

# SCH GROUP BERHAD

(Company No. 972700-P)

(Incorporated in Malaysia)

MINUTES OF THE THIRD (3<sup>RD</sup>) ANNUAL GENERAL MEETING OF SCH GROUP BERHAD (“SCH” OR “THE COMPANY”) HELD AT MATAHARI 1, LEVEL 5, CITITEL MID VALLEY, MID VALLEY CITY, LINGKARAN SYED PUTRA, MID VALLEY, 59200 KUALA LUMPUR ON MONDAY, 9 FEBRUARY 2015 AT 10.00 A.M.

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Present : As per attendance list

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## 1. CHAIRMAN

Mr Chan Wan Choon (“the Chairman”) presided at the meeting and welcomed the members to the Third (3<sup>rd</sup>) Annual General Meeting of the Company.

There being a quorum present at the meeting, the Chairman declared the meeting duly convened at 10.05 a.m.

## 2. NOTICE

With the consent of the meeting, the Notice convening the meeting having been circulated within the prescribed period was taken as read.

Before proceeding with the agenda item, the Chairman explained to the meeting the procedure of voting on a resolution, which shall be determined by way of show of hands unless a poll is properly demanded before or on the declaration of the result of the show of hands.

## 3. AUDITED FINANCIAL STATEMENTS AND REPORTS

The Audited Financial Statements of the Company and of the Group for the financial year ended 31 August 2014, together with the Reports of the Directors and Auditors thereon (“Audited Financial Statements”) was tabled during the meeting for the shareholders’ discussion.

The Chairman informed the meeting that the Audited Financial Statements of the Company is meant for discussion only as Section 169 (1) of the Companies Act, 1965 and the Company’s Articles of Association provides that the Audited Financial Statements are to be laid in the general meeting. In relation thereto, the Audited Financial Statements of the Company is not put forward for voting. However, the Company is pleased to deal with any questions from shareholders relating to the Audited Financial Statements.

After dealing with the questions from shareholders, the meeting proceeded with the next Agenda of the meeting.

## 4. ORDINARY RESOLUTION 1 APPROVAL FOR PAYMENT OF DIRECTORS’ FEES

The Chairman informed the meeting that Resolution No. 1 is to approve the payment of Directors’ fees of RM71,500.00 to the non-executive directors of the Company for the financial year ended 31 August 2014.

The following resolution having been duly proposed by Ng Kok Kiong and seconded by Low Kok Ooi, was put to the meeting for voting by show of hands :-

“THAT the payment of Directors’ fees of RM71,500.00 to the non-executive directors of the Company for the financial year ended 31 August 2014 be approved.”

With majority of the shareholders/proxies voted in favour of the resolution, the ordinary resolution 1 was declared carried by the Chairman.

5. ORDINARY RESOLUTION 2  
RE-ELECTION OF MR CHAN WAN CHOON

At this juncture, the Chairman declared his interest in ordinary resolution 2 and invited Mr Sim Yee Fuan to chair the meeting for the ordinary resolution 2 in relation to his re-election as a Director of the Company.

Mr Sim Yee Fuan informed the meeting that Mr Chan Wan Choon would retire pursuant to Section 129 of the Companies Act, 1965 and being eligible, had offered himself for re-election.

The following resolution having been duly proposed by Low Kok Ooi and seconded by Ng Kok Kiong, was put to the meeting for voting by show of hands:-

“THAT Mr Chan Wan Choon, who is retiring pursuant to Section 129 of the Companies Act, 1965, be re-elected as a Director of the Company.”

With majority of not less than three-fourths of the shareholders/proxies voted in favour of the resolution, the ordinary resolution 2 was declared carried.

At this juncture, Mr Sim Yee Fuan handed over the chair back to the Chairman for the remaining agendas of the meeting.

6. ORDINARY RESOLUTION 3  
RE-ELECTION OF WONG SIN CHIN

The Chairman informed the meeting that Mr Wong Sin Chin would retire pursuant to Section 129 of the Companies Act, 1965 and being eligible, had offered himself for re-election.

The following resolution having been duly proposed by Ng Kok Kiong and seconded by Low Kok Ooi, was put to the meeting for voting by show of hands :-

“THAT Mr Wong Sin Chin, who is retiring pursuant to Section 129 of the Companies Act, 1965, be re-elected as a Director of the Company.”

With majority of not less than three-fourths voted in favour of the resolution, the ordinary resolution 3 was declared carried by the Chairman.

7. ORDINARY RESOLUTION 4  
RE-ELECTION OF MR YEEN YOON HIN

The Chairman informed the meeting that Mr Yeen Yoon Hin would retire pursuant to Article 95 of the Company’s Articles of Association and being eligible, had offered himself for re-election.

The following resolution having been duly proposed by Low Kok Ooi and seconded by Ng Kok Kiong, was put to the meeting for voting by show of hands :-

“THAT Mr Yeen Yoon Hin, who is retiring pursuant to Article 95 of the Company’s Articles of Association, be re-elected as a Director of the Company”.

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With majority of the shareholders/proxies voted in favour of the resolution, the ordinary resolution 4 was declared carried by the Chairman.

8. ORDINARY RESOLUTION 5  
RE-ELECTION OF MR SIM YEE FUAN

The Chairman informed the meeting that Mr Sim Yee Fuan would retire pursuant to Article 95 of the Company's Articles of Association and being eligible, had offered himself for re-election.

The following resolution having been duly proposed by Ng Kok Kiong and seconded by Low Kok Ooi, was put to the meeting for voting by show of hands :-

"THAT Mr Sim Yee Fuan, who is retiring pursuant to Article 95 of the Company's Articles of Association, be re-elected as a Director of the Company".

With majority of the shareholders/proxies voted in favour of the resolution, the ordinary resolution 5 was declared carried by the Chairman.

9. ORDINARY RESOLUTION 6  
RE-APPOINTMENT OF MESSRS UHY AS AUDITORS OF THE COMPANY

The Chairman informed the meeting that the retiring auditors, Messrs UHY had expressed their willingness to accept re-appointment as auditors of the Company.

The following resolution having been duly proposed by Ng Kok Kiong and seconded by Low Kok Ooi, was put to the meeting for voting by show of hands :-

"THAT Messrs UHY be and is hereby re-appointed as auditors of the Company at a remuneration to be determined by the Directors."

With majority of the shareholders/proxies voted in favour of the resolution, the ordinary resolution 6 was declared carried by the Chairman.

10. SPECIAL BUSINESS - ORDINARY RESOLUTION 7  
AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES

The Meeting was called upon to approve the proposed Ordinary Resolution 7 pertaining to authority for directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965. The Ordinary Resolution if passed, would provide flexibility for the Directors to allot and issue shares for such purposes as the Directors consider to be in the best interest of the Company, without having to convene separate general meetings, subject to the limitation that the aggregate number of shares to be allotted and issued does not exceed 10% of the issued share capital of the Company for the time being and subject always to the approval from the relevant regulatory bodies.

The following resolution having been duly proposed by Ng Kok Kiong and seconded Low Kok Ooi, was put to the meeting for voting by show of hands :-

"THAT subject to the Companies Act, 1965, and the approval of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue shares of the Company from time to time upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution shall not exceed 10% of the issued capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies having been obtained for such

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allotment and issue, and such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company; and FURTHER THAT the Directors be and are hereby empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities")."

With majority of the shareholders/proxies voted in favour of the resolution, the ordinary resolution 7 was declared carried by the Chairman.

11. TERMINATION

There being no other business, the meeting ended at 10.20 a.m. with a vote of thanks to the Chairman.

Confirmed as a correct record of  
the proceedings thereat

- Signed -

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Chairman  
Kuala Lumpur