

**OPCOM HOLDINGS BERHAD (322661-W)**  
(Incorporated in Malaysia)

Minutes of the Twenty-Fourth Annual General Meeting of the Company held at Danau 3, Kota Permai Golf & Country Club of 1, Jalan 31/100 A, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan on Thursday, 12 September 2019 at 10.00 a.m.

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**Present**

Dato' Mohamed Sharil Bin Mohamed Tarmizi (Chairman)	Chairman/Independent Non-Executive Director
Lt. Jen. Dato' Seri Panglima Zaini Bin Hj. Mohd Said SP (B)	Independent Non-Executive Director
Chan Bee Lean	Independent Non-Executive Director
Sven Janne Sjöden	Independent Non-Executive Director
Magnus Kreuger	Independent Non-Executive Director
Yusree Putra Bin Alias	Acting Co-Chief Executive Officer
Lim Bee Khin	Acting Co-Chief Executive Officer

**Absent with Apologies**

Chhoa Kwang Hua	Executive Director
Abdul Jabbar bin Abdul Majid	Independent Non-Executive Director

and members and proxies as per attendance list

**In Attendance**

Ms Seow Fei San	Company Secretary
Ms Peggy Loh	Company Secretary

**QUORUM**

The requisite quorum being present, the Chairman called the meeting to order at 10.00 a.m.

Before proceeding with the business of the meeting, Encik Yusree Putra Bin Alias was invited to lead Muslim shareholders/proxies to recite the opening doa.

**NOTICE**

The notice convening the meeting was tabled and taken as read.

The Chairman introduced the Board members and the acting co-Chief Executive Officers who were present at the meeting to shareholders.

The Meeting was informed that all proposed resolutions set out in the Notice of today's meeting would be put into consideration through poll voting.

The members present noted the voting process for all proposed resolutions would be carried out after the discussion of all agenda items of the meeting.

The Chairman then proceeded with the business of the meeting.

**1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2019 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS**

The Audited Financial Statements for the financial year ended 31 March 2019 together with the Reports of Directors and Auditors ("**Financial Statements**") having been circulated to all the members of the Company within the statutory period were tabled to the meeting.

The Chairman invited members to put forth questions on the Financial Statements.

There was no question raised by the members, the Chairman concluded that the Financial Statements submitted to the meeting were received and noted.

**2. DIRECTORS' FEES**

The Meeting proceeded to consider the proposed Ordinary Resolution 1 on payment of Directors' fees of RM156,000 for the financial year ended 31 March 2019 for their services as directors of the Company.

The Meeting was informed that the interested directors would abstain from voting on this resolution.

As there was no question from the floor, the Chairman put the following resolution to the shareholders for consideration.

"THAT approval be and is hereby given for the payment of directors' fees of RM156,000 for the financial year ended 31 March 2019 for their services as directors of the Company."

**3. DIRECTORS' BENEFITS**

The next agenda item on the Notice was to consider the proposed Ordinary Resolution 2 on payment of Directors' benefits.

The Meeting was informed that the interested directors would abstain from voting on this resolution.

As there was no question from the floor, the Chairman put the following resolution to the shareholders for consideration.

"THAT approval be and is hereby given for the payment of directors' benefits (excluding Directors' fees) to the Non-Executive Directors of up to RM190,000 from 13 September 2019 until the next Annual General Meeting of the Company."

**4. RE-ELECTION OF DIRECTORS**

The Meeting was informed that at this annual general meeting ("**AGM**"), the Directors who retiring and subject to re-election were Lt. Jen. Dato'Seri Panglima Zaini Bin Hj. Mohd Said SP (B) ("**Dato'Seri Panglima Zaini**") and Encik Jabbar Bin Abdul Majid ("**Encik Jabbar**").

Dato' Seri Panglima Zaini, being eligible for re-election had given his consent for re-election.

Encik Jabbar had expressed his decision to retire at the close of this AGM. In view of Encik Jabbar's intention to retire after being the Director of the Company for more than 15 years, there was no motion put forth for Encik Jabbar's re-election.

Therefore, Encik Jabbar would retire as Director of the Company at the conclusion of the AGM.

The Board took the opportunity to express their heartfelt appreciation to Encik Jabbar for his valuable guidance and contribution during his tenure as an Independent Director of the Company.

The following proposed Ordinary Resolution 3 was put to the Meeting for consideration and the poll would be taken after the Meeting had gone through the formality and discussion of the rest of the resolutions of the meeting:

**Ordinary Resolution 3**

"THAT Lt. Jen. Dato' Seri Panglima Zaini Bin Hj. Mohd Said SP (B) retiring in accordance with the Article 90(1) of the Company's Constitution, be and is hereby re-elected as director of the Company."

At this juncture, the Chairman informed that HSBC Nominees (Asing) Sdn. Bhd. ("HSBC") who held 2,150,000 shares of the Company had appointed him as their proxy and HSCB had voted against the proposed Ordinary Resolution 3 above.

**5. RE-ELECTION OF DIRECTORS**

The Meeting was informed that Mr. Magnus Kreuger and the Chairman himself who were appointed during the year after the last AGM were retiring pursuant to Article 83 of the Company's Constitution.

As there was no question raised on their re-election as directors of the Company, the following motions were put to the Meeting for consideration and the poll would be taken after the Meeting had gone through the formality and discussion of the rest of the resolutions of the meeting:

**Ordinary Resolution 4**

"THAT Magnus Kreuger retiring in accordance with the Article 83 of the Company's Constitution, be and is hereby re-elected as director of the Company."

**Ordinary Resolution 5**

"THAT Dato' Mohamed Sharil Bin Mohamed Tarmizi retiring in accordance with the Article 83 of the Company's Constitution, be and is hereby re-elected as director of the Company."

**6. APPOINTMENT OF AUDITORS**

The next item on the agenda was to appoint Crowe Malaysia PLT as the auditors of the Company in place of the retiring auditors, Deloitte PLT and to authorise the Directors to fix their remuneration.

The Meeting was informed that Crowe Malaysia PLT had provided their written consent to act as auditors of the Company and the term of office of Deloitte PLT would end at the conclusion of the Meeting.

The Company took the opportunity to thank Deloitte PLT for their past services as the auditors of the Company.

The following Ordinary Resolution 6 on appointment of auditors was put to the Meeting for consideration:

“THAT Crowe Malaysia PLT be and are hereby appointed as 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.”

**7. RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Meeting was informed that the Board would like to recommend Dato' Seri Panglima Zaini, Ms Chan Bee Lean (“**Ms Chan**”) and Mr. Sven Janne Sjoden (“**Mr. Sjoden**”) who had served the Board as Independent Directors (“**ID**”) of the Company for a cumulative term of more than nine (9) years to continue to act as ID.

The Meeting was informed that an assessment of the independence of all IDs had been undertaken as part of the Board's annual assessment process and the Board was satisfied that Dato' Seri Panglima Zaini, Ms Chan and Mr. Sjoden met the guidelines for independence and their ability to exercise independent judgement despite they had served for a cumulative tenure of more than nine (9) years.

For Dato' Seri Panglima Zaini who had served the Company as ID for more than twelve (12) years now, the resolution to retain Dato' Seri Panglima Zaini as ID was to be voted on by way of two-tier voting according to the provision of the Company's Constitution.

At this juncture, the Chairman informed that HSBC who held 2,150,000 shares of the Company had appointed him as their proxy and HSBC had voted against the proposed Ordinary Resolution 9 relating to retention of Dato' Seri Panglima Zaini as ID of the Company beyond twelve (12) years.

As there was no question from the floor, accordingly the following motions were put to the Meeting for consideration.

**Ordinary Resolution 7**

**Retention of Ms Chan Bee Lean as Independent Director**

“THAT Ms Chan Bee Lean who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as Independent Non-Executive Director of the Company.”

**Ordinary Resolution 8**

**Retention of Mr. Sven Janne Sjoden as Independent Director**

“THAT Mr. Sven Janne Sjoden who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as Independent Non-Executive Director of the Company.”

**Ordinary Resolution 9**

**Retention of Lt. Jen. Dato’ Seri Panglima Zaini Bin Hj. Mohd Said SP (B) as Independent Director**

“THAT subject to the passing of the Ordinary Resolution 3, Lt. Jen. Dato’ Seri Panglima Zaini Bin Hj. Mohd Said SP (B) who has served the Board as an 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.”

**8. PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Meeting moved on to consider the following proposed Ordinary Resolutions 10 to 16 on the proposed shareholders’ mandate pursuant to Rule 10.09 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements for recurrent related party transactions to be entered into by the Company and its subsidiaries with the related parties, details of which were set out in Section 2.3 of the Circular to Shareholders dated 31 July 2019, a copy of which had been despatched to the shareholders together with the Company’s Annual Report 2019.

The respective interested directors and major shareholders and person connected with them as detailed in Section 2.3 of the Circular to Shareholders would abstain from voting on the respective resolutions.

**Ordinary Resolution 10**

**Proposed Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“RRPT”) with Opcom Sdn. Bhd. Group and its associated companies**

“THAT pursuant to Rule 10.09 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with Opcom Sdn. Bhd. Group and its associated companies as detailed in Section 2.3 of the Circular to Shareholders dated 31 July 2019 which are necessary for the Company’s and its subsidiaries’ day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.

THAT such approval will only continue in force until:-

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company following the forthcoming AGM, at which the Proposed Shareholders’ Mandate is passed, at which time the said authority will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or

- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“Act”) (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is earlier and the breakdown of the aggregate value of the Recurrent Related Party Transactions based on the type of recurrent transactions made and the names of the related parties involved will be disclosed in the annual report of the Company.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders’ Mandate for Recurrent Related Party Transactions.

THAT the estimates given on the recurrent related party transactions specified in Section 2.3 of the Circular to Shareholders dated 31 July 2019 being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review methods or procedures set out in Section 2.4 of the Circular.”

#### **Ordinary Resolution 11**

#### **Proposed Shareholders’ Mandate for RRPT with Ericsson (Malaysia) Sdn. Bhd. Group and Its Associated Companies**

“THAT pursuant to Rule 10.09 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with Ericsson (Malaysia) Sdn. Bhd. Group and its associated companies as detailed in Section 2.3 of the Circular to Shareholders dated 31 July 2019 which are necessary for the Company’s and its subsidiaries’ day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.

THAT such approval will only continue in force until:-

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the forthcoming AGM, at which the Proposed Shareholders’ Mandate is passed, at which time the said authority will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“Act”) (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is earlier and the breakdown of the aggregate value of the Recurrent Related Party Transactions based on the type of recurrent transactions made and the names of the related parties involved will be disclosed in the annual report of the Company.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions.

THAT the estimates given on the recurrent related party transactions specified in Section 2.3 of the Circular to Shareholders dated 31 July 2019 being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review methods or procedures set out in Section 2.4 of the Circular."

**Ordinary Resolution 12**  
**Proposed Shareholders' Mandate for RRPT with Unigel (UK) Limited Group and Its Associated Companies**

"THAT pursuant to Rule 10.09 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with Unigel (UK) Limited Group and its associated companies as detailed in Section 2.3 of the Circular to Shareholders dated 31 July 2019 which are necessary for the Company's and its subsidiaries' day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.

THAT such approval will only continue in force until:-

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the forthcoming AGM, at which the Proposed Shareholders' Mandate is passed, at which time the said authority will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("**Act**") (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is earlier and the breakdown of the aggregate value of the Recurrent Related Party Transactions based on the type of recurrent transactions made and the names of the related parties involved will be disclosed in the annual report of the Company.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions.

THAT the estimates given on the recurrent related party transactions specified in Section 2.3 of the Circular to Shareholders dated 31 July 2019 being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review methods or procedures set out in Section 2.4 of the Circular."

**Ordinary Resolution 13**  
**Proposed Shareholders' Mandate for RRPT with Unigel IP Limited Group and Its Associated Companies**

"THAT pursuant to Rule 10.09 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with Unigel IP Limited Group and its associated companies as detailed in Section 2.3 of the Circular to Shareholders dated 31 July 2019 which are necessary for the Company's and its subsidiaries' day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.

THAT such approval will only continue in force until:-

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the forthcoming AGM, at which the Proposed Shareholders' Mandate is passed, at which time the said authority will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("**Act**") (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is earlier and the breakdown of the aggregate value of the Recurrent Related Party Transactions based on the type of recurrent transactions made and the names of the related parties involved will be disclosed in the annual report of the Company.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions.

