

SCH GROUP BERHAD

(Company No. 972700-P)
(Incorporated in Malaysia)

MINUTES OF THE FIFTH (5th) ANNUAL GENERAL MEETING OF SCH GROUP BERHAD ("SCH" OR "THE COMPANY") HELD AT LIVIA 1, LEVEL UG, IBIS STYLES KUALA CHERAS, JALAN C180/1, DATARAN C180, 43200 CHERAS, SELANGOR DARUL EHSAN ON MONDAY, 23 JANUARY 2017 AT 10.00 A.M.

Present : As per attendance list

1. CHAIRMAN

Mr Chan Wan Choon ("the Chairman") presided at the meeting and welcomed the members to the Fifth (5th) Annual General Meeting of the Company.

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 agendas of the meeting, the Chairman explained to the meeting on how a resolution is determined. He informed that pursuant to Rule 8.31A of the ACE 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 Tricor Investor & Issuing House Services Sdn. Bhd. has been appointed as Poll Administrator to conduct the polling process and Asia Securities Sdn Berhad ("Scrutineers") was appointed as Scrutineers to verify the poll results.

With the consent and approval of the meeting, the Chairman informed that the polling process for all the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the AGM.

5. AUDITED FINANCIAL STATEMENTS AND REPORTS

The Audited Financial Statements of the Company and of the Group for the financial year ended 31 August 2016, together with the Reports of the Directors and Auditors thereon ("Audited Financial Statements") was tabled during the meeting for the shareholders' discussion.

The Chairman informed the meeting that the Audited Financial Statements of the Company is meant for discussion only as Section 169 (1) of the Companies Act, 1965 and the Company's Articles of Association provides that the Audited Financial Statements are to be laid in the general meeting. In relation thereto, the Audited Financial Statements of the Company is not put forward for voting. However, the Company is pleased to deal with any questions from shareholders relating to the Audited Financial Statements.

After dealing with the questions from shareholders, the meeting proceeded with the next Agenda of the meeting.

6. ORDINARY RESOLUTION 1
APPROVAL FOR PAYMENT OF DIRECTORS' FEES

The next item on the agenda is to approve the payment of Directors' fees of RM132,000.00 to the non-executive directors for financial year ended 31 August 2016.

The following resolution having been duly proposed by Mr. Wong Kin Seng and seconded by Mr. Ng Yi Tao, was put to the meeting for voting:-

"THAT the Directors' fees of RM132,000.00 to the non-executive directors for the financial year ended 31 August 2016 be approved."

7. ORDINARY RESOLUTION 2
RE-ELECTION OF MR CHAN WAN CHOON

At this juncture, the Chairman declared his interest in ordinary resolution 2 and invited Mr. Gan Khong Aik ("Mr. Gan") to chair the meeting for the ordinary resolution 2 in relation to his re-election as a Director of the Company.

Mr. Gan informed the meeting that Mr Chan Wan Choon would retire pursuant to Section 129 of the Companies Act, 1965 and being eligible, had offered himself for re-election.

The following resolution having been duly proposed by Mr. Wong Kin Seng and seconded by Mr. Siew Ah Meng, was put to the meeting for voting:-

"THAT Mr Chan Wan Choon, who is retiring pursuant to Section 129 of the Companies Act, 1965, be re-elected as a Director of the Company."

At this juncture, Mr. Gan handed over the chair back to the Chairman for the remaining agendas of the meeting.

8. ORDINARY RESOLUTION 3
RE-ELECTION OF WONG SIN CHIN

The Chairman informed the meeting that Mr Wong Sin Chin would retire pursuant to Section 129 of the Companies Act, 1965 and being eligible, had offered himself for re-election.

The following resolution having been duly proposed by Mr. Wong Kin Seng and seconded by Mr. Ng Yi Tao, was put to the meeting for voting:-

“THAT Mr Wong Sin Chin, who is retiring pursuant to Section 129 of the Companies Act, 1965, be re-elected as a Director of the Company.”

9. ORDINARY RESOLUTION 4
RE-ELECTION OF ENCIK RAHIMI BIN RAMLI

The Chairman informed the meeting that the Company had received a notice from Encik Rahimi Bin Ramli (“En. Rahimi”) informing the Company that he would not be seeking for re-election as director of the Company. En. Rahimi was therefore not put forward to the meeting for re-election as director of the Company. The Chairman further declared that En. Rahimi be and is hereby retired as director of the Company with immediate effect.

10. ORDINARY RESOLUTION 5
RE-ELECTION OF MR YEEN YOON HIN

The Chairman informed the meeting that Mr Yeen Yoon Hin would retire pursuant to Article 95 of the Company’s Articles of Association and being eligible, had offered himself for re-election.

The following resolution having been duly proposed by Mr. Wong Kin Seng and seconded by Mr. Siew Ah Meng, was put to the meeting for voting:-

“THAT Mr Yeen Yoon Hin, who is retiring pursuant to Article 95 of the Company’s Articles of Association, be re-elected as a Director of the Company”.

11. ORDINARY RESOLUTION 6
TO APPOINT MESSRS ECOVIS AHL PLT AS AUDITORS OF THE COMPANY

The Chairman informed that the next resolution was to appoint Messrs. Ecovis AHL PLT as Auditors of the Company in place of the retiring Auditors, Messrs. UHY and to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

The following resolution having been duly proposed by Mr. Ng Yi Tao and seconded by Mr. Siew Ah Meng, was put to the meeting for voting:-

“THAT Messrs Ecovis AHL PLT be and is hereby appointed as auditors of the Company in place of the retiring Auditors Messr. UHY and to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.”

12. SPECIAL BUSINESS - ORDINARY RESOLUTION 7
AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES

The Meeting was called upon to approve the proposed Ordinary Resolution 7 pertaining to authority for directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965. The Ordinary Resolution if passed, would provide flexibility for the Directors to allot and issue shares for such purposes as the Directors consider to be in the best interest of the Company, without having to convene separate general meetings, subject to the limitation that the aggregate number of shares to be allotted and issued does not exceed 10% of the issued share capital of the Company for the time being and subject always to the approval from the relevant regulatory bodies.

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The following resolution having been duly proposed by Mr. Siew Ah Meng and seconded Mr. Wong Kin Seng, was put to the meeting for voting:-

“THAT subject to the Companies Act, 1965, and the approval of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue shares of the Company from time to time upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution shall not exceed 10% of the issued capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies having been obtained for such allotment and issue, and such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company; and FURTHER THAT the Directors be and are hereby empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad (“Bursa Securities”).”

13. ANY OTHER BUSINESS

After verification and confirmation with the Company Secretary, the Chairman informed that there was no notice to transact any other business received by the Company and the meeting continued with the proceeding of the polling process.

14. POLLING PROCESS

The Chairman briefed the meeting on the proceeding of the polling process. He informed that the representatives of the Share Registrar would collect the completed polling forms from the shareholders / proxies and the results of the poll would be verified by the Scrutineers.

Upon collection of the polling forms, the Chairman, with consent of the meeting, adjourned the meeting at 10.25 a.m. for the counting and verification of the poll results.

15. ANNOUNCEMENT OF POLL RESULTS

At 10.30 a.m., the Chairman called the meeting to order for the declaration of results.

The Chairman informed that he had received the poll results from the Scrutineers, as Appendix I. The Chairman invited the Scrutineers to read out the poll results to the shareholders and proxies present.

Based on the poll results announced by the Scrutineers, the Chairman declared that all the resolutions set out in the Notice of AGM dated 29 December 2016 were carried, except for ordinary resolution no. 4 pertaining to the re-election of En. Rahimi as the said resolution was not put to the meeting for voting.

16. TERMINATION

There being no other business, the meeting ended at 10.50 a.m. with a vote of thanks to the Chairman.

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

Signed

Chairman
Kuala Lumpur

SCH GROUP BERHAD (972700-P)
 Fifth (5th) Annual General Meeting
 Livia 1, Level UG, Ibis Styles Kuala Lumpur Cheras
 Jalan C180/1, Dataran C180
 43200 Cheras, Selangor
 23 January 2017, 10.00 a.m.

RESULT ON VOTING BY POLL

Resolution (s)	Vote For		Vote Against		Total Votes	
	No of Units	%	No of Units	%	No of Units	%
Ordinary Resolution 1	165,251,580	100.000	0	0.000	165,251,580	100.000
Ordinary Resolution 2	165,251,580	100.000	0	0.000	165,251,580	100.000
Ordinary Resolution 3	165,251,580	100.000	0	0.000	165,251,580	100.000
Ordinary Resolution 4	165,251,580	100.000	0	0.000	165,251,580	100.000
Ordinary Resolution 5	165,251,580	100.000	0	0.000	165,251,580	100.000
Ordinary Resolution 6	165,241,580	99.994	10,000	0.006	165,251,580	100.000