

**PRIVATE & CONFIDENTIAL**

Minutes of the Fifty-Second Annual General Meeting of the Company held at Rembau Room, Corus Paradise resort Port Dickson, 3.5km, Jalan Pantai, 71000 Port Dickson, Negeri Sembilan Darul Khusus on Thursday, 13 December 2018 at 3.00 p.m.

**Present**

Directors	:	Mr Andrew Khoo Boo Yeow	- Chairman of the Meeting
		Datuk Christopher Martin Boyd	- Independent Non-Executive Director
		Encik Abdul Rashid bin Ismail	- Independent Non-Executive Director
		Tan Sri Dato' Dr Yeoh Oon Kheng	- Independent Non-Executive Director
		Datin Ngiam Pick Ngoh	- Independent Non-Executive Director
Absent with apologies	:	Tan Sri Dato' Khoo Kay Peng	- Executive Chairman
		Ms Kwa Kim Li	- Group Advisor
Members	:	As per Attendance List	
By Invitation	:	Mr George Tang Kim Siw	- Corporate Communication Director, The MUI Group
		Mr Andy Chan Chee Meng	- Executive Director of Property Division, The MUI Group
		Mr Jimmy Ung Voon Huay	} Representatives from Messrs Crowe Malaysia
		Ms Tan Ling Chen	
		Mr Liew Heng Ghiun	
		Mr Yap Mooi Ling	} Representatives from Messrs H. H. Fong & Co
		Puan Rubiah Bin Abu Hassan	
		Encik Mohd Rosdi Bin Aman	
		Encik Muhammad Hazzem Bin Mohd Isa	
In attendance	:	Mr Wong Nyen Faat	- Chief Operating Officer, The MUI Group
		Madam Wong Shuk Fuen	- Group Financial Controller, The MUI Group
		Mr Lee Chik Siong	- Joint Company Secretary

1/18

**Chairman of Meeting**

The Joint Company Secretary, Mr Lee Chik Siong conveyed the apologies of the Chairman, Tan Sri Dato' Khoo Kay Peng and the Group Adviser, Ms Kwa Kim Li who were unable to attend the Meeting.

The Joint Company Secretary then informed the floor that the Board had proposed that Mr Andrew Khoo Boo Yeow ("AK") be appointed as Chairman of the Meeting.

The appointment of AK as Chairman of the meeting was put to a vote. On a show of hands, with none voting against, the members at the Meeting resolved that AK be appointed as Chairman of the Meeting.

AK then presided over the Meeting.

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2/18

**Commencement of Meeting**

The Chairman called the Meeting to order at 3.00 p.m.

3/18

**Quorum**

The Joint Company Secretary confirmed that a quorum was present.

4/18

**Notice of Meeting**

The Joint Company Secretary also confirmed that Notice of the Meeting had been sent to all the members of the Company. A certificate from the Joint Company Secretary is attached to these minutes as "Appendix A".

The Notice of the Meeting was taken as read.

5/18

**Agenda of Meeting and Conducting of the Poll**

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In accordance with Article 71 of the Company's Articles of Association, the Chairman announced his wish to exercise his right as Chairman to demand for a poll vote on each of the resolutions set out in the Notice of the Meeting.

Before presenting the resolutions, the Chairman invited questions from the floor relating to the audited financial statements together with the reports of the Directors and Auditors thereon for the financial year ended 30 June 2018 ("AFS"). At this juncture, a Member raised the following queries regarding the AFS and was provided with the following response:-

Q1: *Based on the "Statement of Profit or Loss and Other Comprehensive Income" on Page 53 of the Annual Report, the Company made a revenue of RM37,695 million in 2017 and RM40,318 million in 2018. On the other hand, the "Profit Before Tax" was RM6,217 million for the previous year 2017 and RM10,065 million in the current year 2018. Besides the conventional methods of sales, has the company embarked on conducting sales online or utilising apps to promote our property?*

AK responded that conducting online sales and using apps to promote property is an area that the Company intends to focus on. Nevertheless, there is a need to first strengthen sales across the Group. The main direction for the Group is to enhance the use of social media and digital marketing. As such, the Group shall dedicate a headcount aimed at achieving the above objective.

Q2: *Would the Company consider entering into joint ventures with foreign partners to set up a "Retirement Village", equipped with medical facilities for purposes of generating additional revenue?*

AK responded that the Company intend to build townships with medical facilities and international schools. Regardless, we will consider this matter further during our meetings.

