

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

**MINUTES OF THE FIFTEENTH ANNUAL GENERAL MEETING OF  
KONSORTIUM TRANSNASIONAL BERHAD (“KTB” OR “THE COMPANY”)  
HELD AT THE FUNCTION ROOM 1, LEVEL 2, KUALA LUMPUR  
INTERNATIONAL HOTEL, JALAN RAJA MUDA ABD AZIZ, 50738 KUALA  
LUMPUR ON THURSDAY, 30 MAY 2019 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 Azahar Ghazali – 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 Fifteenth 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 Fifteenth Annual General Meeting shall be voted by poll.

YBhg Tan Sri Chairman further informed that the share registrar, Messrs. Boardroom Share Registrars Sdn Bhd has been appointed as the Polling Administrator and Messrs. Boardroom Corporatehouse 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 15 proxies forms had been duly received from the shareholders representing 274,256,289 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 Fifteenth Annual General Meeting dated 30 April 2019 was taken as read.

**MANAGEMENT'S PRESENTATION**

Tuan Syed Syamma Wafa Syed Jalaluddin presented and briefed the shareholders on the Group's results and financial highlights for the financial year ended 31 December 2018 as compared to the previous years performances.

**AGENDA 1**

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

The Financial Statements for the year ended 31 December 2018 and the Reports of the Directors and Auditors thereon were taken as read, received and adopted.

**AGENDA 2 - RESOLUTION 1**

**RE-ELECTION OF MR. WOO KOK BOON AS DIRECTOR WHO RETIRES IN ACCORDANCE WITH ARTICLE 128 OF THE COMPANY'S ARTICLE OF ASSOCIATION**

Upon the proposal from YBhg Datuk Sulaiman Daud and seconded by Ms. Foong Yee Foong, the Meeting unanimously agreed to move the motion of the re-election of the retiring Director, Mr. Woo Kok Boon.

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**AGENDA 3 - RESOLUTION 2**

**DIRECTORS' FEES AND BENEFITS OF RM215,750.00 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017**

Upon the proposal from Encik Ahmad Ibrahim and seconded by Encik Ahmad Izwan Ibrahim, the Meeting unanimously agreed to move the motion of the payment of Directors' fees and benefits amounting to RM215,750.00 only for the financial year ended 31 December 2018, payable to the non-executive directors.

**AGENDA 4 - RESOLUTION 3**

**RE-APPOINTMENT OF MESSRS. AL JAFREE SALIHIN KUZAIMI PLT AS AUDITORS OF THE COMPANY**

Upon the proposal from YBhg Tan Sri Chairman and seconded by YBhg Datuk Sulaiman Daud, the Meeting unanimously agreed to move the motion of the re-appointment of Messrs. Al Jafree Salihin Kuzaimi PLT as Auditors of the Company.

**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**

As this motion involve the interest of YBhg Tan Sri Chairman, YBhg Tan Sri Chairman passed the chair to YBhg Datuk Sulaiman Bin Daud to conduct the proceeding of the meeting.

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 Mohd Salleh and persons connected to him. The details of the said proposal were set out in the Circular to Shareholders dated 30 April 2019.

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.

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The Acting Chairman also informed the Meeting that the Director or the persons connected to the said Director who are interested in the above proposal shall abstain from voting on the motion.

Upon the proposal from Ms. Foong Yee Foong and seconded by Mr Tan Swee Hock, the Meeting unanimously agreed to move the motion on the proposed renewal of existing and additional shareholders' mandate.

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

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

Upon the proposal from YBhg Tan Sri Chairman and seconded by Ms. Foong Yee Foong, the Meeting unanimously agreed to move the motion on the appointment of YBhg Datuk Sulaiman Daud as an Independent Non-Executive Director and the mandate for him to continue to act as an Independent Non-Executive Director of the Company.

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

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

Upon the proposal from YBhg Tan Sri Chairman and seconded by Ms. Foong Yee Foong, the Meeting unanimously agreed to move the motion on the appointment of Encik Muhammad Adib Ariffin as an Independent Non-Executive Director and the mandate for him to continue to act as an Independent Non-Executive Director of the Company.

**POLL VOTING**

Since all the resolutions have been duly considered, YBhg Tan Sri Chairman announced the commencement of the poll voting and the representative from Messrs. Boardroom Share Registrars Sdn Bhd then briefed on the poll voting procedures and the polling process commenced after the said briefing.

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**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 Fifteenth Annual General Meeting are as follows:-

Resolution	Voted in For / In Favour				Voted Against				Results
	No.of				No.of				
	Record(s)	%	Share(s)	%	Record	%	Share(s)	%	
Resolution 1	27	100.0000	171,265,648	100.0000	-	0.0000	-	0.0000	Carried
Resolution 2	24	92.3077	171,261,534	99.9999	2	7.6923	114	0.0001	Carried
Resolution 3	27	100.0000	171,265,648	100.0000	-	0.0000	-	0.0000	Carried
Resolution 4	22	100.0000	108,748	100.0000	-	0.0000	-	0.0000	Carried
Resolution 5	27	100.0000	171,265,648	100.0000	-	0.0000	-	0.0000	Carried
Resolution 6	27	100.0000	171,265,648	100.0000	-	0.0000	-	0.0000	Carried

Pursuant to the said results, YBhg Tan Sri Chairman further informed that all resolutions as stated in the Notice of the Fifteenth 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: