



GHL Systems Berhad (293040-D)

Incorporated in Malaysia

**SUMMARY MINUTES OF THE
TWENTY-FIFTH
ANNUAL GENERAL MEETING
HELD ON
30 MAY 2019**

MAY 2019



GHL SYSTEMS BERHAD (293040-D)
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(Incorporated in Malaysia)

Summary of Minutes of the Company's Twenty-Fifth Annual General Meeting held at Function Room 1 and 2, 1st Floor, TPC Kuala Lumpur, 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, on Thursday, 30 May 2019 at 10.00 a.m.

1. CHAIRMAN

On behalf of the Board of Directors, Datuk Kamaruddin Bin Taib, the Chairman of the Company, welcomed all who were present at the Twenty-Fifth Annual General Meeting of the Company.

The notice convening the meeting, having been circulated to all the shareholders of the Company within the statutory period, was taken as read.

The Chairman then introduced members of the Board of Directors, Management, and the Company Secretary, who were in attendance. The Chairman conveyed apologies on behalf of Mr. Ali Zaynalabidin Haeri Mazanderani and Mr. Matteo Stefanel for not being able to attend the meeting due to personal reasons which could not be avoided.

2. QUORUM

Upon confirmation of a quorum pursuant to Article 82 of the Company's Constitution by the Company Secretary, the Chairman called the meeting to order at 10.00 a.m.

Thereafter, the Chairman informed that the resolutions set out in the notice of meeting would be voted by poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and that the Company was required to appoint at least one scrutineer to validate the votes cast at the general meeting.

The Chairman then declared Asia Securities Sdn Berhad as the scrutineer for the poll.

The meeting was further informed that Ordinary Resolutions 1 to 9, tabled at the meeting, required a simple majority of more than 50% votes from the members present in person and/or by proxy (ies) voting at the meeting. For the Special Resolution, a majority of not less than 75% of the votes must be obtained from members present in person or by proxy (ies) and voting at this meeting.

3. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Chairman tabled the Audited Financial Statements for the financial year ended 31 December 2018, together with the Reports of the Directors and Auditors of the Company,

having been circulated to all the shareholders of the Company within the statutory period, to the meeting for discussion.

It was noted that pursuant to Section 340(1)(a) of the Companies Act 2016, this agenda item did not require approval from the shareholders of the Company.

The Chairman thereupon invited questions from the floor.

As there were no questions raised, the Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2018, together with the Reports of the Directors and Auditors thereon, be received and he proceeded to the next agenda item.

**4. ORDINARY RESOLUTION 1
RE-ELECTION OF MR. LOH WEE HIAN, WHO IS RETIRING, IN ACCORDANCE
WITH THE CONSTITUTION OF THE COMPANY**

The Chairman informed that Mr. Loh Wee Hian had retired by rotation from the Board pursuant to Article 127 of the Company's Constitution and being eligible, had offered himself for re-election.

The Chairman further informed that the details of Mr. Loh Wee Hian were available on page 19 of the Annual Report.

The Chairman then invited questions from the floor.

As there were no questions raised, the Chairman put the motion to a vote by poll at the end of the meeting.

**5. ORDINARY RESOLUTION 2
RE-ELECTION OF DATO' CHAN CHOY LIN, WHO IS RETIRING, IN ACCORDANCE
WITH THE CONSTITUTION OF THE COMPANY**

The Chairman informed that Dato' Chan Choy Lin had retired pursuant to Article 132 of the Company's Constitution and being eligible, had offered herself for re-election.

The Chairman further informed that the details of Dato' Chan Choy Lin were available on page 20 of the Annual Report.

The Chairman then invited questions from the floor.

As there were no questions raised, the Chairman put the motion to a vote by poll at the end of the meeting.

**6. ORDINARY RESOLUTION 3
RE-ELECTION OF MR. MATTEO STEFANEL, WHO IS RETIRING, IN
ACCORDANCE WITH THE CONSTITUTION OF THE COMPANY**

The Chairman informed that Mr. Matteo Stefanel had retired pursuant to Article 132 of the Company's Constitution and being eligible, had offered himself for re-election.

The Chairman further informed that the details of Mr. Matteo Stefanel were available on page 23 of the Annual Report.

The Chairman then invited questions from the floor.

As there were no questions raised, the Chairman put the motion to a vote by poll at the end of the meeting.

**7. ORDINARY RESOLUTION 4
DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2019**

The meeting continued to consider the payment of Directors' fees.

The Chairman informed that the Board of Directors had proposed the payment of RM240,000.00 as Directors' fees for the financial year ending 31 December 2019.

The Chairman then invited questions from the floor.

As there were no questions raised, the Chairman put the motion to a vote by poll at the end of the meeting.

**8. ORDINARY RESOLUTION 5
SPECIAL DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER
2019**

The meeting continued to consider the payment of Special Directors' fees to Independent Directors of the Company.

The Chairman informed that the Board of Directors had proposed the payment of RM40,000.00 as Special Directors' fees to Independent Directors for the financial year ending 31 December 2019.

The Chairman then invited questions from the floor.

As there were no questions raised, the Chairman put the motion to a vote by poll at the end of the meeting.

9. ORDINARY RESOLUTION 6
DIRECTORS' BENEFITS FOR THE PERIOD FROM 30 MAY 2019 UNTIL THE TWENTY-SIXTH ANNUAL GENERAL MEETING OF THE COMPANY

The meeting continued to consider the payment of Directors' benefits.

The Chairman informed that the Board of Directors had proposed the payment of up to RM55,620.00 as Directors' benefits for the period of 30 May 2019 until the Twenty-sixth Annual General Meeting of the Company.

The Chairman then invited questions from the floor.

As there were no questions raised, the Chairman put the motion to a vote by poll at the end of the meeting.

10. ORDINARY RESOLUTION 7
RE-APPOINTMENT OF MESSRS BDO PLT AS AUDITORS OF THE COMPANY

The Chairman informed that the retiring auditors, Messrs BDO PLT, had given their consent for re-appointment as auditors of the Company.

The Chairman then invited questions from the floor.

As there were no questions raised, the Chairman put the motion to a vote by poll at the end of the meeting.

11. ORDINARY RESOLUTION 8 (SPECIAL BUSINESS)
AUTHORITY TO ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("THE ACT")

The meeting continued to consider the special business in respect of the issuance of new ordinary shares pursuant to Sections 75 and 76 of the Act.

The Chairman informed that the full text of proposed resolution was set out in the notice of meeting and the same was taken as read.

The Chairman further informed that the proposed resolution, if passed, would provide flexibility to the Company to issue new shares in the Company up to an amount not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding current and/or future investment project(s), working capital, acquisition, and/or for issuance of shares as settlement of purchase consideration.

The authority shall, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

The Chairman further invited questions from the floor.

As there were no questions raised, the Chairman put the motion to vote by poll at the end of the meeting.

12. ORDINARY RESOLUTION 9 (SPECIAL BUSINESS)
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY

Before proceeding with the agenda item, the Chairman informed that the full text of the proposed Ordinary Resolution 9, as set out in the notice of meeting, and the details of the Proposed Renewal of Share Buy-Back Authority, which had been clearly set out in the Statement to Shareholders as contained in the Annual Report, were taken as read.

The Chairman then informed that the passing of this Ordinary Resolution 9 would provide a mandate for the Company to purchase its own shares up to 10% of the total number issued shares capital of the Company and shall lapse at the conclusion of the next Annual General Meeting of the Company unless authority for renewal is obtained from the shareholders of the Company at a general meeting.

The Chairman further invited questions from the floor. Below is the question raised by a shareholder:

| No. | Key Matter raised by the Shareholder | Response from the Board of Directors and Management Team |
|-----|---|---|
| 1 | I note the potential advantages and disadvantages of the proposed renewal of authority for share buy-back as contained in the statement to the shareholders on page 160 of the annual report. Further, item 4 of the statement also stated that purchased shares can be held as treasury shares and be distributed as share dividends to reward the shareholders. Is it possible for the shareholders to receive such reward? | In the event that the Company buys its own shares, the shares are known to be held as treasury shares. If the portion is sufficient, it will be distributed to the shareholders and be treated as share dividends to the shareholder. However, at this moment, the Company has not acquired enough shares to do such distribution. Thus, this is the purpose for this motion. |

After the question from a shareholder had been satisfactorily answered by the Company Secretary, the Chairman put the motion to vote by poll at the end of the meeting.

13. SPECIAL RESOLUTION (SPECIAL BUSINESS)
PROPOSED ALTERATION OF THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION BY REPLACING WITH A NEW CONSTITUTION

The meeting continued to consider the last item on the agenda. The Chairman informed that the full text of the proposed Special Resolution was set out in the Notice of the Meeting and the new Constitution was attached as Annexure A thereof, and the same were taken as read.

The Chairman then informed that the passing of the Special Resolution, as explained under the Explanatory Note in the Notice, would enable the Company to alter its existing Memorandum and Articles of Association by replacing with a new Constitution which was drafted in accordance with the relevant provisions of the Companies Act 2016, relevant amendments of Chapter 7 and other Chapters of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and other provisions of laws and regulations that were applicable to the Company.

The Chairman then invited questions from the floor. Below is the question raised by a shareholder:

| No. | Key Matter raised by the Shareholder | Response from the Board of Directors and Management Team |
|-----|--|--|
| 1 | With reference to Article 52(3) of the new Constitution of the Company, the main venue of general meeting shall be in Malaysia. However, I find it is extremely difficult to travel to TPC Kuala Lumpur to attend the Company's Annual General Meeting ("AGM"). Some companies conduct their AGM in the central business area in Kuala Lumpur where the venue is easily accessible and inexpensive via public transport. I hope the Company will consider changing the venue to more accessible locations in future for the convenience of the shareholders. | The chairman responded that he has attended some AGMs and has received feedbacks from shareholders who disagree to having the AGM in the busy town area due to parking constraints. It is difficult to please everyone and will However, the comment is noted and will be looked into. |

After the question from a shareholder had been satisfactorily answered by the Chairman, the Chairman put the motion to vote by poll at the end of the meeting.

