

**SINOTOP HOLDINGS BERHAD (114842-H)**  
(Incorporated in Malaysia)

Minutes of the Thirty-Second Annual General Meeting of the Company held at Tawau Room, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on Thursday, 26 May 2016 at 2.30 p.m.

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- Present : Datuk Ng Bee Ken (Independent Non-Executive Chairman)  
Mr. Pan Ding (Executive Director / Group Managing Director)  
Mr. Pan Dong (Executive Director)  
Mr. Low Yan Seong (Independent Non-Executive Director)  
Encik Wan Kamarul Zaman Bin Wan Yaacob (Independent Non-Executive Director)  
5 members, 2 proxies and 1 corporate representative as per attendance list
- By Invitation : Mr. Ooi Song Wan (Messrs Crowe Horwath)  
Ms Katherine Lee (Messrs Crowe Horwath)  
Mr. Royce Law (Messrs Crowe Horwath)
- In Attendance : Ms Seow Fei San (Company Secretary)

#### **NOTICE**

The Chairman welcomed the members and proxies to the Company's Thirty-Second Annual General Meeting and declared that the notice convening the meeting having been circulated earlier to all the members of the Company within the statutory period be taken as read.

#### **QUORUM**

The requisite quorum being present, the Chairman called the meeting to order at 2.30 p.m.

In compliance with the recommendation of the Malaysian Code on Corporate Governance 2012 on encouraging poll voting, the Chairman informed the members and proxies present of the requirement under Article 63 of the Company's Articles of Association for demand for poll.

The members and proxies present noted the right to demand for poll voting and as there was no poll vote demanded by them, the Chairman then proceeded with the business of the meeting.

1. **AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015**

The audited Financial Statements and Reports of the Directors and Auditors for the financial year ended 31 December 2015 ("FS 2015") having been circulated to all the members of the Company within the statutory period were laid before the meeting.

The Chairman then invited the members to put forth questions on the reports and accounts.

As there was no question from the floor and the FS 2015 having been duly laid before the meeting, the Chairman declared the completion of the business of this agenda.

2. **RE-ELECTION OF DIRECTORS**

It was informed that in accordance with Article 77 of the Company's Articles of Association, the following Directors shall retire and being eligible, had offered themselves for re-election:

- (i) Mr. Low Yan Seong; and
- (ii) Encik WanKamarul Zaman Bin Wan Yaacob

The following resolutions were put to vote and were duly carried:

(i) **Re-election of Mr. Low Yan Seong**

"THAT Low Yan Seong retiring pursuant to Article 77 of the Company's Articles of Association be and is hereby re-elected as the Director of the Company."

(ii) **Re-election of Encik WanKamarul Zaman Bin Wan Yaacob**

"THAT Encik WanKamarul Zaman Bin Wan Yaacob retiring pursuant to Article 77 of the Company's Articles of Association be and is hereby re-elected as the Director of the Company."

3. **APPOINTMENT OF AUDITORS**

The Chairman informed that the retiring auditors Messrs Crowe Horwath had expressed their willingness to continue office.

The following resolution was put to the meeting for a vote and was duly carried:

“THAT Messrs Crowe Horwath be and are hereby appointed Auditors of the Company to hold office until the conclusion of the next annual general meeting and that the Directors be and are hereby authorised to determine their remuneration.”

**4. AUTHORITY TO ISSUE SHARES**

The Meeting proceeded to consider the Ordinary Resolution on giving authority to the Directors to issue shares.

The Chairman briefed the members on the effect and purpose of the said proposed Ordinary Resolution.

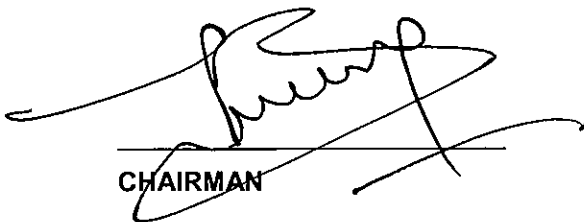
The following proposed Ordinary Resolution which was set out in the notice of meeting was put to a vote and the resolution was duly carried:

“THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965 to issue shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being.”

**CLOSURE**

There being no further business, the meeting closed at 2.40 p.m. with a vote of thanks to the Chairman.

**CONFIRMED AS CORRECT BY**



CHAIRMAN

Dated: - 8 JUN 2016