THAT the estimates given on the recurrent related party transactions specified in Section 2.3 of the Circular to Shareholders dated 31 July 2019 being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review methods or procedures set out in Section 2.4 of the Circular."

**Ordinary Resolution 14**  
**Proposed Shareholders' Mandate for RRPT with Airzed Broadband Sdn. Bhd.**

"THAT pursuant to Rule 10.09 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with Airzed Broadband Sdn. Bhd. as detailed in Section 2.3 of the Circular to Shareholders dated 31 July 2019 which are necessary for the Company's and its subsidiaries' day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.



THAT such approval will only continue in force until:-

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company following the forthcoming AGM, at which the Proposed Shareholders’ Mandate is passed, at which time the said authority will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“**Act**”) (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is earlier and the breakdown of the aggregate value of the Recurrent Related Party Transactions based on the type of recurrent transactions made and the names of the related parties involved will be disclosed in the annual report of the Company.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders’ Mandate for Recurrent Related Party Transactions.

THAT the estimates given on the Recurrent Related Party Transactions specified in Section 2.3 of the Circular to Shareholders dated 31 July 2019 being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review methods or procedures set out in Section 2.4 of the Circular.”

**Ordinary Resolution 15**

**Proposed Shareholders’ Mandate for RRPT with Hikari Composites Sdn. Bhd.**

“THAT pursuant to Rule 10.09 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with Hikari Composites Sdn. Bhd. as detailed in Section 2.3 of the Circular to Shareholders dated 31 July 2019 which are necessary for the Company’s and its subsidiaries’ day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.

THAT such approval will only continue in force until:-

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company following the forthcoming AGM, at which the Proposed Shareholders’ Mandate is passed, at which time the said authority will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“**Act**”) (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is earlier and the breakdown of the aggregate value of the Recurrent Related Party Transactions based on the type of recurrent transactions made and the names of the related parties involved will be disclosed in the annual report of the Company.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions.

THAT the estimates given on the Recurrent Related Party Transactions specified in Section 2.3 of the Circular to Shareholders dated 31 July 2019 being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review methods or procedures set out in Section 2.4 of the Circular."

**Ordinary Resolution 16**  
**Proposed Shareholders' Mandate for RRPT with Unitape Limited Group and its Associated Companies**

"THAT pursuant to Rule 10.09 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with Unitape Limited Group and its associated companies as detailed in Section 2.3 of the Circular to Shareholders dated 31 July 2019 which are necessary for the Company's and its subsidiaries' day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.

THAT such approval will only continue in force until:-

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the forthcoming AGM, at which the Proposed Shareholders' Mandate is passed, at which time the said authority will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("**Act**") (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is earlier and the breakdown of the aggregate value of the Recurrent Related Party Transactions based on the type of recurrent transactions made and the names of the related parties involved will be disclosed in the annual report of the Company.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions.

THAT the estimates given on the Recurrent Related Party Transactions specified in Section 2.3 of the Circular to Shareholders dated 31 July 2019 being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the

actual amount or amounts thereof provided always that such amount or amounts comply with the review methods or procedures set out in Section 2.4 of the Circular.”

The Chairman also informed that the Interested Directors and persons connected to the Interested Director would abstain from voting on the respective Ordinary Resolutions 10 to 16.

## 9. AUTHORITY TO ISSUE SHARES

The Meeting proceeded to consider the Ordinary Resolution 17 on authority given to the Directors to issue shares.

The following Ordinary Resolution would be put to the Meeting for a vote after the Meeting had gone through the remaining agenda item of this meeting:

“THAT subject always to the Companies Act, 2016 (“Act”) and the approvals of the relevant governmental and/or regulatory 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 that 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.”

## 10. ANY OTHER BUSINESS

The last item on the agenda today was to transact any other business of which due notices shall have been received in accordance with the Companies Act 2016. 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 to the Meeting.

The Meeting was informed that the Company had appointed Mega Corporate Services Sdn. Bhd. as the Scrutineer for the vote counting process and shareholders and proxies were requested to complete the poll forms which were given to them during registration. The meeting was then adjourned at 10.26 a.m. to facilitate voting and counting of votes.

