

BATU KAWAN BERHAD (6292-U)

Minutes of the Extraordinary General Meeting (“EGM”) of the Company held at its Registered Office, Wisma Taiko, No. 1, Jalan S.P. Seenivasagam, 30000 Ipoh, Perak Darul Ridzuan on Wednesday, 15 August 2018 at 11.00 a.m.

PRESENT	:	Tan Sri Dato’ Seri Lee Oi Hian	-	Chairman
		Dato’ Lee Hau Hian	-	Managing Director
		Dato’ Yeoh Eng Khoon	-	Senior Independent Non-Executive Director
		R.M. Alias	-	Independent Non-Executive Director
		Mr. Quah Chek Tin	-	Independent Non-Executive Director
		Tan Sri Rastam bin Mohd Isa	-	Independent Non-Executive Director
		Dr. Tunku Alina binti Raja Muhd Alias	-	Independent Non-Executive Director
		Shareholders in person, by proxies and by representatives as per attendance sheet		
IN ATTENDANCE	:	Ms. Yap Miow Kien	-	Company Secretary
		Mr. Chong See Teck	-	Group Financial Controller / Company Secretary
		Ms. Chiew Cindy	-	Company Secretary

1. COMMENCEMENT OF MEETING

The Chairman called the Meeting to order and extended a warm welcome to those present. He also introduced Dr. Tunku Alina binti Raja Muhd Alias, a recently appointed Director to the shareholders.

The Company Secretary, Ms. Yap Miow Kien, confirmed that a quorum was present.

2. PRELIMINARY

The Chairman briefed the shareholders that pursuant to the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”), the resolution at the EGM would be put to vote on a poll through electronic voting. The Company had appointed Symphony Share Registrars Sdn. Bhd. (“SSR”) as the Poll Administrator to conduct the polling process and Symphony Corporatehouse Sdn. Bhd. (“Symphony”) as Scrutineers to verify and validate the poll result. The polling process for voting on the resolution at the EGM would be held upon completion of any deliberations relating to the resolution.

3. NOTICE OF MEETING

On a proposal of the Chairman, the notice of the EGM dated 23 July 2018 was taken as read.

4. **SPECIAL RESOLUTION - PROPOSED ADOPTION OF A NEW CONSTITUTION FOR THE COMPANY (“PROPOSED ADOPTION”)**

The Chairman informed that the main purpose of the EGM was to seek shareholders’ approval for the following resolution:

“THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in Appendix I be and is hereby adopted as the Constitution of the Company;

AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities.”

He went on to explain that the Proposed Adoption is to update the existing Memorandum & Articles of Association (“M&A”) of the Company to be in line with the Companies Act 2016, which became effective on 31 January 2017. The new Constitution will also align the existing M&A with changes in the Listing Requirements issued by Bursa Malaysia on 29 November 2017.

The Meeting noted that some of the new changes in the Constitution include:

- (a) Allowing the use of technology to facilitate the holding of meetings in separate venues and in the service of notices/documents to shareholders.
- (b) Requiring shareholders’ approval for fees and benefits payable to Directors (when previously only the fees required shareholders’ approval).
- (c) Allowing the number of proxies that can be appointed by a shareholder to increase from one (1) to two (2).

The Chairman further informed that the Company had responded to the questions raised by the Minority Shareholder Watchdog Group in its letters dated 8 and 14 August 2018 respectively and the replies thereto have been distributed to all shareholders attending the EGM (the questions and answers is attached as **Appendix 1**).

On the proposal of Ms. Thye Lee Ha, the following resolution would be put to vote:

“THAT the Special Resolution on the Proposed Adoption be passed.”

5. **POLLING PROCESS**

The Chairman informed that he has been appointed as proxy for several shareholders and that he would vote in accordance with the instructions given.

Thereafter, shareholders proceed to vote electronically on the resolution using the electronic voting devices provided by SSR.

6. **DECLARATION OF RESULT**

After the Scrutineers had certified the poll result, the Chairman called the Meeting to order for the declaration of the voting result.

The poll result has been verified and validated by the Scrutineers and the Chairman accordingly declared the resolution tabled at the Meeting, **CARRIED** as follows:

Resolution	Vote in Favour		Vote Against	
	No. of Shares	%	No. of Shares	%
Special Resolution Proposed Adoption of a new Constitution for Batu Kawan Berhad	302,181,267	100	0	0

7. TERMINATION

There being no other business, the Meeting ended at 11.45 a.m. with a vote of thanks to the Chair.

CONFIRMED

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[CHAIRMAN]

Wisma Taiko, 30000 Ipoh
Perak Darul Ridzuan