

MAGNUM BERHAD
(197501002449)(24217-M)
(Incorporated in Malaysia)

Minutes of the Forty-Sixth Annual General Meeting ("**46th AGM**") of Magnum Berhad ("**Magnum**" or the "**Company**") held virtually from the Broadcast or Main Venue at Meeting room, 35th Floor, Menara Multi-Purpose, Capital Square, No. 8 Jalan Munshi Abdullah, 50100 Kuala Lumpur on Friday, 20 May 2022, at 9:30 a.m.

- PRESENT :
- (A) **Board of Directors**
- Tan Sri Dato' Surin Upatkoon, Chairman
 - Dato' Lawrence Lim Swee Lin, Executive Director
 - Mr Krian Upatkoon, Executive Director
 - Datuk Vijeyaratnam a/l V. Thamotharam Pillay
 - Dato' Lim Tiong Chin
 - Madam Jean Francine Goonting (*via video conferencing*)
- (B) **Members and Proxies**
As per attendance listings (*via Remote Participation and Voting ("RPV") platform*)

- ATTENDANCE BY INVITATION :
- Mr Lum Fook Seng, Chief Financial Officer
 - Madam Beh Swan Swan, Chief Information Officer, Magnum Group, Magnum Corporation Sdn. Bhd. ("**MCSB**") (*via video conferencing*)
 - Datuk Chan Chee Fai, Chief Commercial Officer, Magnum 4D Berhad ("**M4DB**") (*via video conferencing*)
 - Mr Chong Fhui, Chief Operating Officer, M4DB (*via video conferencing*)
 - Ms Teng Chai Yuen, AMLATFA Compliance Officer and Senior Manager-Finance & Administration, M4DB (*via video conferencing*)
 - Mr Raymond Pui Wee Kuan, ABAC Officer and Head of Engineering Services Department, M4DB (*via video conferencing*)
 - Ms Aamelia Termizi, Sustainability Officer and Manager, Magnum Group CSR, M4DB (*via video conferencing*)
 - Mr Ng Wai San, representing the Auditor, Ernst & Young PLT (*via video conferencing*)
 - Mr Leong Poh Peng, representing the Share Registrar and Poll Administrator, Metra Management Sdn. Bhd.
 - Mr Eric Tan, representing the Scrutineer, Symphony Corporate Services Sdn. Bhd.

IN ATTENDANCE : Madam Daphne Leong Kuan Ying, Secretary

1/2022 CHAIRMAN OF THE MEETING

The Chairman of the Board of Directors, Tan Sri Dato' Surin Upatkoon, presided as Chairman of the Meeting pursuant to Clause 67 of the Company's Constitution.

2/2022 PRELIMINARY

The Chairman welcomed all present to the Company's 46th AGM. He informed the Meeting that the 46th AGM was conducted virtually in compliance with the Securities Commission Malaysia's *Guidance Note on the Conduct of General Meetings for Listed Issuers*.

The Chairman then introduced himself before introducing the Directors and Officers as well as the External Auditor who were either physically present at the Broadcast Venue or participated in the meeting remotely.

3/2022 QUORUM

It was established that a quorum was present. The Secretary reported that at the commencement of the Meeting, a total of 65 members and proxy holders had logged into the live meeting platform.

For the record, the total registered attendance of the Meeting via the Remote Participation and Voting ("**RPV**") platform consisted of the following: -

- 162 members representing 171 depositors' accounts with a total of 17,755,368 shares;
- 6 proxy holders (including the Chairman of the Meeting) representing 105 depositors' accounts with a total of 613,390,175 shares; and
- 1 corporate representative representing 1 depositor's account with a total of 101 shares.

The Chairman then declared that the meeting was duly convened and constituted.

4/2022 NOTICE OF MEETING

The Notice of the 46th AGM dated 21 April 2022 ("**46th AGM Notice**"), having been circulated to all members in accordance with the Company's Constitution, was taken as read.

5/2022 DEMAND OF A POLL BY THE CHAIRMAN OF THE MEETING

The Chairman informed the Meeting that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the 46th AGM Notice would be voted by poll.

At 9:34 a.m., the Chairman of the Meeting exercised his rights and directed the votes on all resolutions set out in the 46th AGM Notice be conducted by way of a poll at this 46th AGM.

A copy of the Chairman's written demand for a poll pursuant to Clause 69(a) of the Company's Constitution is attached as **Appendix 1**.

6/2022 APPOINTMENT OF POLL ADMINISTRATOR AND INDEPENDENT SCRUTINEER

The Chairman informed the Meeting that the Company had appointed its Share Registrar, Metra Management Sdn. Bhd. ("**Metra**"), to act as Poll Administrator to conduct the electronic poll voting process for the Company's 46th AGM, and Symphony Corporate Services Sdn. Bhd. as the Scrutineer to verify the poll results.

7/2022 OPENING OF POLL VOTING PLATFORM

The Chairman informed the Meeting that the poll voting on all the resolutions by members, the duly appointed proxies and corporate representatives, who had registered via the RPV facility, can be done at any time during the Meeting or at the end of the Meeting after the opening of the voting session. The voting session would close upon declaration by the Chairman.

At 9:36 a.m., the Chairman declared the opening of the online poll voting platform to all members, proxies and corporate representatives present virtually at the Meeting.

The Chairman encouraged all shareholders and proxies to pose questions or seek clarifications relevant to the Company's performance, the resolutions or issues to be discussed at the Meeting. All questions shall be dealt during the Question & Answer session ("**Q&A Session**") upon completion of the remaining business of the 46th AGM.

8/2022 MANAGEMENT'S PRESENTATION

The Chairman then called upon the Management to present to the Meeting the Group's operational review and business strategies.

On behalf of the Management, Mr Lum Fook Seng, the Company's Chief Financial Officer ("**CFO**"), made a brief presentation to the Meeting. His presentation covered the following areas: -

- Review Of Operations;
- Quarterly Dividend Payout;
- Transformation Programme Achievements;
- Updates on the Rebranding and Reimaging project; and
- Strategies Going Forward.

The Management's presentation deck is attached as **Appendix 2**.

9/2022 PROPOSER AND SECONDER FOR ALL MOTIONS TO BE TABLED AT THE 46th AGM

In response to the Chairman's request for a proposer and a seconder for all the motions to be tabled at the 46th AGM, Madam Beh Swan Swan and Madam Ang Phaik Luang had offered themselves as the proposer and seconder respectively for the proposed Resolutions 1 to 8 of the 46th AGM Notice.

10/2022 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH REPORTS OF DIRECTORS AND AUDITOR THEREON

The Audited Financial Statements of the Group and the Company for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon was tabled at the Meeting.

The Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors did not require the shareholders' approval in accordance with Section 340(1)(a) of the Companies Act 2016. Hence, it would not be put to vote.

11/2022 RESOLUTION 1 – PAYMENT OF DIRECTORS' FEES

The Meeting was informed that in line with the Malaysian Code on Corporate Governance, the Directors who are shareholders would abstain from voting to approve their own remuneration at the Meeting.

The Chairman further informed the Meeting that under Ordinary Resolution 1, the Board of Directors had recommended the payment of Directors' Fees totalling RM285,000 to the Non-Executive Directors in respect of the year ended 31 December 2021.

12/2022 RESOLUTION 2 – PAYMENT OF DIRECTORS' REMUNERATION (EXCLUDING DIRECTORS' FEES)

The Chairman informed the Meeting that under Ordinary Resolution 2, the Board of Directors had recommended the payment of up to RM100,000 as Directors' Remuneration (excluding Directors' Fees) to the Non-Executive Directors for the period from 20 May 2022 until the next Annual General Meeting of the Company.

13/2022 DIRECTORS' RETIREMENT BY ROTATION PURSUANT TO CLAUSE 90 OF THE COMPANY'S CONSTITUTION

The Chairman informed the Meeting that Dato' Lawrence Lim Swee Lin and Mr Krian Upatkoon would retire by rotation pursuant to Clause 90 of the Company's Constitution at the 46th AGM and being eligible, they had offered themselves for re-election as Directors of the Company.

The Chairman had then highlighted to the Meeting that the profiles of the Directors who were standing for re-elections were set out on pages 51 and 52 of the Integrated Annual Report 2021.

13/2022(A) RESOLUTION 3 – RE-ELECTION OF DATO' LAWRENCE LIM SWEE LIN AS A DIRECTOR

The Chairman informed the Meeting that Ordinary Resolution 3 referred to the re-election of Dato' Lawrence Lim Swee Lin as a Director of the Company.

13/2022(B) **RESOLUTION 4 – RE-ELECTION OF MR KRIAN UPATKOON AS A DIRECTOR**

The Chairman then informed the Meeting that Ordinary Resolution 4 referred to the re-election of Mr Krian Upatkoon as a Director of the Company.

14/2022 **RESOLUTION 5 – RE-APPOINTMENT OF RETIRING AUDITORS**

The Chairman referred to Ordinary Resolution 5 which was related to the re-appointment of Ernst & Young PLT as Auditors of the Company to continue to hold office until the conclusion of the next Annual General Meeting.

He informed the Meeting that the Board of Directors through the Group Audit Committee had carried out an annual assessment of the external auditors to evaluate their suitability, effectiveness and independence.

Based on the evaluation conducted by the Group Audit Committee, the Board was satisfied with the performance, technical competency and audit independence of Ernst & Young PLT and accordingly, had recommended the re-appointment of Ernst & Young PLT as the Company's Auditors for the ensuing financial year. Ernst & Young PLT had also expressed their willingness to continue in office.

15/2022 **RESOLUTION 6 – RENEWAL OF THE AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

The Chairman referred to the special business on the agenda and informed the Meeting that Ordinary Resolution 6 was to renew the general mandate for the Board to be empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue new shares in the Company not exceeding 10% of the Company's total issued share capital for such purposes as the Directors would deem fit, subject always to the Companies Act 2016 and the Company's Constitution.

The Chairman highlighted that this authority, unless revoked and varied by the Company at a general meeting, would expire at the next Annual General Meeting.

16/2022 **RESOLUTION 7 – RENEWAL OF THE AUTHORITY FOR MAGNUM TO PURCHASE ITS OWN SHARES**

The Chairman informed the Meeting that Ordinary Resolution 7 was to renew the mandate to empower the Company to purchase its own share of up to 10% of the Company's total issued share capital. This authority, unless revoked or varied by the Company at a general meeting, would expire at the next annual general meeting.

The Chairman also informed the Meeting that the details of this proposal together with the rationale and the recommendation of the Directors are set out in the Share Buy-Back Statement dated 21 April 2022.

17/2022 RESOLUTION 8 – AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

The Chairman informed the Meeting that resolution 8 is a Special Resolution to amend four(4) Clauses namely, Clauses 58, 69, 83 and 84 in the Constitution of the Company.

The Chairman highlighted to the Meeting that the proposed amendments, as set out as Appendix A in the Integrated Annual Report 2021, were made mainly to have expressed constitutional provisions to allow remote participation at general meetings and the appointment of proxy(ies) and/or representative(s) to attend, speak and vote at any general meeting and/or any adjournment thereof to be lodged by electronic means to enhance administrative efficiency.

18/2022 Q&A SESSION

The Chairman informed the Meeting that the Company did not receive any notice for any other business to be transacted at the 46th AGM.

He then invited Management to address the questions raised by the Minority Shareholders Watch Group ("**MSWG**"), other shareholders and proxies, which were submitted using Metra's online platform prior to this Meeting, and those questions received via the online query box during the meeting. However, multiple repetitive questions posted in the online platform would be collectively dealt with as one.

The CFO informed the Meeting that the Company had received a letter dated 5 May 2022 from the MSWG enquiring on the Group's operational and financial matters. He then read out the MSWG's questions and the Company's answers to the Meeting.

The MSWG's questions together with the Company's corresponding responses are attached as **Appendix 3**.

The CFO had then read out some questions received from the members and/or proxies. He and the Executive Directors had provided the responses to these questions for and on behalf of the Company.

The said questions and the answers are attached as **Appendix 4**.

19/2022 CLOSING OF POLL VOTING PLATFORM AND COMPUTATION OF POLL RESULTS

In order to facilitate the voting by the members, proxies and the corporate representative, 5 minutes were allocated for the conduct of the online remote voting. A short video on the polling procedure was played at the Meeting by Metra.

After 5 minutes, at 10:18 a.m., the Chairman declared that the online poll voting platform was closed. The Poll Administrator then proceeded with the computation of the polling results.

20/2022 DECLARATION OF POLL RESULTS

At 10:30 a.m., the Chairman announced the poll results in the respect of Resolutions 1 to 8, which had been verified by the Scrutineer, as follows: -

Poll Result – Ordinary Resolution 1 on Payment of Directors’ Fees			
Votes	No. of shareholders	No. of Shares	%
FOR	118	620,672,959	99.9600
AGAINST	45	248,349	0.0400
Total	163	620,921,308	100
ABSTAINED	6	10,224,336	

Based on the above poll result, the Chairman declared that the following Ordinary Resolution 1 duly carried: -

“THAT approval be given for the payment of Directors’ fees totalling RM285,000 to the Non-Executive Directors in respect of the year ended 31 December 2021”.

Poll Result – Ordinary Resolution 2 on Payment of Directors’ Remuneration (Excluding Directors’ Fees)			
Votes	No. of shareholders	No. of Shares	%
FOR	117	620,675,847	99.9603
AGAINST	47	246,583	0.0397
Total	164	620,922,430	100
ABSTAINED	5	10,223,214	

Based on the above poll result, the Chairman declared that the following Ordinary Resolution 2 duly carried: -

“THAT approval be given for the payment of the Directors’ remuneration (excluding Directors’ fees) to the Non-Executive Directors of up to an amount of RM100,000 for the period from 20 May 2022 until the next Annual General Meeting of the Company”.

Poll Result – Ordinary Resolution 3 on Re-election of Dato’ Lawrence Lim Swee Lin as a Director			
Votes	No. of shareholders	No. of Shares	%
FOR	139	599,986,453	95.0634

AGAINST	29	31,157,091	4.9366
Total	168	631,143,544	100
ABSTAINED	2	2,100	

Based on the above poll result, the Chairman declared that the following Ordinary Resolution 3 duly carried: -

"THAT Dato' Lawrence Lim Swee Lin be re-elected as a Director of the Company."

Poll Result – Ordinary Resolution 4 on Re-election of Mr Krian Upatkoon as a Director			
Votes	No. of shareholders	No. of Shares	%
FOR	137	618,073,989	97.9292
AGAINST	31	13,069,555	2.0708
Total	168	631,143,544	100
ABSTAINED	2	2,100	

Based on the above poll result, the Chairman of the Meeting declared that the following Ordinary Resolution 4 duly carried: -

"THAT Mr Krian Upatkoon be re-elected as a Director of the Company."

Poll Result – Ordinary Resolution 5 on Re-appointment of Retiring Auditor			
Votes	No. of shareholders	No. of Shares	%
FOR	148	631,042,499	99.9840
AGAINST	19	101,045	0.0160
Total	167	631,143,544	100
ABSTAINED	2	2,100	

Based on the above poll result, the Chairman declared that the following Ordinary Resolution 5 duly carried: -

"THAT Ernst & Young PLT be re-appointed as the Company's Auditors for the financial year ending 31 December 2022, to hold office until the conclusion of the next Annual General Meeting, and that the Board of Directors be authorised to fix the Auditors' remuneration."

Poll Result – Ordinary Resolution 6 on Renewal of the Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016			
Votes	No. of shareholders	No. of Shares	%
FOR	134	630,878,239	99.9581
AGAINST	32	264,194	0.0419
Total	166	631,142,433	100
ABSTAINED	3	3,211	

Based on the above poll result, the Chairman declared that the following Ordinary Resolution 6 duly carried: -

"THAT, subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and approvals of any other relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to allot shares in the Company at any time and 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 allotted pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of 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 after the approval was given or at the expiry of the period within which the next Annual General Meeting is required by law to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting."

Poll Result – Ordinary Resolution 7 on Share Buy-Back Renewal			
Votes	No. of shareholders	No. of Shares	%
FOR	141	630,987,187	99.9786
AGAINST	25	135,335	0.0214
Total	166	631,122,522	100
ABSTAINED	4	23,122	

Based on the above poll result, the Chairman declared that the following Ordinary Resolution 7 duly carried: -

*“THAT, subject always to the Companies Act 2016, the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and any other relevant governmental and/or regulatory authorities, approval be and is hereby given for the renewal of the authority granted by the shareholders of the Company at the Forty-Fifth Annual General Meeting of the Company held on 19 May 2021, authorising the Company to purchase and/or hold as treasury shares from time to time and at any time such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company (“**Proposed Share Buy-Back Renewal**”) provided that: -*

- (1) The maximum number of shares which may be purchased and/or held as treasury shares by the Company at any point of time pursuant to the Proposed Share Buy-Back Renewal shall not exceed ten per centum (10%) of the total issued shares of the Company (including the shares previously purchased and held as treasury shares) provided always that in the event that the Company ceases to hold all or any part of such shares as a result of, amongst others, cancellation of shares, sale of shares on the open market of the Bursa Securities or distribution of treasury shares to shareholders as dividend, the Company shall be entitled to further purchase and/or hold such additional number of shares as shall, in aggregate with the shares then still held by the Company, not exceed ten per centum (10%) of the total issued shares of the Company for the time being quoted on the Bursa Securities;*
- (2) The maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy-Back Renewal shall not exceed the sum of retained profits of the Company. As at 31 December 2021, the audited retained profits of the Company amounted to approximately RM691.34 million;*

AND THAT authority is hereby given to the Directors to decide in their absolute discretion to deal in any of the following manners the shares in the Company purchased by the Company pursuant to the Proposed Share Buy-Back Renewal: -

- (i) to cancel the shares purchased; or*
- (ii) to retain the shares purchased as treasury shares, to be either distributed as share dividends to the shareholders and/or re-sold on the open market of the Bursa Securities and/or subsequently cancelled; or*
- (iii) a combination of (i) and (ii) above; or in any other manners as allowed by the Companies Act 2016;*

AND THAT such authority shall commence immediately upon the passing of this resolution, until the conclusion of the next Annual

General Meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or

at 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 of the shareholders of the Company in a general meeting, whichever is earlier but shall not prejudice the completion of purchase(s) by the Company before the aforesaid expiry date, and in any event, in accordance with the provisions of the Listing Requirements and any other relevant authorities;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise and give full effect to the Proposed Share Buy-Back Renewal with full powers to assents to any conditions, modifications, variations and/or amendments (if any) as may be required or imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter in accordance with the Companies Act 2016, the provisions of the Company's Constitution and the requirements and/or guidelines of Bursa Securities for the Main Market and all other relevant governmental and/or regulatory authorities."

Poll Result – Special Resolution 8 on Amendments to the Company's Constitution			
Votes	No. of shareholders	No. of Shares	%
FOR	136	630,969,310	99.9784
AGAINST	27	136,167	0.0216
Total	163	631,105,477	100
ABSTAINED	6	40,167	

Based on the above poll result, the Chairman declared that the following Special Resolution 8 duly carried: -

*"THAT the proposed amendments to the existing Clauses 58, 69, 83 and 84 of the Constitution of the Company (collectively, "**Proposed Amendments**"), as annexed to the Company's Integrated Annual Report 2021 as Appendix A, be and are hereby approved and adopted with immediate effect; AND THAT the Directors of the Company be and are hereby authorised to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Amendments."*

The **Appendix A**, as annexed to the Company's Integrated Annual Report 2021, is set out on pages 13 to 16 in the Minutes of the 46th AGM.

A summary of the verified Poll Results is attached as **Appendix 5**.

CLOSURE

There being no other business, the Chairman declared the meeting closed at 10:33 a.m.

The Chairman informed the Meeting that the minutes of the 46th AGM will be uploaded onto the Company's website at www.magnum.my no later than 30 business days after the conclusion of the Meeting. He then thanked all present for their attendance and participation.

At this juncture, the Executive Director, Dato' Lawrence Lim Swee Lin proposed a note of thanks to the Chairman. This was supported by another Director, Datuk Vijeyaratnam a/I V.Thamotharam Pillay.

[signed]

TAN SRI DATO' SURIN UPATKOON
CHAIRMAN OF THE MEETING

Appendix A
(as annexed to the Company's Integrated Annual Report 2021)

The existing Constitution of the Company is amended in the following manner (for which differences are strikethrough and highlighted in bold below under the columns "Existing Clause" and "New Clause" respectively): -

Clause **Existing Clause**

58

General Meeting

An annual general meeting of the Company shall be held in accordance with the provisions of the Act within six (6) months of the Company's financial year end and not more than fifteen (15) months after the holding of the last preceding annual general meeting, but so long as the Company holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year. All general meetings other than the annual general meeting shall be called extraordinary general meetings. All general meetings shall be held at such time and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution.

New Clause

General Meeting

- (a) An annual general meeting of the Company shall be held in accordance with the provisions of the Act within six (6) months of the Company's financial year end and not more than fifteen (15) months after the holding of the last preceding annual general meeting, but so long as the Company holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year. All general meetings other than the annual general meeting shall be called extraordinary general meetings. All general meetings shall be held at such time and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution;
- (b) The main venue of all general meetings shall be in Malaysia at such time and place as the Board of Directors shall determine. The Chairman of the meeting shall be present at that main venue of the meeting; and**
- (c) The Company may convene a general meeting at more than one (1) venue using any electronic means that enables the Members of the Company to participate and to exercise the Members' right to speak and vote at the meeting. If the general meeting is to be held in two (2) or more places, the notice of the general meeting shall specify the electronic means or method that will be used to facilitate the general meeting.**

Clause Existing Clause

69

Evidence of Passing of Resolutions

Subject to the Listing Requirements, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted by poll. Notwithstanding the above, a poll may be demanded ~~in writing:~~

- (a) by the chairman;
- (b) by at least three (3) Members present in person or by proxy;
- (c) by any Member or Members present in person or by proxy and representing not less than ten per centum (10%) of the total voting rights of all Members having the right to vote at the meeting excluding any voting rights attached to shares in the Company held as treasury shares; or
- (d) by a Member or Members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than ten per centum (10%) of the total sum paid up on all the shares conferring that right excluding any voting rights attached to shares in the Company held as treasury shares.

Unless a poll is so demanded or as may be required by the Listing Requirements, a declaration by the Chairman of the Meeting that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn, except for those required to be voted by poll under Listing Requirements.

New Clause

Evidence of Passing of Resolutions

Subject to the Listing Requirements, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted by poll. Notwithstanding the above, a poll may be demanded:

- (a) by the **Chairman of the meeting;**
- (b) by at least three (3) Members present in person or by proxy;
- (c) by any Member or Members present in person or by proxy and representing not less than ten per centum (10%) of the total voting rights of all Members having the right to vote at the meeting excluding any voting rights attached to shares in the Company held as treasury shares; or
- (d) by a Member or Members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than ten per centum (10%) of the total sum paid up on all the shares conferring that right excluding any voting rights attached to shares in the Company held as treasury shares.

Unless a poll is so demanded or as may be required by the Listing Requirements, a declaration by the Chairman of the Meeting that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn, except for those required to be voted by poll under Listing Requirements.

Clause Existing Clause

83

Form of Proxy

The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the ~~Exchange may approve~~:

Shareholding
 Represented by Proxy

I/We,
of
being a
 Member/Members of the abovenamed
 Company hereby appoint
of

 or failing
 whom,
of.....
as my/our proxy to vote for
 me/us on my/our behalf at the
 Annual/Extraordinary* General Meeting
 of the Company, to be held on the
 day of 20 and, at
 any adjournment thereof for/against*
 the resolution(s) to be proposed
 thereat.

~~As Witness my/our hand/s~~
 this day of
 20

New Clause

Form of Proxy

The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form **(including the electronic proxy appointment and voting manner)** as the **Board of Directors** may **determine from time to time**:

Shareholding
 Represented by Proxy

I/We,
of
 being a
 Member/Members of the abovenamed
 Company hereby appoint
of

 or failing
 whom,
of.....
 as my/our proxy to vote for me/us
 on my/our behalf at the
 Annual/Extraordinary* General Meeting of
 the Company, to be held on the day
 of 20 and, at any
 adjournment thereof for/against* the
 resolution(s) to be proposed thereat.

Dated this day of 20

* *Strike out whichever is not desired.
 (Unless otherwise instructed, the proxy may vote as he thinks fit)*

A proxy may but need not be a member of the Company.

To be valid, this form duly completed must be deposited at the Registered Office not less than 48 hours before the time for holding the meeting.

A member shall be entitled to appoint one or more proxies to attend and vote at the same meeting.

Where a member appoints more than one proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.

* *Strike out whichever is not desired.
 (Unless otherwise instructed, the proxy may vote as he thinks fit)*

A proxy may but need not be a member of the Company.

To be valid, this form duly completed must be deposited at the Registered Office not less than 48 hours before the time for holding the meeting.

A member shall be entitled to appoint one or more proxies to attend and vote at the same meeting.

Where a member appoints more than one proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.

Clause Existing Clause

84 **Instrument Appointing Proxy to be Left at Company's Office**

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power or authority shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

New Clause

Instrument Appointing Proxy to be Left at Company's Office

(a) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received via electronic means on such terms and subject to such conditions as they consider fit.

For the purpose of this Clause, the Directors may require such reasonable evidence that they consider necessary to determine and verify:

- (i) the identity of the Member and the proxy; and**
- (ii) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.**

(b) Without prejudice to Clause 84(a), the appointment of a proxy via electronic means must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:

- (i) The notice calling the meeting;**
- (ii) The instrument of proxy sent out by the Company in relation to the meeting; or**
- (iii) The website maintained by or on behalf of the Company.**

(c) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power or authority shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting, or in the case of the appointment of a proxy via electronic means, at the electronic address specified by the Company pursuant to Clause 84(b), not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.