The Meeting resumed at 11.02 a.m. and the following poll results were announced:

	Vote				Carried / Not Carried
	For		Against		
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 1</b> Approval of the payment of Directors’ fees for the financial year ended 31 March 2019.	52,654,490	99.9467	28,100	0.0533	<b>Carried</b>
<b>Ordinary Resolution 2</b> Approval of payment of Directors’ benefits (excluding Directors’ fees) to the Non-Executive Directors	52,677,490	99.9903	5,100	0.0097	<b>Carried</b>

	Vote				Carried / Not Carried
	For		Against		
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 3</b> Re-election of Lt. Jen. Dato' Seri Panglima Zaini Bin Hj. Mohd Said SP(B) as Director of the Company pursuant to Article 90(1) of the Company's Constitution.	50,727,065	95.8952	2,171,350	4.1048	<b>Carried</b>
<b>Ordinary Resolution 4</b> Re-election of Magnus Kreuger as Director of the Company pursuant to Article 83 of the Company's Constitution.	53,218,315	99.9998	100	0.0002	<b>Carried</b>
<b>Ordinary Resolution 5</b> Re-election of Dato' Mohamed Sharil Bin Mohamed Tarmizi as Director of the Company pursuant to Article 83 of the Company's Constitution.	53,218,315	99.9998	100	0.0002	<b>Carried</b>
<b>Ordinary Resolution 6</b> Re-appointment of Crowe Malaysia PLT as Auditors of the Company and authorise the Directors to determine their remuneration.	53,218,315	99.9998	100	0.0002	<b>Carried</b>
<b>Ordinary Resolution 7</b> Retention of Ms Chan Bee Lean as Independent Director of the Company.	53,218,315	99.9998	100	0.0002	<b>Carried</b>
<b>Ordinary Resolution 8</b> Retention of Mr. Sven Janne Sjoden as Independent Director of the Company.	51,068,315	95.9599	2,150,100	4.0401	<b>Carried</b>
<b>Ordinary Resolution 9</b> Retention of Lt. Jen. Dato' Seri Panglima Zaini Bin Hj. Mohd Said SP (B) as Independent Director of the Company.			<b>Tier 1 – (Large Shareholders)</b>		
	49,950,000	100	-	-	<b>Carried</b>
			<b>Tier 2 – (Other Shareholders)</b>		
	784,565	26.6097	2,163,850	73.3903	<b>Not Carried</b>
<b>Ordinary Resolution 10</b> Renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature with Opcom Sdn. Bhd. and its associated companies.	3,268,315	99.9969	100	0.0031	<b>Carried</b>

	Vote				Carried/ Not Carried
	For		Against		
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 11</b> Renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature with Ericsson (Malaysia) Sdn. Bhd. Group and its associated companies and Birla Ericsson Optical Limited.	53,218,315	99.9998	100	0.0002	<b>Carried</b>
<b>Ordinary Resolution 12</b> Renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature with Unigel (UK) Limited Group and its associated companies.	53,218,315	99.9998	100	0.0002	<b>Carried</b>
<b>Ordinary Resolution 13</b> Renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature with Unigel IP Limited Group and its associated companies.	53,218,315	99.9998	100	0.0002	<b>Carried</b>
<b>Ordinary Resolution 14</b> Renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature with Airzed Broadband Sdn. Bhd.	3,268,315	99.9969	100	0.0031	<b>Carried</b>
<b>Ordinary Resolution 15</b> Renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature with Hikari Composites Sdn. Bhd.	53,218,315	99.9998	100	0.0002	<b>Carried</b>
<b>Ordinary Resolution 16</b> Renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature with Unitape Limited Group and its associated companies	53,218,315	99.9998	100	0.0002	<b>Carried</b>
<b>Ordinary Resolution 17</b> Approval of the authority to issue shares pursuant to Section 75 of the Companies Act 2016.	53,218,315	99.9998	100	0.0002	<b>Carried</b>

The Chairman then declared that all resolutions, with the exception of Ordinary Resolution 9 as set out in the notice of 24th AGM dated 31 July 2019 were carried.

**CLOSURE**

There being no further business, the meeting closed at 11.07 a.m. with a vote of thanks to the Chairman.

**Confirmed correct**

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**CHAIRMAN**

Dated: