



MATRIX CONCEPTS HOLDINGS BERHAD

[414615-U]

(Incorporated in Malaysia)

MINUTES OF THE TWENTIETH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, 16 AUGUST 2017 AT 10.30 AM AT HALIA ROOM, d'TEMPAT COUNTRY CLUB, PT 12653, JALAN PUSAT DAGANGAN SENDAYAN 1, 71950 BANDAR SRI SENDAYAN, NEGERI SEMBILAN DARUL KHUSUS

Present : As per Attendance List

In Attendance : Ms Carmen Loo Kah Boon (Group Company Secretary)

CHAIRMAN

Dato' Haji Mohamad Haslah Bin Mohamad Amin was the Chairman of the Meeting.

QUORUM

Having confirmed that a quorum was present, the Chairman called the meeting to order.

NOTICE

The notice of the meeting was taken as read.

TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY

The first Agenda of the Meeting was to receive the Audited Financial Statements of the Company for the financial year ended 31 March 2017 together with the reports of the Directors and Auditors thereon.

The Chairman opened the floor for questions from the shareholders. At the invitation of the Chairman, Mr Hon Kah Sin proposed to the Company to consider venturing into the business of retirement village since the Company has adequate land bank. In response to Mr Hon's questions, the Chairman informed that the Company is always on the look-out for potential business which

are synergistic to the Group. The Meeting further noted that the Company had signed a Memorandum of Understanding on 1 March 2017 with a Taiwanese partner for a proposed establishment of a medical and specialist healthcare service provider in Bandar Sri Sendayan (BSS). If the venture materializes and upon right timing and completion of the proposed medical centre, the Company may consider embarking into retirement village, if appropriate.

Mr Alex Hng Chuen Long enquired on the progress of the IBS fabrication systems undertaken by the Company. The meeting was informed that the construction of the factory is currently on-going and the completion is expected to complete around end of year 2018.

Several other questions from the floor were duly responded by the Chairman and several members of the Board accordingly.

After responding to all the questions from the floor and in accordance with Section 169(1) of the Companies Act, 1965, there was no requirement for a formal approval from the shareholders on the audited financial statements. In this respect, the said audited financial statements having being laid before the Company in this general meeting, was duly received by the members at the Meeting.

TO APPROVE THE PAYMENTS TO DIRECTORS

The Chairman informed the Meeting that as per the requirement of Bursa Malaysia's latest Main Market Listing Requirement, all resolutions as set out in the Notice of the meeting shall be put to vote by poll. The Meeting noted that Wensen Consulting Asia (M) Sdn Bhd was appointed as the Scrutineer to verify the votes cast at the meeting.

The Chairman further informed that all the resolutions shall be put through the process of electronic polling. A polling device was given to every member who was present at the meeting for the voting process. A test run was conducted to ensure that all the members understood and familiarized with the usage of the polling device prior to the commencement of the polling process. Upon confirmation from the members that they understood the procedure and usage of the said device, the Chairman then proceeded with the Meeting.

The Ordinary Resolution 1 relating to the approval of the payment of Directors' fees amounting to RM349,000 for the financial year ended 31 March 2016 was proposed by Mr Hon Kah Sin and seconded by Randy Lee as follows:-

Ordinary Resolution 1

To approve Directors' fees

"THAT the payment of Directors' Fees of RM349,000.00 for the financial year ended 31 March 2017 be and is hereby approved".

The above motion was put to vote at the meeting and was declared *Carried* with the results of 315,404,268 shares (99.9971%) voted in favour and 9,200 shares (0.0029%) voted against.

The next Agenda, was to approve the payment of Directors' Benefits of up to RM400,000.00 from 31 January 2017 until the next Annual General Meeting of the Company to be held in the year 2018. The Meeting noted that the Directors' benefits of RM400,000.00, if approved by the shareholders will be utilized to pay the meeting allowances, club memberships and leave passages.

The Ordinary Resolution 2 was proposed by Mr Hon Kah Sin and seconded by Chew Ya Wen as follows:-

Ordinary Resolution 2
To approve Directors' Benefits

"THAT the payment of Directors' Benefits of up to RM400,000.00 from 31 January 2017 until the next Annual General Meeting of the Company to be held in the year 2018 be and is hereby approved".

The above motion was put to vote at the meeting and was declared *Carried* with the results of 314,014,670 shares (99.42%) voted in favour and 1,839,673 shares (0.58%) voted against.

RE-ELECTION OF DIRECTORS

The members present noted that pursuant to Article 97 of the Articles of Association of the Company which denotes that, one-third of the Directors for the time being of the Company, or if their number is not three or multiple of three, then the number nearest to one-third shall retire from office and be eligible for re-election.

Dato' Lee Tian Hock, En Rezal Zain Bin Abdul Rashid and Dato' Firdaus Muhammad Rom Bin Harun are due for retirement in pursuance of Article 97 and being eligible, have offered themselves for re-election.

Pursuant to Article 103 of the Articles of Association of the Company which denotes that, any Director so appointed either to fill a casual vacancy or as an addition to the existing Directors, shall hold office only until the next following Annual General Meeting of the Company and shall then, be eligible for re-election. Dato' Logendran A/L K Narayanasamy was appointed during the financial year ended 31 March 2017 and in pursuance of the said Article 103, he is eligible for re-election and has indicated his willingness to be re-elected as a Director of the Company.

All the other Directors had also indicated their willingness to be re-elected as the Directors of the Company and the Ordinary Resolutions regarding the re-election of all the retiring directors, namely Dato' Lee Tian Hock, En. Rezal Zain Bin Abdul Rashid, Dato' Firdaus Muhammad Rom Bin Harun and Dato' Logendran A/L K Narayanasamy, was individually tabled to the Meeting for approval. It was noted that the aforesaid retiring directors had abstained from deliberation and voting with regard to the respective resolution relating to themselves at the Meeting.

The Ordinary Resolution 3 relating to the re-election of Dato' Lee Tian Hock was proposed by Encik Mohd Nazmir and seconded by Ms Kan Tung Lan as follows:-

Ordinary Resolution 3

Re-election of Dato' Lee Tian Hock as a Director of the Company

“THAT Dato' Lee Tian Hock be and is hereby re-elected as a Director of the Company”.

The above motion was put to vote by poll at the meeting and was declared *Carried* with the results of **69,479,065 shares (83.67%)** voted in favour and **13,558,316 shares (16.33%)** voted against.

Ms Alice Ng Siew Wen proposed the Ordinary Resolution 4 and seconded by Mr Hon Kah Sin as follows:-

Ordinary Resolution 4

Re-election of Encik Rezal Zain Bin Abdul Rashid as a Director of the Company

“THAT Encik Rezal Zain Bin Abdul Rashid be and is hereby re-elected as a Director of the Company”.

The above motion was put to vote by poll at the meeting and was declared *Carried* with the results of **308,766,123 shares (99.94%)** voted in favour and **174,893 shares (0.06%)** voted against.

Ms Chong Jia Wen proposed the Ordinary Resolution 5 and seconded by Ms Toh Siew Yin as follows:-

Ordinary Resolution 5

Re-election of Dato' Firdaus Muhammad Rom Bin Harun as a Director of the Company

“THAT Dato' Firdaus Muhammad Rom Bin Harun be and is hereby re-elected as a Director of the Company”.

The above motion was put to vote by poll at the meeting and was declared *Carried* with the results of **97,980,198 shares (99.34%)** voted in favour and **648,950 shares (0.66%)** voted against.

Dr. Thavanaisan A/L Arumugam proposed the Ordinary Resolution 6 and seconded by Mr Randy Lee as follows:-

Ordinary Resolution 6

Re-election of Dato' Logendran A/L K Narayanasamy as a Director of the Company

“THAT Dato' Logendran A/L K Narayanasamy be and is hereby re-elected as a Director of the Company”.

The motion was put to vote by poll at the meeting and was declared *Carried* by 97,651,253 shares (99.33%) voted in favour and 658,655 shares (0.67%) voted against.

TO RE-APPOINT AUDITORS

The Meeting proceeded to the next agenda on the re-appointment of the auditors, Messrs Crowe Horwath. The Chairman informed the Meeting that Messrs Crowe Horwath had indicated their willingness to be re-appointed as the auditors of the Company. The Board of Directors had also reviewed their suitability and independence and had recommended that they be retained as auditors for the ensuing year ending 31 March 2018.