There being no further questions raised, the AFS was received by the Meeting.

The Chairman then presented to the Meeting all the resolutions as mentioned below for approval by the shareholders and invited questions from the floor relating to the resolutions. There being no question raised, the Chairman proceeded to conduct the poll.

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The Chairman informed the members present that Messrs H. H. Fong & Co. had been appointed to act as scrutineers for conduct of the poll.

Thereafter, the poll was conducted after the poll procedure was read out by the Joint Company Secretary.

At the conclusion of the poll vote, the Chairman announced to the members present that the poll results will be announced by the Company at Bursa Malaysia Securities Berhad's website in due course.

The voting results were thereafter announced by the Company at Bursa Malaysia Securities Berhad's website on 13 December 2018. A copy of the announcement attaching the confirmation by Messrs H. H. Fong & Co. of the poll results is attached to these minutes as "Appendix B".

6/18

**Resolution 1**

**Approval of Directors' fees of RM242,000**

On a poll, with 550,615,111 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved that the Directors' fees of RM242,000 be and was thereby approved.

7/18

**Resolution 2**

**Approval of the payment of Directors' Benefits (other than Directors' Fees) of up to RM78,000**

On a poll, with 550,615,111 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved that the Directors' Benefits (other than Directors' Fees) of up to RM78,000 for the period from 14 December 2018 until the next Annual General Meeting be and was thereby approved.

8/18

**Resolution 3**

**Re-election of Datuk Christopher Martin Boyd as Director of the Company**

Datuk Christopher Martin Boyd retired in accordance with Article 109 of the Company's Articles of Association, and being eligible, offered himself for re-election.

On a poll, with 550,615,011 ordinary shares voted in favour and 100 ordinary shares voted against on the said resolution, it was resolved by a majority that Datuk Christopher Martin Boyd be and was thereby re-elected as Director of the Company.

9/18

**Resolution 4**

**Re-election of Datin Ngiam Pick Ngoh as Director of the Company**

Datin Ngiam Pick Ngoh retired in accordance with Article 109 of the Company's Articles of Association, and being eligible, offered herself for re-election.

On a poll, with 550,615,111 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved that Datin Ngiam Pick Ngoh be and was thereby re-elected as Director of the Company.

10/18

**Resolution 5**

**Re-election of Mr Andrew Khoo Boo Yeow as Director of the Company**

Mr Andrew Khoo Boo Yeow retired in accordance with Article 90 of the Company's Articles of Association, and being eligible, offered himself for re-election

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On a poll, with 550,615,111 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved that Mr Andrew Khoo Boo Yeow be and was thereby re-elected as Director of the Company.

11/18

**Resolution 6**

**Re-appointment of Messrs Crowe Malaysia as auditors of the Company and to authorise the Directors to fix their remuneration**

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The auditors, Messrs Crowe Malaysia, have expressed their willingness to accept re-appointment as auditors of the Company.

On a poll, with 550,615,111 ordinary shares representing 100% voted in favour on the said resolution, it was unanimously resolved that Messrs Crowe Malaysia be and were thereby re-appointed as auditors of the Company for the financial year ending 30 June 2019 AND THAT the Directors be and were thereby authorised to fix their remuneration.

**Special Business**

12/18

**Resolution 7**

**Ordinary Resolution – Proposed authority for Datuk Christopher Martin Boyd to continue in office as Independent Non-Executive Director**

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On a poll, with 550,615,011 ordinary shares voted in favour and 100 ordinary shares voted against on the said resolution, it was resolved by a majority:-

THAT, subject to the passing of Ordinary Resolution 3, authority be and is hereby given to Datuk Christopher Martin Boyd who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.

13/18

**Resolution 8**

**Ordinary Resolution – Proposed authority for Encik Abdul Rashid bin Ismail to continue in office as Independent Non-Executive Director**

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On a poll, with 550,615,011 ordinary shares voted in favour and 100 ordinary shares voted against on the said resolution, it was resolved by a majority:-

THAT, authority be and is hereby given to Encik Abdul Rashid bin Ismail who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.

14/18

**Resolution 9**

**Ordinary Resolution – Proposed authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

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On a poll, with 550,615,061 ordinary shares voted in favour and 50 ordinary shares voted against on the said resolution, it was resolved by a majority:-

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THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approval of the relevant authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting or until the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided always that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being.

15/18

**Resolution 10**

**Ordinary Resolution – Proposed renewal of authority for the purchase of own shares by MUI Properties Berhad**

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On a poll, with 550,615,061 ordinary shares voted in favour and 50 ordinary shares voted against on the said resolution, it was resolved by a majority:-

THAT, subject to the Companies Act, 2016 and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given to the Company to purchase and/ or hold such amount of ordinary shares in the Company (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad (“Bursa Securities”) provided that:-

- (a) the aggregate number of ordinary shares which may be purchased and/ or held by the Company pursuant to this resolution shall not exceed ten per centum (10%) of the issued and paid-up share capital of the Company at the time of purchase;
- (b) the maximum funds to be allocated by the Company for the purpose of the Proposed Share Buy-Back shall not exceed the Company’s retained profits;

AND THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution, and will, subject to renewal thereat, expire at the conclusion of the next Annual General Meeting of the Company following the passing of this Ordinary Resolution or the expiry of the period within which the next Annual General Meeting is required by law to be held (unless earlier revoked or varied by ordinary resolution in a general meeting of shareholders of the Company), whichever occurs first and in any event, in accordance with the provisions of the Bursa Securities Main Market Listing Requirements and/ or any other relevant authorities;

AND THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to:-

- (i) cancel the shares so purchased; or
- (ii) retain the shares so purchased as treasury shares; or
- (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; or
- (iv) distribute the treasury shares as dividends to shareholders and/ or resell on Bursa Securities and/ or cancel all or part of them;

AND THAT the Directors be and are hereby authorised to do all such acts and things (including executing any relevant documents) as they may consider expedient or necessary to complete and give effect to the aforesaid authorisation with full powers to assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/ regulatory authorities from time to time.

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**Conclusion of Meeting**

There being no other business of which due notice had been received from members for discussion at the Meeting, the Fifty-Second Annual General Meeting of the Company was concluded at 3.30 p.m. with a vote of thanks to the Chair.

CHAIRMAN (of the Meeting)

Dated: 12 February 2019

(Minutes of the Fifty-Second Annual General Meeting of MUI Properties Berhad held on Thursday, 13 December 2018 at 3.00 p.m.)



# MUI Properties Berhad

Company No : 6113-W

13 December 2018

Appendix A to Minutes of the  
Fifty-Second Annual General Meeting  
held on 13 December 2018

To the Shareholders present  
at the Company's Fifty-Second  
Annual General Meeting  
held on 13 December 2018

This is to certify that 4,990 covers containing the notice of the Company's Fifty-Second Annual General Meeting were properly addressed and delivered to the General Post Office for posting. Acknowledgements of the posting to the respective shareholders by the Postmaster General of the General Post Office are attached herewith.

Yours faithfully  
for **MUI PROPERTIES BERHAD**

**LEE CHIK SIONG**  
Joint Company Secretary

Encls.

1190



POS MALAYSIA BERHAD (229990-M)

Docket Management

Docket Transaction No: AD00055712948316 SubDocket Transaction No: AD01055712992132



\*AD00055712948316\*

Company Name: PRIMA MAIL SERVICES

Imprest Account No: 05570011907 License No: SG1190

Ref. No.	Product	Mail Type	Vol	Zone	Weight / Piece (gm)	Surcharge (RM)	Unit Price (RM)	Amount (RM)	SST (RM)	Price(Include SST)(RM)	Mail Owner	Imprest Account	Permit No	Permit Type	Sorting	Remark
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ARRIVAL TIME: 9:50

FOR OFFICE USE

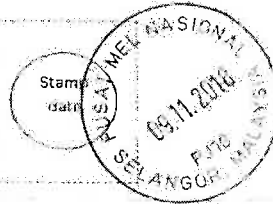
Please take note:

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Checked by

Verified by

Stamp (date)



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3 x 8 + 1 x 40 + 11 = 1011



B= RM09120.75



POS MALAYSIA BERHAD (229990-M)

Docket Management

Docket Transaction No: AD00055712941781 SubDocket Transaction No: AD01055712985595



\*AD00055712941781\*

Company Name: PRIMA MAIL SERVICES  
Imprest Account No: 05570011907 License No: SG1190

Ref. No	Product	Mail Type	Vol.	Zone	Weight / Piece (gm)	Surcharge (RM)	Unit Price (RM)	Amount (RM)	SST (RM)	Price(Include SST)(RM)	Mail Owner	Imprest Account	Permit No	Permit Type	Sorting	Remark
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Verified by:

*[Handwritten signatures and initials]*



*[Handwritten signature]*  
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B = RM 31850.79



POS MALAYSIA BERHAD (229990-M)

Docket Management

Docket Transaction No: AD00055712931664 SubDocket Transaction No: AD01055712975478



'AD00055712931664'

Company Name: PRIMA MAIL SERVICES

Imprest Account No: 05570011907 License No: SG1190

Ref. No.	Product	Mail Type	Vol	Zone	Weight / Piece (g/m)	Surcharge (RM)	Unit Price (RM)	Amount (RM)	SST (RM)	Price(Include SST)(RM)	Mail Owner	Imprest Account	Permit No	Permit Type	Sorting	Remark
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RM 1440.00 05570011907

ARRIVAL TIME

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RM 320410.75



POS MALAYSIA BERHAD (229990-M)

Docket Management

Docket Transaction No: AD00055712946589 SubDocket Transaction No: AD01055712990404

Docket Barcode:



\*AD00055712946589\*

Company Name: PRIMA MAIL SERVICES

Imprest Account No: 05570011907 License No: SG1190

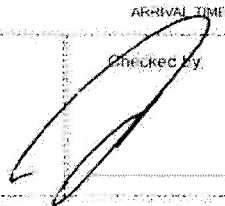
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RM 864.00 05570011907


ARRIVAL TIME

JOS

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Checked by: 

Verified by: 

Stamp date: 



  
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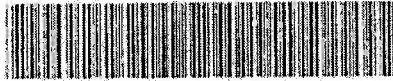
POS MALAYSIA BERHAD (229990-M)

Docket Management

Docket Transaction No: AD00055712948382

SubDocket Transaction No: AD01055712992206

Docket Barcode:



\*AD00055712948382\*

Company Name: PRIMA MAIL SERVICES

Imprest Account No: 05570011907

License No: SG1190

Ref No	Product	Mail Type	Vol	Zone	Weight / Piece (gm)	Surcharge (RM)	Unit Price (RM)	Amount (RM)	SST (RM)	Price(Include SST)(RM)	Mail Owner	Imprest Account	Permit No	Permit Type	Sorting	Remark
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AD02055728436703	International Mail (Airmail)	Annual Reports	2	ZON 3	87.00	0.00	7.60	15.20	0.00	15.20	PRIMA MAIL SERVICES	05570011907			No	MUIP - CDs/Statement
AD02055728436577	International Mail (Airmail)	Annual Reports	209	ZON 1	87.00	0.00	4.00	836.00	0.00	836.00	PRIMA MAIL SERVICES	05570011907			No	MUIP - CDs/Statement
AD02055728436692	International Mail (Airmail)	Annual Reports	6	ZON 2	87.00	0.00	5.60	33.60	0.00	33.60	PRIMA MAIL SERVICES	05570011907			No	MUIP - CDs/Statement

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ARRIVAL TIME: 9:50

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Please take note:

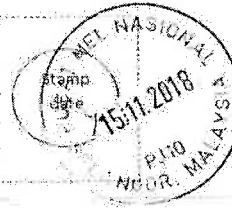
- Docket is invalid without the lodgement acceptance document from Pos Malaysia Bhd.
- Customers are encouraged to register as licensed customers and use their own imprest account to enable first hand information via online lodgement acceptance.
- Please inform phone number or email of person in charge for confirmation on the lodgement.
- Please check the transaction before leaving the counter.

Checked by,

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Verified by,

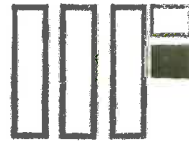
*[Signature]*



*[Signature]*  
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MEMBER FIRM OF  
MALAYSIAN INSTITUTE OF ACCOUNTANTS



**H. H. FONG  
& CO.**

Chartered Accountants (M)

610, Block A, Kelana Centre Point  
3, Jalan SS 7/19, Kelana Jaya  
47301 Petaling Jaya, Selangor  
Tel: 7805 3633 / 7805 2799 Fax: 7804 7191

The Board of Directors  
**MUI PROPERTIES BERHAD**  
Unit 3, 191, Jalan Ampang,  
50450 Kuala Lumpur.

Appendix B to Minutes of the  
Fifty-Second Annual General Meeting  
held on 13 December 2018

Date : 13 December 2018

Our Ref : HHF/MUIPB/2018

Dear Sir,

**MUI PROPERTIES BERHAD  
POLLING RESULTS FOR THE ANNUAL GENERAL MEETING (“AGM”) HELD ON  
13 DECEMBER 2018 @ 3.00PM AT REMBAU ROOM, CORUS PARADISE RESORT PORT  
DICKSON.**

In accordance with the Terms of Engagement dated 27 November 2018, we have attended the AGM of **MUI Properties Berhad** held on 13 December 2018 and are pleased to set out the polling results for the following resolutions:

**Resolution 1 :**

To approve Directors’ Fees of RM242,000.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	550,615,111	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	-	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>550,615,111</u>	



MEMBER FIRM OF  
MALAYSIAN INSTITUTE OF ACCOUNTANTS



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610, Block A, Kelana Centre Point  
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47301 Petaling Jaya, Selangor  
Tel: 7805 3633 / 7805 2799 Fax: 7804 7191

### Resolution 2 :

To approve Directors' Benefits (other than Directors' Fees) of up to RM78,000.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	550,615,111	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	-	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>550,615,111</u>	

### Resolution 3 :

To re-elect Datuk Christopher Martin Boyd as Director of the Company.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	550,615,011	100%
Shareholders and proxies who voted against the said Resolution	100	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	-	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>550,615,111</u>	



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## Resolution 4 :

To re-elect Datin Ngiam Pick Ngoh as Director of the Company.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	550,615,111	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	-	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>550,615,111</u>	

## Resolution 5 :

To re-elect Mr Andrew Khoo Boo Yeow as Director of the Company.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	550,615,111	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	-	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>550,615,111</u>	



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## Resolution 6 :

To re-appoint Messrs Crowe Malaysia as auditors of the Company and to authorise the Directors to fix their remuneration.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	550,615,111	100%
Shareholders and proxies who voted against the said Resolution	-	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	-	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>550,615,111</u>	

## Resolution 7 :

Proposed authority for Datuk Christopher Martin Boyd to continue in office as Independent Non-Executive Director.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	550,615,011	100%
Shareholders and proxies who voted against the said Resolution	100	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	-	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>550,615,111</u>	





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## Resolution 8 :

Proposed authority for Encik Abdul Rashid bin Ismail to continue in office as Independent Non-Executive Director.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	550,615,011	100%
Shareholders and proxies who voted against the said Resolution	100	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	-	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>550,615,111</u>	

## Resolution 9 :

Proposed authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approval of the relevant authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting or until the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided always that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being."

	Number of share	%
Shareholders and proxies who voted for the said Resolution	550,615,061	100%
Shareholders and proxies who voted against the said Resolution	50	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	-	
Abstain	-	
Spoiled	-	
Shareholders and proxies who are present and eligible for voting	<u>550,615,111</u>	



MEMBER FIRM OF  
MALAYSIAN INSTITUTE OF ACCOUNTANTS



**H. H. FONG  
& CO.**

Chartered Accountants (M)

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3, Jalan SS 7/19, Kelana Jaya  
47301 Petaling Jaya, Selangor  
Tel: 7805 3633 / 7805 2799 Fax: 7804 7191

**Resolution 10 :**

Proposed renewal of authority for the purchase of own shares by MUI Properties Berhad.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	550,615,061	100%
Shareholders and proxies who voted against the said Resolution	<u>50</u>	<u>-</u>
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	-	
Abstain	-	
Spoiled	<u>-</u>	
Shareholders and proxies who are present and eligible for voting	<u>550,615,111</u>	

This letter had been prepared solely for the purpose stated in our Terms of Engagement in connection with the AGM of MUI Properties Berhad held on 13 December 2018. This letter is not to be reproduced, referred to in any other document, or used for any other purposes without our prior written consent. Neither the firm nor any member or employee of the firm undertakes responsibility arising in any whatsoever to any party in respect of the letter contrary to the aforesaid purpose.

Your faithfully,

  
.....  
**H. H. FONG & CO. (AF 0724)**  
Chartered Accountants (M)