

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

Minutes of the Thirty-Fourth Annual General Meeting of the Company held at Tawau Room, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on Wednesday, 28 November 2018 at 2.30 p.m.

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Present : Datuk Ng Bee Ken (Chairman)  
(Independent Non-Executive Chairman)

Mr. Pan Ding  
(Executive Director / Group Managing Director)  
(Corporate Representative of Gifted Investments Limited)

Dato' Justin Soo Sze Ching  
(Executive Director)  
(Proxy of RHB Nominees (Tempatan) Sdn. Bhd. for Noble Pinnacle Sdn. Bhd.)

Mr. Low Yan Seong  
(Independent Non-Executive Director)

Encik Wan Kamarul Zaman Bin Wan Yaacob  
(Independent Non-Executive Director)

30 members / proxies as per attendance list

Absent with Apologies : Mr. Pan Dong  
(Executive Director)

In Attendance : Ms Seow Fei San  
(Company Secretary)

## NOTICE

The Chairman welcomed the members to the Company's Thirty-Fourth 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 meeting was called to order at 2.30 p.m.

The Meeting was informed that all proposed resolutions set out in the Notice of Meeting would be put into consideration through poll voting. The members present were informed that the voting process for all proposed resolutions would be carried out after the discussion of all agenda items of the meeting.

The Chairman proceeded to the first agenda item of the meeting.

1. **AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018**

The audited Financial Statements and Reports of the Directors and Auditors for the financial period ended 30 June 2018 ("Financial Statements") 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 Financial Statements. After all the questions raised had been answered, the Chairman declared the completion of the business of this agenda item.

The Meeting was informed that shareholder's approval on the Financial Statements was not required pursuant to the provision of Section 340(1) of the Companies Act 2016 and thus, the matter would not be put for voting.

2. **PAYMENT OF DIRECTORS' FEES**

The Meeting proceeded with the next agenda item on payment of Directors' fees amounting to RM198,000.00 for the financial period ended 30 June 2018.

The following proposed Ordinary Resolution was then put to the Meeting for consideration:

"THAT the payment of Directors' fees of RM198,000.00 to the non-executive directors for their services as directors of the Company for the financial period ended 30 June 2018 be and is hereby approved."

3. **RE-ELECTION OF DIRECTORS**

The Chairman informed the Meeting that in accordance with the Company's Constitution, the following Directors shall retire and being eligible, had offered themselves for re-election:

- Mr. Pan Dong, an Executive Director; and
- Mr. Low Yan Seong, an Independent Non-Executive Director.

Accordingly, the Meeting proceeded to consider the re-election of the aforesaid Directors and the following proposed Ordinary Resolutions which would be voted on after the Meeting had gone through the discussion on the rest of the resolutions of the meeting:

- **Re-election of Mr. Pan Dong**  
"THAT Mr. Pan Dong retiring pursuant to Article 77 of the Company's Constitution, be and is hereby re-elected as the Director of the Company."
- **Re-election of Mr. Low Yan Seong**  
"THAT Mr. Low Yan Seong retiring pursuant to Article 77 of the Company's Constitution, be and is hereby re-elected as the Director of the Company."

**4. APPOINTMENT OF AUDITORS**

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

The following proposed Ordinary Resolution on their re-appointment was put to the Meeting for consideration and would be put to poll voting:

"THAT Crowe Horwath be and are hereby appointed Auditors of the Company under the new practice name of Crowe Malaysia 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."

**5. RETENTION OF INDEPENDENT NON-EXECUTIVE CHAIRMAN**

The Chairman proceeded to the next agenda item which was the proposal by the Board of Directors to retain himself as Independent Non-Executive Chairman of the Company notwithstanding his tenure as independent director of the Company for a cumulative term of 12 years.

The proposed Ordinary Resolution as detailed hereunder was put to Meeting for consideration:

"THAT Datuk Ng Bee Ken who has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years be and is hereby retained as Independent Non-Executive Director of the Company."

**6. AUTHORITY TO ISSUE SHARES**

The Meeting proceeded to consider the proposed Ordinary Resolution 6 on giving authority to the Directors to allot shares up to 10% of the issued share capital as set out in the Notice of Meeting.

The proposed Ordinary Resolution as detailed hereunder was put to the Meeting for consideration and would be put to poll voting:

"THAT subject always to the Companies Act 2016 ("Act") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Act, to allot 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 total number of issued shares of the Company for the time being."

**7. ANY OTHER BUSINESS**

The last item on the agenda for the meeting was to transact any other business of which due notices shall have been received in accordance with the Act. The Meeting noted that no notice of any other business for transacting at the meeting was received.

As such, the Meeting proceeded to take a poll on all the resolutions tabled.

**8. TAKING OF POLL AND ANNOUNCEMENT OF RESULT**

The Meeting was informed that the Company had appointed Mr. Lee Chiew Ho as the Scrutineer for the vote counting process and members and proxies were requested to complete the poll forms which were given to them during registration.

The meeting was then adjourned at 2.55 p.m. to facilitate voting and counting of votes.

The meeting resumed at 3.25 p.m. and the Scrutineer proceeded to announce the poll result as follows:

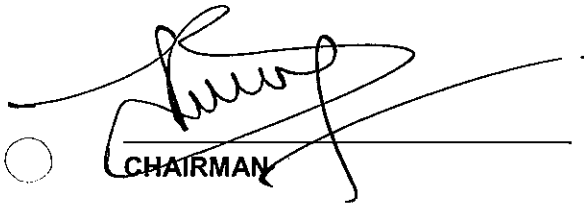
Ordinary Resolutions	Voted For		Voted Against	
	No. of Shares	%	No. of Shares	%
Resolution 1 - Payment of directors' fees	285,977,545	98.377	4,717,860	1.623
Resolution 2 - Re-election of Mr. Pan Dong as Director of the Company	290,695,405	100.000	0	0.000
Resolution 3 - Re-election of Mr. Low Yan Seong as Director of the Company	290,695,405	100.000	0	0.000
Resolution 4 - Appointment of Crowe Malaysia as auditors and authorise the Directors to fix their remuneration	290,695,405	100.000	0	0.000
Resolution 5 - Retention of Datuk Ng Bee Ken as Independent Non-Executive Director of the Company	290,695,405	100.000	0	0.000
Resolution 7 - Approval of the authority to issue shares pursuant to Section 75 of the Companies Act 2016	290,695,405	100.000	0	0.000

The Chairman then declared that all resolutions set out in the Notice of Meeting dated 31 October 2018 carried.

**CLOSURE**

There being no further business, the meeting closed at 3.30 p.m. with a vote of thanks to the Chairman.

**CONFIRMED AS CORRECT BY**

  
CHAIRMAN

Dated: 29 May 2019