

**KONSORTIUM TRANSNASIONAL BERHAD**  
**(Co. No. 617590-T)**  
(Incorporated in Malaysia)

**MINUTES OF THE THIRTEENTH ANNUAL GENERAL MEETING OF KONSORTIUM TRANSNASIONAL BERHAD (“KTB” OR “THE COMPANY”) HELD AT THE FUNCTION ROOM 3, LEVEL 2, KUALA LUMPUR INTERNATIONAL HOTEL, JALAN RAJA MUDA ABD AZIZ, 50738 KUALA LUMPUR ON THURSDAY, 25 MAY 2017 AT 10.00 A.M.**

**PRESENT** : YBhg Tan Sri Mohd Nadzmi Mohd Salleh (Chairman)  
YBhg Datuk Sulaiman Daud  
Encik Muhammad Adib Ariffin  
Mr. Woo Kok Boon

**SHAREHOLDERS PRESENT** : As per members’ attendance list

**IN ATTENDANCE** : Encik Tifla Hairi bin Taib – Company Secretary

**BY INVITATION** : As per invitees’ attendance list

**OPENING ADDRESS**

YBhg Tan Sri Chairman welcomed all members and invitees present to the Company’s Thirteenth Annual General Meeting.

YBhg Tan Sri Chairman informed that in accordance with the revision of the Listing Requirements of Bursa Malaysia Securities Berhad, all proposed resolutions set out in the Notice of the Thirteenth Annual General Meeting shall be voted by poll.

YBhg Tan Sri Chairman further informed that the share registrar, Messrs. Symphony Share Registrars Sdn Bhd has been appointed as the Polling Administrator and Messrs. TMF Global Services (Malaysia) Sdn Bhd as the Independent Scrutineers to verify the results of the poll voting.

**QUORUM**

Pursuant to Article 84 of the Company’s Articles of Association, the Secretary confirmed that the requisite quorum for the Meeting was present. With the requisite quorum being present, the Meeting was called to order and duly convened.

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**PROXY**

The Company Secretary informed the Meeting that 10 proxies had been received from the shareholders representing 173,435,037 ordinary shares of RM0.10 each in the capital of the Company within the prescribed period of 48 hours before the stipulated time for convening the Meeting.

**NOTICE OF MEETING**

With the consent from the members, the notice of the Thirteenth Annual General Meeting dated 28 April 2017 was taken as read.

**MANAGEMENT'S PRESENTATION**

Tuan Syed Syamma Wafa Syed Jalaluddin, the Company's Chief Financial Officer presented and briefed the shareholders on the Group's results and financial highlights for the financial year ended 31 December 2016 as compared to the previous years performances.

**AGENDA 1**

**AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The Financial Statements for the year ended 31 December 2016 and the Reports of the Directors and Auditors thereon were taken as read, received and adopted.

Encik Ahmad Ibrahim urged the Management to improve the performance of the Group for year 2017 and to ensure compliance of the Malaysian Code of Corporate Governance 2012.

The Chairman responded that the Management is undertaking and implementing the necessary measures in order to improve the performance of the Group for the year 2017 and that the Company is committed to achieve a high standard of corporate governance throughout the Group and that the Company has generally adhered to the principles and recommendations under the Malaysian Code of Corporate Governance 2012..

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**AGENDA 2 - RESOLUTION 1**

**RE-APPOINTMENT OF YBHG DATUK SULAIMAN BIN DAUD AS DIRECTOR WHO RETIRES IN ACCORDANCE WITH ARTICLE 128 OF THE COMPANY'S ARTICLE OF ASSOCIATION**

The resolution 1 was duly proposed by Encik Azahar Ghazali and seconded by Ms. Foong Yee Foong.

**AGENDA 3 - RESOLUTION 2**

**DIRECTORS' FEES OF RM192,000.00 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016**

The resolution 2 was duly proposed by Encik Ahmad Ibrahim and seconded by Mr. Tan Swee Hock

**AGENDA 4 - RESOLUTION 3**

**RE-APPOINTMENT OF MESSRS. JAMAL, AMIN & PARTNERS AS AUDITORS OF THE COMPANY**

The resolution 3 was duly proposed by YBhg Tan Sri Chairman and seconded by Mr. Tan Swee Hock.

**AGENDA 5 - RESOLUTION 4 (SPECIAL BUSINESS)**

**PROPOSED RENEWAL OF EXISTING AND ADDITIONAL SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Meeting was informed that the proposed adoption of this ordinary resolution is to give mandate to the Company and/or its subsidiaries to enter into the recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations with certain subsidiaries of Nadicorp Holdings Sdn Bhd involving the interests of YBhg Tan Sri Mohd Nadzmi bin Mohd Salleh and persons connected to him. The details of the said proposal were set out in the Circular to Shareholders dated 28 April 2017.

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The Meeting noted that the above mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or the expiration within which the next Annual General Meeting is required by law to be held, whichever is earlier.

The resolution 4 was duly proposed by Encik Ahmad Ibrahim and seconded by Ms. Foong Yee Foong.

**AGENDA 6 - RESOLUTION 5 (SPECIAL BUSINESS)**

**PROPOSED RETENTION OF YBHG DATUK SULAIMAN BIN DAUD AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY**

The resolution 5 was duly proposed by YBhg Tan Sri Chairman and seconded by Mr. Tan Swee Hock.

**AGENDA 7 - RESOLUTION 6 (SPECIAL BUSINESS)**

**PROPOSED RETENTION OF ENCIK MUHAMMAD ADIB BIN ARIFFIN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY**

The resolution 6 was duly proposed by YBhg Tan Sri Chairman and seconded by Mr. Tan Swee Hock.

**DECLARATION OF RESULTS OF THE POLL**

YBhg Tan Sri Chairman informed that the Independent Scrutineers have duly completed their report and the results of the poll on each resolution put to vote at the Thirteenth Annual General Meeting are as follows:-

Resolution	Voted in For / In Favour				Voted Against				Results
	No.of				No.of				
	Record(s)	%	Share(s)	%	Record(s)	%	Share(s)	%	
Resolution 1	26	100	177,210,871	100.0000	0	0.00	-	0.0000	Carried
Resolution 2	26	96.30	177,860,071	99.9996	1	3.70	800	0.0004	Carried
Resolution 3	27	100	177,860,871	100.0000	0	0.00	-	0.0000	Carried
Resolution 4	23	100	15,430	100.0000	0	0.00	-	0.0000	Carried
Resolution 5	27	100	177,860,871	100.0000	0	0.00	-	0.0000	Carried
Resolution 6	27	100	177,860,871	100.0000	0	0.00	-	0.0000	Carried

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Pursuant to the said results, YBhg Tan Sri Chairman further informed that all resolutions as stated in the Notice of the Thirteenth Annual General Meeting of the Company have been duly passed by the shareholders and/or proxy holders present at the said meeting.

**CONCLUSION**

There being no other business to be transacted, the Meeting concluded at 11.35 a.m. with a vote of thanks to the Chair.

Confirmed as a correct record,

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**CHAIRMAN**

Date: