

**PELANGI PUBLISHING GROUP BHD. (593649-H)**  
(Incorporated in Malaysia)

**MINUTES OF SEVENTEENTH ANNUAL GENERAL MEETING OF THE COMPANY  
HELD AT PALM RESORT BERHAD, MELATI HALL, JALAN PERSIARAN GOLF,  
OFF JALAN JUMBO, 81250 SENAI, JOHOR ON FRIDAY, 15 MARCH 2019 AT 10.00  
A.M.**

**PRESENT** : Datuk Sum Kown Cheek - Chairman  
Mr Vincent Wong Soon Choy  
Ms Syahriza Binti Senan  
Mr Sum Lih Kang  
Mr Koh Siew Shern  
Datin Dr. Norrizan binti Razali (“Datin”)  
Mr Wong Tuck Cheong (“Roy”)

**IN ATTENDANCE** : Ms Leong Siew Foong - Company Secretary  
Ms Shahirah Sulaiman

**BY INVITATION** : As per attendance list

**AGM2019/1 CHAIRMAN**

The Chairman of the Company, Datuk Sum Kown Cheek welcomed all shareholders present at the Meeting.

**AGM2019/2 QUORUM**

With the requisite quorum being present in accordance with Article 74, the Chairman declared the Meeting duly convened.

**AGM2019/3 PROXY**

The Chairman requested the Secretary to read out the proxies received by the Company within the prescribed period. The Secretary informed that she had received a total of ten proxy forms and a copy of it is attached hereto.

**AGM2019/4 NOTICE OF MEETING**

The Chairman informed the members present that the Notice convening the Seventeenth Annual General Meeting (“AGM”) had been previously circulated to all Members within the prescribed period.

He sought the Members’ consent to take the Notice convening the Seventeenth AGM as read. There being no objection, the Chairman declared that the Notice convening the Seventeenth AGM dated 29 January 2019 be taken as read.

**AGM2019/5 AUDITED FINANCIAL STATEMENTS TOGETHER WITH REPORTS OF DIRECTORS AND AUDITORS**

The Chairman proceeded to the first item of the agenda, which was to receive the Audited Financial Statements for the financial year ended 30 September 2018 together with the Reports of the Directors and Auditors thereon.

He informed the members present that the Audited Financial Statements for the financial year ended 30 September 2018 together with the Reports of the Directors and Auditors thereon had been circulated to all Members within the prescribed period, a copy of which was tabled at the Meeting. He then invited questions from the floor.

As there were no question raised from the members, the Audited Financial Statements for the year ended 30 September 2018 was received by the shareholders. The Chairman proceeded to the second item of the agenda.

**AGM2019/6 PAYMENT OF FINAL SINGLE TIER DIVIDEND OF 0.50 SEN PER ORDINARY SHARE**

The Chairman proceeded to Ordinary Resolution 1, i.e. approving the payment of a final single tier dividend of 0.50 sen per ordinary share for the financial year ended 30 September 2018.

The Chairman invited members to raise any questions on the payment of a final dividend before putting the motion to the floor. As there was no question raised from the members, the Chairman put the motion to the floor.

With the proposal from Mr Chiam Min Kiew @ Chian Min Kiew duly seconded by Mr Sum Lih Jian, Ordinary Resolution 1 has to be voted by way of poll pursuant to Para 8.29A of the Main Market Listing Requirements which would be carried at the end of all the motion of today's meeting.

**AGM2019/7 DIRECTORS' FEES AND BENEFIT FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2018**

The Chairman proceeded to Ordinary Resolution 2, i.e. approving the payment of Directors' fees of RM80,500.00 and Benefits of RM10,000.00 for the financial year ended 30 September 2018.

As there was no question raised from the members, the Chairman put the motion to the floor. Ms Ng Lai Ping proposed and Mr Sum Lih Jian seconded the motion. Ordinary Resolution 2 has to be voted by way of poll pursuant to Para 8.29A of the Main Market Listing Requirements which would be carried at the end of all the motion of today's meeting.

**AGM2019/8 DIRECTORS' FEES AND BENEFIT FOR THE FINANCIAL YEAR ENDING 30 SEPTEMBER 2019**

The Chairman proceeded to the next item of the agenda, i.e. approving the payment of Directors' fees of RM101,916.67 and Benefits of RM12,400.00 for the year



ending 30 September 2019.

As there was no question raised from the members, the Chairman put the motion to the floor. Mr Chiam Min Kiew @ Chian Min Kiew proposed and Ms Ng Lai Ping seconded the motion. Ordinary Resolution 3 has to be voted by way of poll pursuant to Para 8.29A of the Main Market Listing Requirements which would be carried at the end of all the motion of today's meeting.

#### **AGM2019/9 RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH THE COMPANY'S ARTICLES OF ASSOCIATION**

The Chairman informed the members the next agenda item was re-election of Directors.

In accordance Article 123 of the Company's Articles of Association, Ms Syahriza Binti Senan and Mr Vincent Wong Soon Choy shall retire from the Board at the Meeting and being eligible, have offered themselves for re-election to the Board.

The Chairman put to the Meeting the motion to re-elect Ms Syahriza binti Senan to the Board. On the proposal of Ms Ng Lai Ping and seconded by Mr Sum Lih Jian, Ordinary Resolution 4 has to be voted by way of poll pursuant to Para 8.29A of the Main Market Listing Requirements which would be carried at the end of all the motion of today's meeting.

The Chairman also put to the Meeting the motion to re-elect Mr Vincent Wong Soon Choy to the Board. On the proposal of Ms Chan Thing Yee and seconded by Haji Senan bin Ibrahim, Ordinary Resolution 5 has to be voted by way of poll pursuant to Para 8.29A of the Main Market Listing Requirements which would be carried at the end of all the motion of today's meeting.

In accordance with Article 128 of the Company's Articles of Association, Datin Dr. Norrizan binti Razali and Mr Wong Tuck Cheong shall retire from the Board at the Meeting and being eligible, have offered themselves for re-election to the Board.

The Chairman put to the Meeting the motion to re-elect Datin Dr. Norrizan binti Razali to the Board. On the proposal of Ms Ng Lai Ping and seconded by Haji Senan bin Ibrahim, Ordinary Resolution 6 has to be voted by way of poll pursuant to Para 8.29A of the Main Market Listing Requirements which would be carried at the end of all the motion of today's meeting.

The Chairman also put to the Meeting the motion to re-elect Mr Wong Tuck Cheong to the Board. On the proposal of Ms Ng Lai Ping and seconded by Mr Sum Lih Jian, Ordinary Resolution 7 has to be voted by way of poll pursuant to Para 8.29A of the Main Market Listing Requirements which would be carried at the end of all the motion of today's meeting.

#### **AGM2019/10 APPOINTMENT OF AUDITORS**

The Chairman informed the members present that the retiring auditors, Messrs Grant Thornton Malaysia, have indicated their willingness to continue in office.

The Chairman invited question from the members on this motion. Since there was no question raised, with the proposal of Ms Ng Lai Ping and seconded by Mr Sum Lih Jian, Ordinary Resolution 8 has to be voted by way of poll pursuant to Para 8.29A of the Main Market Listing Requirements which would be carried at the end of all the motion of today's meeting.

#### **AGM2019/11 AUTHORITY TO ALLOT SHARES – SECTION 75 & 76**

The Chairman proceeded to the Ordinary Resolution 9 in relation to the authority to issue and allot shares pursuant to Section 75 & 76 of the Companies Act, 2016 for shareholders' approval.

Since there was no question raised, he invited a proposer and seconder for the above motion which was just read out by himself. Ms Ng Lai Ping proposed and seconded by Ms Chan Thing Yee, Ordinary Resolution 9 has to be voted by way of poll pursuant to Para 8.29A of the Main Market Listing Requirements which would be carried at the end of all the motion of today's meeting.

#### **AGM2019/12 PROPOSED RENEWAL OF AUTHORISATION FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY**

The Chairman proceeded to the Ordinary Resolution 10 in respect of proposed authority for the Company to purchase its own shares of up to ten percent (10%) of the issued and paid-up share capital of the Company ("Proposed Share Buy-Back Authority").

The Chairman invited questions on this motion from the members present. Since there was no other question raised, he invited a proposer and seconder for the above motion. Ms Ng Lai Ping proposed and seconded by Mr Sum Lih Jian, Ordinary Resolution 10 has to be voted by way of poll pursuant to Para 8.29A of the Main Market Listing Requirements which would be carried at the end of all the motion of today's meeting.

#### **AGM2019/13 CONTINUATION OF TERMS OF OFFICE AS INDEPENDENT DIRECTOR**

Ordinary Resolution 11 is pertaining to Ms Syahriza binti Senan's continuation of terms of office as Independent Director of the Company as she has served the Company for more than 12 years. According to Malaysian Code on Corporate Governance ("MCCG"), if the Board continues to retain the independent director after the twelfth year, the Board should seek annual shareholders' approval through a two-tier voting process. Hence, this resolution would be voted by way of poll through a two-tier voting.

With the proposal from Mr Soo Boon Kuang, which was seconded by Mr Sum Lih Jian, Ordinary Resolution 11 has to be voted by way of poll pursuant to Para 8.29A of the Main Market Listing Requirements which would be carried at the end of all the motion of today's meeting.



**AGM2019/14 PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RSM")**

The Chairman proceeded to Ordinary Resolution 12 in respect of the proposed renewal of shareholders' mandate for recurrent related party transactions of revenue or trading nature ("Proposed Renewal of Shareholders' Mandate").

Being the interested parties, he proposed to the members at the floor to pass the Chair to Mr Vincent Wong Soon Choy to proceed with the motion. With Ms Ng Lai Ping seconded his proposal, he handed the Chair to Mr Vincent Wong Soon Choy to proceed with the motion.

He reminded the Interested Parties, Datuk Sum Kown Cheek, Datin Lai Swee Chiung and persons connected to them that they have to abstain from deliberations on the Proposed Renewal Shareholders' Mandate and also abstain from voting in respect of their direct or indirect shareholdings in the Company.

He put the motion to the floor for discussion. As there is no question, he invited a proposer and seconder for the above motion. On the proposal of Mr Soo Boon Kuang and seconded by Haji Senan bin Ibrahim, Ordinary Resolution 12 has to be voted by way of poll pursuant to Para 8.29A of the Main Market Listing Requirements which would be carried at the end of all the motion of today's meeting.

Subsequently, Mr Vincent Wong Soon Choy passed the Chair back to Datuk Sum Kown Cheek to proceed with the Meeting.

**AGM2019/15 PROPOSED ALTERATION OR AMENDMENT OF CONSTITUTION OF THE COMPANY**

Lastly, the Chairman proceeded to Special Resolution 1 pertaining to the proposed alteration or amendment of Constitution of the Company which require approval of 75% of the total voting rights of the members who are entitled to vote and do vote in person or by proxy.

With a proposal from Ms Ng Lai Ping and duly seconded by Mr. Sum Lih Jian, the Chairman put Special Resolution 1 to be voted by way of poll after the discussions on all the agendas of this meeting.

The Chairman informed all members present that the polling would be conducted shortly simultaneously with all of the day's agendas. He also made known that the representative of Messrs Needsbridge has been appointed by the Company appointed as Scrutineer for today's meeting. Members were also informed of the relevant procedures to complete the polling papers prior to polling papers being distributed to the members present in the meeting.

Upon completing collection of all polling papers from members in the meeting, the Chairman informed all that there would be a short break of 20 minutes to conduct the poll count.

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17<sup>th</sup> Annual General Meeting held on 15<sup>th</sup> March 2019

After the short break, the meeting resumed where the results of polling was handed to the Chairman. The results of the polling were read as follows:-

No.	Resolution		FOR		AGAINST	
			No of Shares	%	No of Shares	%
<b>ORDINARY RESOLUTION</b>						
1	Approval of Final Dividend.		32,058,895	100.00	–	0.00
2	Approval of the payment of the Non-Executive Directors' Fees of RM80,500.00 and Benefits of RM10,000.00 for the financial year ended 30 September 2018.		32,058,895	100.00	–	0.00
3	Approval of the payment of the Non-Executive Directors' Fees of RM101,916.67 and Benefits of RM12,400.00 for the financial year ending 30 September 2019.		32,058,895	100.00	–	0.00
4	Re-election of Ms Syahriza binti Senan as Director.		32,058,895	100.00	–	0.00
5	Re-election of Mr Vincent Wong Soon Choy as Director.		32,058,895	100.00	–	0.00
6	Re-election of Datin Dr. Norrizan Binti Razali as Director.		32,058,895	100.00	–	0.00
7	Re-election of Mr Wong Tuck Cheong as Director.		32,058,895	100.00	–	0.00
8	Re-appointment of Messrs Grant Thornton Malaysia as Auditors of the Company.		32,058,895	100.00	–	0.00
9	Authority to Allot Shares - Section 76		30,827,895	100.00	–	0.00
10	Approval for the Proposed Renewal Shareholders' Mandate For Share Buy-Back Authority.		32,058,895	100.00	–	0.00
11	Approval of the continuation of terms of office of Syahriza Binti Senan as Independent Director.	Tier 1	31,352,220	100.00	–	0.00
11	Approval of the continuation of terms of office of Syahriza Binti Senan as Independent Director.	Tier 2	644,075	99.98	100	0.02
12	Approval for the Proposed Renewal Shareholders' Mandate For Recurrent Related Parties Transactions.		244,475	100.00	–	0.00
<b>SPECIAL RESOLUTION</b>						
1	Proposed Alteration of Amendment of Constitution of the Company.		32,056,395	100.00	–	0.00

The Chairman declared that all the resolutions as set out in the day's agendas were duly carried.

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17<sup>th</sup> Annual General Meeting held on 15<sup>th</sup> March 2019

**AGM2019/16 TERMINATION**

There being no other business, the Meeting terminated at 11.15 a.m. with a vote of thanks to the Chair and the shareholders for their support.

Confirmed



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Datuk Sum Kown Cheek  
Chairman