	12.00	Maximail (M) Sdn. Bhd.	06020001752			No	PMCorp CDs/Cir
AD02060225518988	International Mail (Airmail)	Annual Reports	2	ZON 3	88.00	0.00	7.60	15.20	0.00	15.20	Maximail (M) Sdn. Bhd.	06020001752			No	PMCorp CDs/Cir
AD02060225519003	International Mail (Airmail)	Annual Reports	6	ZON 2	88.00	0.00	5.60	33.60	0.00	33.60	Maximail (M) Sdn. Bhd.	06020001752			No	PMCorp CDs/Cir

03112017 15:38:23
Maximail (M) Sdn. Bhd.
RM 1076.80 06020001752

ARRIVAL TIME: _____

FOR OFFICE USE

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

JALAN BEN LUMIRAN
PENYELIA BMC
PUSAT MEL NASIONAL
POS MALAYSIA BERHAD



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

The Board of Directors
PAN MALAYSIA CORPORATION BERHAD
Unit 3, 191, Jalan Ampang,
50450 Kuala Lumpur.

Appendix B to Minutes of the
Fifty-Fourth Annual General
Meeting held on 30 November 2017

Date : 30 November 2017

Our Ref : HHF/PMCB/2017

Dear Sirs,

**PAN MALAYSIA CORPORATION BERHAD
POLLING RESULTS FOR THE ANNUAL GENERAL MEETING (“AGM”) HELD ON
30 NOVEMBER 2017 @ 2.30PM AT REMBAU ROOM, CORUS PARADISE RESORT PORT
DICKSON.**

In accordance with the Terms of Engagement dated 8 November 2017, we have attended the AGM of **Pan Malaysia Corporation Berhad** held on 30 November 2017 and are pleased to set out the polling results for the following resolutions

Resolution 1 :

To approve Directors' Fees of RM224,000.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	473,593,448	100%
Shareholders and proxies who voted against the said Resolution	162,904	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	1,461,499	
Abstain	31,066	
Spuiled	-	
Shareholders and proxies who are present and eligible for voting	<u>475,248,917</u>	



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Tel: 7805 3633 / 7805 2799 Fax: 7804 7191

Resolution 2 :

To approve Directors' Benefits (other than Directors' Fees) of up to RM95,000.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	472,994,448	100%
Shareholders and proxies who voted against the said Resolution	761,904	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	1,461,499	
Abstain	31,066	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>475,248,917</u>	

Resolution 3:

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

	Number of share	%
Shareholders and proxies who voted for the said Resolution	473,756,352	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	1,461,499	
Abstain	31,066	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>475,248,917</u>	



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

Resolution 4:

To re-elect Mr Wong Nyen Faat as Director of the Company.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	473,756,352	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	1,461,499	
Abstain	31,066	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>475,248,917</u>	

Resolution 5:

To re-elect Mr Chan Choung Yau as Director of the Company.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	473,756,352	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	1,461,499	
Abstain	31,066	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>475,248,917</u>	



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Resolution 6:

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

	Number of share	%
Shareholders and proxies who voted for the said Resolution	473,756,352	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	1,461,499	
Abstain	31,066	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>475,248,917</u>	

Resolution 7:

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

	Number of share	%
Shareholders and proxies who voted for the said Resolution	473,756,352	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	1,461,499	
Abstain	31,066	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>475,248,917</u>	



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Resolution 8:

Proposed authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 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.”

	Number of share	%
Shareholders and proxies who voted for the said Resolution	473,756,352	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	1,461,499	
Abstain	31,066	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>475,248,917</u>	

Resolution 9:

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

	Number of share	%
Shareholders and proxies who voted for the said Resolution	473,752,452	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	1,461,499	
Abstain	34,966	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>475,248,917</u>	



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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 30 November 2017. 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 be 'H. H. Fong', written over a dotted line.

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