

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING  
("EGM") OF SURIA CAPITAL HOLDINGS BERHAD ("SURIA"  
OR "THE COMPANY") HELD AT TRAINING CENTRE, 1<sup>ST</sup>  
FLOOR, WISMA SABAHPORTS, SAPANGAR BAY CONTAINER  
PORT, SAPANGAR BAY, KOTA KINABALU, SABAH ON  
THURSDAY, 19 DECEMBER 2019 AT 10.00 A.M.**

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CHAIRMAN OF THE MEETING : YBhg. Tan Sri Ibrahim Menudin

DIRECTORS : PRESENT

Madam Ng Kiat Min  
Datuk Kee Mustafa  
Madam Georgina L. George  
Madam Helena Binti Masry

IN ATTENDANCE : Hikmah Rahmadiyah Ahmad Khatib –  
Company Secretary

MEMBERS PRESENCE (in person) : Attendance list attached as Appendix 1

PROXY : 11 members appointed the Chairman of the Meeting  
as proxy  
10 proxies present in person

**1. CHAIRMAN'S ADDRESS**

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- 1.1 The Chairman welcomed all the Shareholders to the Extraordinary General Meeting ("EGM") of the Company and thanked all for their attendances.



## 2. **QUORUM**

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- 1.2 **THAT**, the Company Secretary informed that in accordance with Article 67 of the Company's Articles of Association, the required quorum is present. She further informed that as at 10.00 a.m. on the 17 December 2019, a total of 21 proxies had been received. Out of the 21 proxies, 11 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**

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- 2.1 **THAT**, the Chairman proceeded with the Meeting by requesting the Shareholders' consent to take the Notice and Agenda of Meeting dated 27 November 2019 which had been distributed to the Shareholders in accordance with the requirements of the Articles of Association and Bursa Malaysia's Main Market Listing Requirement to be taken as read.
- 2.2 **THAT**, all Shareholders consented that the Notice and Agenda were taken as read.

## 3. **MEETING PROCEEDING**

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- 3.1 **THAT**, the Chairman explained that in accordance with Paragraph 8.29A of the Bursa Malaysia's Main Market Listing Requirement, the Resolution set out in the Notice shall be decided on a poll.
- 3.2 **THAT**, 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.

## 4. **SPECIAL RESOLUTION 1: PROPOSED ADOPTION OF THE COMPANY'S NEW CONSTITUTION**

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- 4.1 **THAT**, the Chairman read out the Special Resolution as set out in the Notice of EGM dated on the 27 November 2019, as follows:

**Resolution 1**


"**THAT**, approval be and is hereby given to amend the existing Memorandum & Articles of Association of the Company and to adopt the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 27 November 2019 **AND THAT**, the Directors and Company Secretary be and are hereby authorised to assent any modifications, variations and / or amendments as may be required by the relevant authorities and to do all such steps as may be considered necessary to give full effect to the Proposed Adoption".

**Any other business**

To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016.

- 4.2 **THAT**, the Chairman invited the Poll Administrator to explain the conduct of polling procedures. The Meeting was adjourned for voting.
- 4.3 **THAT**, the Chairman resumed the Meeting after the polling. Upon verification of the vote results, the Chairman read polling results as follows:

<b>RESOLUTION</b>	<b>VOTE FOR</b>		<b>VOTE AGAINST</b>	
	<b>NO. OF UNITS</b>	<b>%</b>	<b>NO. OF UNITS</b>	<b>%</b>
<u>SPECIAL RESOLUTION</u>				
Proposed Adoption of Company's New Constitution	179,488,800	99.991	16,800	0.009

Based on the poll results, the Chairman declared that the Resolution in the Notice of Meeting was carried 

**5. ANY OTHER BUSINESS**

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5.1 **THAT,** the Company Secretary informed the Chairman that the Company had not received any notification of any other business to be transacted at the EGM.

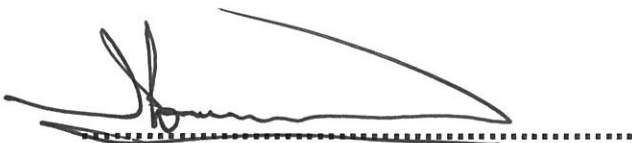
**6. CONCLUSION**

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6.1 **THAT,** 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.

6.2 **THAT,** the Chairman concluded the Meeting at 10.25 a.m.

**Confirmed as a Correct Record**



**TAN SRI IBRAHIM MENUKIN**  
Chairman

**Date:**