At the invitation of the Chairman, Ms Kan Tung Lan proposed the Ordinary Resolution 7 and seconded by Ms Chong Jia Wen as follows:-

Ordinary Resolution 7

To re-appoint Messrs Crowe Horwath as auditors of the Company

“THAT Messrs Crowe Horwath be and are hereby re-appointed as Auditors of the Company for the ensuing year and shall hold office until the conclusion of the next Annual General Meeting and that the Directors of the Company be and hereby authorized to fix their remuneration”.

The above motion was put to vote by poll at the meeting and was declared *Carried* with the results of 284,762,703 shares (90.20%) voted in favour and 30,928,495 shares (9.8%) voted against.

SPECIAL BUSINESS – PROPOSED BONUS ISSUE

The Meeting proceeded to the Special Business under Agenda 5, which is to consider and if thought fit, to pass the Ordinary Resolution 8 relating to the Proposed Bonus Issue of up to 163,941,084 new bonus shares on the basis of one (1) bonus share for every four (4) existing shares held, the full details of which are more particularly described in Part A of the Circular dated 24 July 2017. The said Circular had been circulated to the shareholders on the 24 July 2017.

The members noted that, ever since the Company's listing in 2013 until to-date, the abovementioned Bonus Issue is the 3rd Bonus Issue undertaken by the Company. The Proposed Bonus Issue is undertaken mainly for the following purposes:

- (i) To reward the existing shareholders for their continued support and loyalty to the Company by enabling the shareholders to have greater participation in the equity of the Company in terms of number of shares held, whilst maintaining the percentage of equity interest; and

- (ii) To enhance the marketability and trading liquidity of the Company's Shares on Bursa Securities by way of a larger share base.

With the invitation of the Chairman, Mr Hon Kah Sin proposed the Ordinary Resolution 8 and seconded by Ms Ng Siew Wen as follows:

Ordinary Resolution 8

Proposed Bonus Issue of up to 163,941,084 new ordinary shares in the Company ("MCHB Shares") ("Bonus Shares") on the basis of one (1) Bonus Share for every four (4) existing MCHB shares held on an entitlement date to be determined later ("Proposed Bonus Issue")

" THAT subject to the approvals of all relevant authorities or parties for the listing and quotation of the Bonus Shares, authority be and is hereby given to the Board of Directors of the Company ("Board") to capitalise an amount of up to RM163,941,084 from the Company's share premium and retained profits accounts, and to apply the same for the purposes of issuing up to RM163,941,084 Bonus Shares to the shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced by the Board on the basis of one (1) Bonus Share for every four (4) existing MCHB Shares held by such shareholders on that date.

THAT fractional entitlements arising from the Proposed Bonus Issue, if any, shall be dealt with by the Board in such manner as it may in its absolute discretion deems fit and expedient, and in the best interest of the Company;

THAT the Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing MCHB Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid, the entitlement date of which precedes the date of allotment of the Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue."

The above motion was put to vote by poll at the meeting and was declared *Carried* with the results of 315,901,143 shares (99.96%) voted in favour and 124,601 shares (0.04%) voted against.

SPECIAL BUSINESS – TO GRANT AUTHORITY TO THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016

The Meeting proceeded to the Special Business under Agenda 6, which is to consider and if thought fit to pass the Ordinary Resolution 9 for the granting of authority to the Directors to allot and to issue shares in the Company not exceeding 10% of the issued shares capital of the Company pursuant to Section 75 and 76 of the Companies Act 2016.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued share capital of the Company.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares when such needs may arise during the financial year, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total, 10% of the issued share capital of the Company for the time being, for such purpose. This authority, unless revoked or varied by the shareholders of the Company in General Meeting will expire at the conclusion of the next Annual General Meeting.

With the invitation of the Chairman, Madam Chong Ah Yin proposed the Ordinary Resolution 9 and seconded by Ms Nurul Hijrah as follows:

Ordinary Resolution 9

To Grant Authority To Allot And Issue Shares Pursuant To Section 75 And 76 Of The Companies Act 2016

"THAT subject always to the Companies Act 2016 ("the Act"), the Articles of Association/Constitution of the Company and the approvals of the relevant authorities, the Directors be and hereby empowered, pursuant to Section 75 and 76 of the Act, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

The above motion was put to vote by poll at the meeting and was declared *Carried* with the results of 261,492,735 shares (82.73%) voted in favour and 54,589,695 shares (17.27%) voted against.

SPECIAL BUSINESS - PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The Chairman proceeded to the Ordinary Resolution 10 which is to consider the Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (the Proposed Mandate).

The Chairman informed the Meeting that the Proposed Mandate under Ordinary Resolution 10 is intended to renew the shareholders' mandate granted by the shareholders of the Company at the 19th Annual General Meeting held on 18 August 2016 as well as to seek the shareholders' approval for a new mandate for new Recurrent Related Party Transaction. The details of the recurrent related party transactions are as described in Part B of the same Circular dated 24 July 2017 which had been circulated to the shareholders earlier.

The Proposed Shareholders' Mandate is to facilitate transactions in the normal course of business of the Company and its subsidiaries (referred to as "the Group") which are transacted from time to time with the specified classes of related parties, provided that they are carried out on an arm's length basis and on the Group's normal commercial terms and are not prejudicial to the shareholders on terms not more favorable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

The Meeting noted that all the related parties as named in the Circular had confirmed that they had abstained and will continue to abstain from all deliberations and voting relating to the Ordinary Resolution no. 10 of this Meeting.

There being no questions from the floor, at the invitation of the Chairman, Ms Chew Ya Wen proposed the Ordinary Resolution 10 and seconded by Ms Toh Siew Yin as follows:-

Ordinary Resolution 10

Proposed Renewal Of Shareholders' Mandate And New Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature

"THAT approval be and is hereby given for the renewal of the mandate granted by the shareholders of the Company on 18 August 2016 and new shareholders' mandate pursuant to paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, authorising the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.1.4 and 2.1.5 in Part B of the Circular to Shareholders dated 24 July 2017, with the related parties mentioned therein which are necessary, for the Company and/or its subsidiaries' for day-to-day operations which are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of minority shareholders.

THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until :-

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the 20th AGM at which such mandate will lapse, unless by an ordinary resolution passed at an AGM whereby the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier;

THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorized by this resolution.”

The above motion was put to vote at the meeting and was declared *Carried* with the results of 73,025,529 shares (99.94%) voted in favour and 46,591 shares (0.06%) voted against

SPECIAL RESOLUTION - PROPOSED ALTERATION OF THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION IN ITS ENTIRETY AND SUBSTITUTING WITH A NEW CONSTITUTION OF THE COMPANY

The Meeting proceeded to the last Agenda of the Meeting which is Agenda 8. The said Agenda 8 is to consider the Proposed Alteration of the existing Memorandum and Articles of Association in its entirety and substituting with a New Constitution of the Company.

The proposed Special Resolution is intended to bring the Company’s new Constitution in line with the enforcement of the Companies Act 2016 and to enhance administrative efficiency. The details of the proposed new Constitution are as described in Part C of the same Circular dated 24 July 2017. In order to ensure that all the corporate proposals be fully undertaken and completed prior to the said enforcement date, the effective enforcement date of the Constitution has been set as 1 November 2017.

The Meeting noted that the above mentioned Special Resolution required at least 75% majority vote for it to be passed and the Board had requested the members present at the Meeting to participate fully for this resolution.

At the invitation of the Chairman, Mr Hon Kah Sin proposed and seconded by Madam Chong Ah Yin the Special Resolution:-

Special Resolution - Proposed Alteration Of The Existing Memorandum And Articles Of Association In Its Entirety And Substituting With A New Constitution Of The Company

“THAT pursuant to Section 36 of the Companies Act 2016, approval be and is hereby given for the Company to alter the existing Memorandum and Articles of Association in its entirety and simultaneously substituting with a new Constitution of the Company, details as set out in Part C of the Circular to Shareholders dated 24 July 2017 attached herewith AND THAT the alteration of the existing Memorandum and Articles of Association and replacement of the same with the new Constitution shall be effective from 1 November 2017 AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the foregoing with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the foregoing.”

The above motion was put to vote by poll at the meeting and was declared *Carried* with the results of 285,271,101 shares (90.21%) voted in favour and 30,970,377 shares (9.79%) voted against.

CONCLUSION OF MEETING

There being no other business, the Meeting ended at 11.35 am with a vote of thanks to the Chair.

CONFIRMED AS TRUE AND CORRECT



CHAIRMAN

Dated: 13 OCT 2017