14. POLLING AND RESULTS OF POLL

The Chairman informed that the poll would be administered by the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. ("TIIHS"), and the appointed scrutineer, Asia Securities Sdn. Berhad ("ASSB").

The representative of TIHS was invited to brief the shareholders on the poll procedures.

The meeting then proceeded to poll voting.

The meeting was adjourned for 30 minutes for the counting of votes.

Upon the completion of the counting of votes by poll, the Chairman called the meeting to order at 10.40 a.m. and the representatives of ASSB announced the results of poll as follows:-

| <u>Resolution(s)</u> | <u>Vote For</u> | | <u>Poll Result</u> | |
|-----------------------|---------------------|----------|---------------------|----------|
| | <u>No. of Units</u> | <u>%</u> | <u>Vote Against</u> | <u>%</u> |
| Ordinary Resolution 1 | 344,976,287 | 99.9993 | 2,400 | 0.0007 |
| Ordinary Resolution 2 | 470,016,112 | 100 | 0 | 0 |
| Ordinary Resolution 3 | 470,013,712 | 99.9995 | 2,400 | 0.0005 |
| Ordinary Resolution 4 | 470,011,255 | 99.999 | 4,857 | 0.001 |
| Ordinary Resolution 5 | 470,011,255 | 99.999 | 4,857 | 0.001 |
| Ordinary Resolution 6 | 470,011,255 | 99.999 | 4,857 | 0.001 |
| Ordinary Resolution 7 | 470,016,112 | 100 | 0 | 0 |
| Ordinary Resolution 8 | 470,016,112 | 100 | 0 | 0 |
| Ordinary Resolution 9 | 470,016,112 | 100 | 0 | 0 |
| Special Resolution | 470,016,112 | 100 | 0 | 0 |

Based on the results of the poll, the Chairman declared the following motions carried:-

It was **RESOLVED:-**

THAT Mr. Loh Wee Hian, retiring pursuant to Article 127 of the Constitution of the Company, and who being eligible, be hereby re-elected as Director of the Company.

It was **RESOLVED:-**

THAT Dato' Chan Choy Lin, retiring pursuant to Article 132 of the Company's Constitution, and who being eligible, be re-elected Director of the Company.

It was **RESOLVED:-**

THAT Mr. Matteo Stefanel, retiring pursuant to Article 132 of the Company's Constitution, and who being eligible, be re-elected Director of the Company.

It was **RESOLVED:-**

THAT the payment of Directors' fees of RM240,000.00 for the financial year ending 31 December 2019 be approved.

It was **RESOLVED:-**

THAT the payment of Special Directors' fees of RM40,000.00 to Independent Directors for the financial year ending 31 December 2019 be approved.

It was **RESOLVED:-**

THAT the payment of Directors' benefits of up to RM55,620.00 for the period from 30 May 2019 until the Twenty-sixth Annual General Meeting of the Company be approved.

It was **RESOLVED:-**

THAT Messrs BDO PLT is hereby re-appointed as Auditors of the Company at a fee to be agreed upon with the Directors and to hold office until the conclusion of the next Annual General Meeting.

It was **RESOLVED:-**

THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") and the Constitution of the Company and subject to the approvals from Bursa Malaysia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, the Directors of the Company be, and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued during the preceding 12 months do not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Board of Directors be and are also empowered to obtain approval for the listing of, and quotation for, the additional shares issued on Bursa Malaysia Securities Berhad

It was **RESOLVED:-**

THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- i. the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and

- ii. the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

("Proposed Share Buy-Back").

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- b. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- c. revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines, and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be, and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- i. To cancel all or part of the Purchased Shares;
- ii. To retain all or part of the Purchased Shares as treasury shares, as defined in Section 127 of the Act;
- iii. To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iv. To resell all or part of the treasury shares;

- v. To transfer all or part of the treasury shares for the purposes of, or under the employees' share scheme established by the Company and/or its subsidiaries;
- vi. To transfer all or part of the treasury shares as purchase consideration;
- vii. To sell, transfer, or otherwise use the shares for such other purposes as the Minister may, by order prescribe; and/or
- viii. To deal with the treasury shares in the manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be, and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements, and guarantee with any party or parties to implement, finalise, and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations, and/or amendments (if any) as may be imposed by the relevant authorities.

It was **RESOLVED:-**

THAT the existing Memorandum and Articles of Association of the Company be hereby altered by replacing with a new Constitution, attached hereto as Annexure A, with effect from the date of passing this special resolution.

THAT the Directors of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient, and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation, and/or amendment as may be required or imposed by the relevant authorities.

15. CLOSURE

There being no further business, the meeting closed at 10.40 a.m. with a vote of thanks to the Chair.