

**SERBA DINAMIK HOLDINGS BERHAD (1167905-P)**  
(Incorporated in Malaysia)

**MINUTES OF THE SECOND ANNUAL GENERAL MEETING OF THE COMPANY HELD AT ENTRANCE 9C, IDCC SHAH ALAM, LEVEL 7, JALAN PAHAT L 15/L, SEKSYEN 15 SHAH ALAM, 40200 SHAH ALAM, SELANGOR DARUL EHSAN ON MONDAY, 14 MAY 2018 AT 9.00 A.M.**

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- Present : Shareholders  
As per Attendance List
- : Directors  
Dato' Mohamed Nor Bin Abu Bakar (Chairman)  
Dato' Dr Ir Mohd Abdul Karim Bin Abdullah – also as a shareholder  
Dato' Awang Daud Bin Awang Putera – also as a shareholder  
Abdul Kadier Sahib – also as a shareholder  
Sharifah Irina Binti Syed Ahmad Radzi  
Hasman Yusri Bin Yusoff
- : Absent with Apologies  
Tengku Dato' Seri Hasmuiddin Tengku Othman
- : In Attendance  
Syed Nazim Bin Syed Faisal (Group Chief Financial Officer) ["Group CFO"]  
Azhan Azmi (Financial Controller)  
Nicholas Chia (KPMG PLT)  
Tan Lee Khim (KPMG PLT)  
Alvin Ang (KPMG PLT)  
Lim Hooi Mooi (Representative of Tricor Corporate Services Sdn. Bhd.)  
Nadiyah Ili Adnan (Representative of Tricor Corporate Services Sdn. Bhd.)  
Ellyssa Wong Kit Mun (Representative of Tricor Corporate Services Sdn. Bhd.)

**1. OPENING REMARKS**

The Chairman, Dato' Mohamed Nor Bin Abu Bakar called the Meeting to order and he welcomed everyone to the Second Annual General Meeting ("AGM") of the Company. He introduced members of the Board and the Company's Chief Financial Officer to the members.

**2. NOTICE**

The Notice convening the Meeting having been circulated to all members was taken as read.

Before Chairman proceeded with the business on the agenda, he advised the shareholders that pursuant to Paragraph 8.29(A)(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, any motion contained in the notice of any General Meeting was to be voted on by poll. Shareholders were informed that the poll would be conducted at the end of the meeting.

The Group Managing Director and Group Chief Executive Officer, Dato' Dr Ir Mohd Abdul Karim Bin Abdullah ("Dato' Karim") was then invited to present to the shareholders, the 2017 overview, segmental performance, IPO proceeds, dividend,

2018 forecast growth, projects update, and other highlights of the Serba Dinamik Holdings Berhad (“SBHB”) Group. The presentation was noted by the shareholders present.

Questions raised by the by Minority Shareholder Watchdog Group (“MSWG”) and shareholders present at the meeting were answered by the Board of Directors and the Group CFO.

It was noted that the questions addressed by MSWG were only received by the Company on the day of the AGM. As such, formal reply would be forwarded to MSWG by the Company in due course.

**3. AUDITED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS**

The Audited Financial Statements of the Company and of the Group for the financial period ended 31 December 2017 and the Reports of Directors and Auditors, having been circulated to all the shareholders of the Company within the statutory period, were tabled to the meeting for discussion.

It was noted that this Agenda item was meant for discussion only and does not require shareholders’ approval as per Section 340(1)(a) of the Companies Act 2016.

After all questions on Audited Financial Statements were dealt with, the Chairman declared that the Audited Financial Statements and Reports of the Company for the financial period ended 31 December 2017 have in accordance with the Companies Act 2016, been properly laid and received.

**4. ORDINARY RESOLUTION 1:  
RE-ELECTION OF DIRECTOR – DATO’ MOHAMED NOR BIN ABU BAKAR**

At this juncture, Hasman Yusri Bin Yusoff took the chair for the re-election of Dato’ Mohamed Nor Bin Abu Bakar and Sharifah Irina Binti Syed Ahmad Radzi as Directors of the Company.

There was no question raised on this item of the agenda.

**5. ORDINARY RESOLUTION 2:  
RE-ELECTION OF DIRECTOR – SHARIFAH IRINA BINTI SYED AHMAD RADZI**

There was no question raised on this item of the agenda.

Upon completion of the above two (2) matters the chair was returned to the Chairman.

**6. ORDINARY RESOLUTION 3:  
DIRECTORS’ FEES AND BENEFITS UP TO AN AMOUNT NOT EXCEEDING RM1,500,000 IN RESPECT OF THE FINANCIAL PERIOD FROM 1 JANUARY 2018 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

There was no question raised on this item of the agenda.

**7. ORDINARY RESOLUTION 4:  
RE-APPOINTMENT OF MESSRS KPMG PLT AS AUDITORS OF THE  
COMPANY**

There was no question raised on this item of the agenda.

**8. ORDINARY RESOLUTION 5:  
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED  
NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY  
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

There was no question raised on this item of the agenda.

**9. ORDINARY RESOLUTION 6:  
AUTHORITY OF SHARE BUY-BACK**

After all question had been dealt with, the Chairman informed that the poll for the proposed Ordinary Resolution 6 would be taken at the end of the meeting.

**10. ORDINARY RESOLUTION 7:  
AUTHORITY TO ALLOT AND ISSUE SHARES**

After all question had been dealt with, the Chairman informed that the poll for the proposed Ordinary Resolution 7 would be taken at the end of the meeting.

**POLL PROCESS**

There being no other business to be dealt with, the meeting then proceeded with the poll voting. The Chairman informed that Asia Securities Sdn Bhd has been appointed as the scrutineer for the poll. Suzana Abdul Rahim from Messrs Tricor Investor & Issuing House Services Sdn Bhd was then invited to explain the poll voting procedures to the members. The Chairman informed that the poll administrators would require approximately 20 minutes to count the votes and to summarize results.

The meeting then proceeded to vote and the meeting was then adjourned after the poll slips were collected.

**ANNOUNCEMENT OF POLL RESULTS**

At 11.50 a.m., Chairman reconvened the meeting for the declaration of poll results. He read out the following poll results in respect of Ordinary Resolutions 1 to 7.

<b>Ordinary Resolution 1:-</b>			
No of shares in favour:	929,271,904 shares	representing	100.000%
No of shares against:	0 shares	representing	0.000%
Total:			100.000%

<b>Ordinary Resolution 2:-</b>			
No of shares in favour:	929,271,504 shares	representing	99.99996%
No of shares against:	400 shares	representing	0.00004%
Total:			100.000%

<b>Ordinary Resolution 3:-</b>			
No of shares in favour:	849,551,345 shares	representing	91.42118%
No of shares against:	79,720,559 shares	representing	8.57882%
Total:			100.000%

<b>Ordinary Resolution 4:-</b>			
No of shares in favour:	929,271,504 shares	representing	99.99996%
No of shares against:	400 shares	representing	0.00004%
Total:			100.000%

<b>Ordinary Resolution 5:-</b>			
No of shares in favour:	435,616,104 shares	representing	100.000%
No of shares against:	0 shares	representing	0.000%
Total:			100.000%

<b>Ordinary Resolution 6:-</b>			
No of shares in favour:	929,271,904 shares	representing	100.000%
No of shares against:	0 shares	representing	0.000%
Total:			100.000%

<b>Ordinary Resolution 7:-</b>			
No of shares in favour:	895,420,504 shares	representing	96.35721%
No of shares against:	33,851,400 shares	representing	3.64279%
Total:			100.000%

Based on the poll results, the Chairman declared that Ordinary Resolutions 1 to 7 as carried. The meeting had resolved as follows:-

**1. ORDINARY RESOLUTION 1:  
 RE-ELECTION OF DIRECTOR – DATO' MOHAMED NOR BIN ABU BAKAR**

*THAT Dato' Mohamed Nor Bin Abu Bakar, the Director retiring in accordance with Article 111 of the Company's Constitution being eligible and having offered himself for election, be and is hereby re-elected as a director of the Company.*

**2. ORDINARY RESOLUTION 2:  
 RE-ELECTION OF DIRECTOR – SHARIFAH IRINA BINTI SYED AHMAD RADZI**

*THAT Sharifah Irina Binti Syed Ahmad Radzi, the Director retiring in accordance with Article 111 of the Company's Constitution being eligible and having offered herself for election, be and is hereby re-elected as a director of the Company*

**3. ORDINARY RESOLUTION 3:  
 DIRECTORS' FEES AND BENEFITS UP TO AN AMOUNT NOT EXCEEDING RM1,500,000 IN RESPECT OF THE FINANCIAL PERIOD FROM 1 JANUARY 2018 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

*THAT the payment of Directors' Fees and Benefits of up to an amount not exceeding RM1,500,000 in respect of the financial period from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved.*

**4. ORDINARY RESOLUTION 4:  
RE-APPOINTMENT OF MESSRS KPMG PLT AS AUDITORS OF THE COMPANY**

*THAT Messrs KPMG PLT be and are hereby re-appointed as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Directors.*

**5. ORDINARY RESOLUTION 5:  
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED  
NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY  
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

*THAT, approval be and is hereby given for the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for the Company and/or its subsidiaries to enter into the categories of recurrent related party transactions of a revenue or trading nature falling within the nature of transactions set out in Section 2.2 under Part A of the Circular to Shareholders dated 13 April 2018 ("the Circular"), with the related parties falling within the classes of persons set out in Section 2.2 under Part A of the Circular, such transactions are necessary for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business, on terms which are not more favourable to the related parties than those generally available to the public and are not detriment of the minority shareholders.*

*THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:*

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;*
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or*
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting;*

*whichever is the earlier.*

*AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to this Ordinary Resolution.*

**6. ORDINARY RESOLUTION 6:  
PROPOSED AUTHORITY FOR SHARE BUY-BACK**

*THAT subject to the Companies Act 2016, the Main Market Listing Requirements of*

*Bursa Malaysia Securities Berhad and the approval of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Board from time to time on Bursa Malaysia Securities Berhad upon such terms and conditions as the Board may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Malaysia Securities Berhad as at the time of purchase(s) and an amount not exceeding the retained profits of the Company, at the time of purchase(s).*

**THAT** *such authority shall commence upon the passing of this resolution and shall remain in force until the conclusion of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting.*

**THAT** *authority be and is hereby given to the Directors of the Company to decide in their discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or cancel them and/or resell the treasury shares or distribute them as share dividend and/or subsequently cancel them.*

**AND THAT** *authority be and is hereby given to the Directors of the Company to take all such steps as are necessary (including executing all such documents as may be required) and to enter into any agreements and arrangements with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interest of the Company.*

**7. SPECIAL RESOLUTION 7:  
AUTHORITY TO ALLOT AND ISSUE SHARES**

**THAT**, *subject to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals of the relevant governmental / regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to Section 75 and 76 of the Act, to issue shares in the Company, from time to time and upon such terms and conditions and for such purposes the Directors may deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up capital of the Company for the time being and that the Directors be and also empowered to obtain approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.*

**CLOSURE OF MEETING**

The meeting was declared closed at 11.55 a.m. with a vote of thanks to the Chair.

Signed as a correct record

- S i g n e d -

**CHAIRMAN**

Date: 29 August 2018