

**MINUTES OF THE 35TH ANNUAL GENERAL MEETING OF
SURIA CAPITAL HOLDINGS BERHAD ("THE COMPANY")
HELD AT TRAINING CENTRE, 1ST FLOOR, WISMA
SABAHPORTS, SAPANGAR BAY CONTAINER PORT,
SAPANGAR BAY, KOTA KINABALU, SABAH ON TUESDAY,
26 JUNE 2018 AT 10.00 A.M.**

CHAIRMAN OF THE MEETING : Tan Sri Ibrahim bin Menudin

DIRECTORS : PRESENT

Ms Ng Kiat Min
Datuk Ismail bin Awang Besar
Datuk Dr. Mohd Yaakub bin Hj. Johari
Datuk Kee Mustafa
Mr Chin Kiang Ming
Tuan Hj. Muluk bin Samad
Ms. Georgina L. George

IN ATTENDANCE : Ms Suryani binti Mohd Saidi – Company Secretary

MEMBERS PRESENCE : Attendance list attached as Appendix 1

1. CHAIRMAN'S ADDRESS

- 1.1 The Chairman welcomed all the Stakeholders to the 35th Annual General Meeting (AGM) of the Company and thanked all for their attendances.
- 1.2 The Company Secretary informed that in accordance with Article 67 of the Company's Article of Association, the required quorum is present. She further informed that as at 10.00 a.m. on the 24 June 2018, a total of 34 proxies had been received. Out of the 34 proxies, 13 proxies represented by the Chairman. On being informed the presence of sufficient numbers of Shareholders to form a quorum, the Chairman declared the Meeting opened at 10.10 a.m.

2. NOTICE AND AGENDA OF MEETING

- 2.1 The Chairman proceeded with the Meeting by requesting the Shareholders' consent to take the Notice and Agenda of Meeting dated 30 April 2018 and the Notice of Addendum dated 13 June 2018 which had been distributed to the Shareholders in accordance with the requirements of the Articles of Association and Bursa Malaysia Listing Requirements to be taken as read.
- 2.2 All Shareholders consented that the Notice and Agenda were taken as read.

3. PRESENTATION ON COMPANY FINANCIAL PERFORMANCE

- 3.1 The Chairman invited the Group Managing Director (GMD), Ms. Ng Kiat Min to present the Company's financial performance for the year under review. (attached as Appendix 2).

4. PRESENTATION ON MANAGEMENT'S ANSWER FOR QUESTIONS FROM MINORITY SHAREHOLDER WATCHDOG GROUP (MSWG) AND MR JOSHUA KONG

- 4.1 The Minority Shareholder Watchdog Group (MSWG) had submitted questions through a letter dated 22 June 2018 (attached as Appendix 3).
- 4.2 Mr Joshua Kong had submitted questions through email on 18 June 2018 (attached as Appendix 4).
- 4.3 The Chief Financial Officer, Ms. Noorida binti Baharuddin presented the Management's answers to the questions put forward by MSWG and Mr Joshua Kong (attached as Appendix 5).

5. MEETING PROCEEDING

- 5.1 The Chairman explained that in accordance with Paragraph 8.29A of the Bursa Malaysia Listing Requirement, all Resolutions set out in the Notice shall be decided on a poll.
- 5.2 Tricor Investor & Issuing House Sdn Bhd has been appointed as Poll Administrator to conduct the polling process and Scrutineer Solutions Sdn Bhd as Independent Scrutineer to verify the poll results.

6. TO ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017 AND REPORTS OF THE DIRECTORS AND AUDITORS

NOTED

THAT, copies of the Audited Financial Statements of the Company for the financial year ended 31 December 2017 together with Reports of the Directors and Auditors had been circulated earlier to the Shareholders together with the Notice and Agenda of the Meeting. This Agenda is for discussion only and in accordance with Section 340(1) of the Companies Act 2016, the audited financial statement does not require a formal approval from the Shareholders. The Chairman invited further questions relating to the Accounts from the floor and the summary of proceeding is as follows:

- 6.1 Mr Khoo Puay Chew, a Shareholder, expressed that he has not received the Notice of Meeting. The Company Secretary replied that accordance to the Article 61 of the Company's Articles of Association, the Company had served the Notice to Bursa Malaysia at least 21 days before the meeting is to take place and on the same day, the Company had published the Notice by way of advertisement in daily newspapers.

Mr Khoo asked on Sabah Ports Sdn Bhd's performance for the financial year ended 31 December 2017. GMD explained that there was an increase in the port expenditure by 8 percent which includes amortisation of capital expenditure. Leasing of port lands and stevedoring service also contributed to the increase of the expenditure. She also highlighted that cost of outsourcing was increase due to tugboat services.

Mr Khoo also enquired on the increase of the Directors' remuneration for the financial year ended 31 December 2018. GMD responded that the Company was budgeted the Directors' remuneration for a period of 18 months from 1 January 2017 until date of the annual general meeting. In the 35th AGM, the Company will seek shareholders' approval for Directors' remuneration for a 12 months period only.

- 6.2 Mr Teh Kian Lang, a Shareholder, sought for clarification on the Chairman Statement in the 2017 Annual Report. He also requested the Board to explain on the going forward of the Group's direction in view of changes of the Chairman of SURIA. GMD responded that she had briefed Tan Sri Chairman and he agreed with the direction of the Group. GMD assured that the Group's direction is very much intact and the progression will be very fast. As a justification, GMD further explained that the port operation which is core business of the Group plays its role in contributing the growth of state economy.

**7. RESOLUTION 1
TO RE-ELECT DATUK KEE MUSTAFA WHO RETIRES BY
ROTATION PURSUANT TO ARTICLE 89 OF THE COMPANY'S
ARTICLES OF ASSOCIATION**

7.1 Mr Teh Kian Lang proposed:

"THAT, the Directors retiring by rotation pursuant to Article 89 of the Company's Articles of Association and eligible for re-election is Datuk Kee Mustafa."

The motion was seconded by the Shareholder.

**8. RESOLUTION 2
TO RE-ELECT MS GEORGINA L. GEORGE WHO RETIRES BY
ROTATION PURSUANT TO ARTICLE 89 OF THE COMPANY'S
ARTICLES OF ASSOCIATION**

8.1 Encik Mohd Sahid proposed:

"THAT, the Directors retiring by rotation pursuant to Article 89 of the Company's Articles of Association and eligible for re-election is Ms Georgina L. George."

The motion was seconded by the Shareholder.

**9. RESOLUTION 3
TO RE-ELECT TAN SRI IBRAHIM BIN MENUDIN WHO RETIRES
BY COMPULSORY RETIREMENT PURSUANT TO ARTICLE 93 OF
THE COMPANY'S ARTICLES OF ASSOCIATION**

9.1 Mr Teh Kian Lang proposed:

"THAT, the Directors retiring by compulsory retirement pursuant to Article 93 of the Company's Articles of Association and eligible for re-election is Tan Sri Ibrahim bin Menudin."

The motion was seconded by the Shareholder.

**10. RESOLUTION 4
TO APPROVE THE FIRST AND FINAL TAX-EXEMPT DIVIDEND
OF 6% (6 CENTS PER ORDINARY SHARES), IN RESPECT OF
THE FINANCIAL YEAR ENDED 31 DECEMBER 2017**

10.1 It was noted that the entitlement date shall be fixed on 12 July 2018.

10.2 It was proposed by the Shareholder:

"THAT, a final tax-exempt dividend of 6% (6 cents per ordinary share) in respect of the financial year ended 31 December 2017, be and is hereby declared and approved to be paid on 31 July 2018."

Mr Teh Kian Lang seconded the motion.

**11. RESOLUTION 5
TO APPROVE PAYMENT OF DIRECTORS' FEES AMOUNTING TO
RM540,000.00 FOR THE FINANCIAL YEAR ENDING 31
DECEMBER 2017**

11.1 Encik Azman Amarashikin proposed:

"THAT, the Directors' Fees of RM540,000.00 for the financial year ending 31 December 2017 be and is hereby approved."

The Shareholder seconded the motion.

**12. RESOLUTION 6
TO APPROVE PAYMENT OF THE DIRECTORS' REMUNERATION
(EXCLUDING DIRECTORS' FEES) TO THE NON-EXECUTIVE
DIRECTORS UP AN AMOUNT OF RM700,000.00 FROM 27 JUNE
2018 UNTIL THE NEXT AGM OF THE COMPANY**

12.1 It was noted that pursuant to Section 230(1) of the Companies Act 2016 provides amongst others that, "the Fees" of the directors of a company and subsidiaries shall be approved at the general meeting. The directors' remuneration (excluding directors' fees) comprises the allowances and other emoluments payable to the Non-Executive Directors in the company and subsidiaries.

12.2 Ms. Aileen Yeap proposed:

"THAT, payment of the Directors' remuneration (excluding Directors' fees) to the Non-Executive Director up to an amount of RM700,000.00 in the Company and Subsidiaries."

The motion was seconded by the Shareholder.

**13. RESOLUTION 7
TO RE-APPOINT AUDITORS OF THE COMPANY AND TO
AUTHORISE THE DIRECTORS TO DETERMINE THEIR
REMUNERATION**

13.1 Encik Mohd Sahid proposed:

"THAT, Messrs Ernst & Young, Chartered Accountants be and is hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next AGM at a remuneration to be determined by the Directors."

The Shareholder seconded the motion.

**14. RESOLUTION 8
TO AUTHORISE DATUK ISMAIL BIN AWANG BESAR TO
CONTINUE IN OFFICE AS THE INDEPENDENT NON-EXECUTIVE
DIRECTOR**

14.1 The Board recommended for Datuk Ismail bin Awang Besar to continue serving as an Independent Director subject to the Shareholders' approval.

14.2 The motion was proposed:

"THAT, authority be and is hereby given to Datuk Ismail bin Awang Besar who has served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with Malaysian Code of Corporate Governance."

Ms Dahlia Ismail, the Shareholder seconded the motion.

15. RESOLUTION 9
AUTHORITY TO THE DIRECTORS TO ALLOT AND ISSUE SHARES

15.1 It was proposed:

"THAT, pursuant to Section 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, until the conclusion of the next annual general meeting 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 does not exceed ten per centum (10%) of the issued capital of the Company at the time of issue and **THAT** the Directors be and are and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued, subject to the Act, the Articles of Association of the Company and approval from the Bursa Malaysia Securities Berhad and other relevant bodies where such approval is necessary."

The motion was seconded by the Shareholder.

16. ANY OTHER BUSINESS

16.1 The Company Secretary informed the Chairman that the Company had not received any notification of any other business to be transacted at the AGM.

17. POLL VOTING AND ADJOURNEMENT OF THE MEETING

17.1 The Chairman invited the Poll Administrator to explain the conduct of polling procedures. A tutorial video on e-voting procedures was shown to the Shareholders before proceeds to the voting.

The Chairman adjourned the Meeting at 11.35 a.m. to allow for poll voting and counting of votes.

18. ANNOUNCEMENT OF THE POLL RESULTS

18.1 The Chairman resumed the Meeting at noon. Upon verification of the vote results, the Independent Scrutineer handed over the results to the Chairman. The polling results were as follows:

RESOLUTION	VOTE FOR		VOTE AGAINST	
	NO. OF UNITS	%	NO. OF UNITS	%
<u>RESOLUTION 1</u> To re-elect Datuk Kee Mustafa who is retire pursuant to Article 89 of the Company's Articles of Association	184,311,413	99.97	56,800	0.03
<u>RESOLUTION 2</u> To re-elect Ms. Georgina L. George who is retire pursuant to Article 89 of the Company's Articles of Association	184,246,713	99.93	121,500	0.07
<u>RESOLUTION 3</u> To re-elect Tan Sri Ibrahim bin Menuidin who retires pursuant to Article 93 of the Company's Articles of Association	184,360,513	99.99	7,700	0.01
<u>RESOLUTION 4</u> To approve the first and final tax-exempt dividend of 6% (6 cents per ordinary share), in respect of the financial year ended 31 December 2017	184,364,013	99.99	4,200	0.01

RESOLUTION	VOTE FOR		VOTE AGAINST	
	NO. OF UNITS	%	NO. OF UNITS	%
<u>RESOLUTION 5</u> To approve the payment of Directors' fees amounting RM540,000.00 for the financial year ended 31 December 2016	179,072,013	99.92	151,700	0.08
<u>RESOLUTION 6</u> To approve the payment of the Directors' remuneration (excluding the Directors' fees)	179,027,113	99.90	186,600	0.10
<u>RESOLUTION 7</u> To re-appoint Auditors of the Company and to authorise the Directors to determine their remuneration	179,438,383	99.94	99,830	0.06
<u>RESOLUTION 8</u> To authorise Datuk Ismail bin Awang Besar to continue in office as the Independent Non-Executive Director	152,533,963	84.96	27,004,250	15.04
<u>RESOLUTION 9</u> To authorise the Directors to allot and issue shares under Section 75 and Section 76 of the Companies Act 2016	152,736,013	99.99	300	0.01


18.2 Based on the poll results, the Chairman declared that all Resolutions in the Notice of Meeting are carried.

19 CONCLUSION

19.1 The Chairman recorded the Board's appreciation and gratitude to the Shareholders and Stakeholders in particular the State Government of Sabah and the Sabah Ministry of Finance for their attendance to the Meeting.

The Chairman concluded the Meeting at 12.10 p.m.

Confirmed as a Correct Record


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TAN SRI IBRAHIM BIN MENUDIN
Chairman

Date:

