

ADVANCECON HOLDINGS BERHAD

(Company No. 426965-M)

(Incorporated in Malaysia)

MINUTES OF THE TWENTY-SECOND (22ND) ANNUAL GENERAL MEETING OF ADVANCECON HOLDINGS BERHAD (“ADVANCECON” OR “THE COMPANY”) HELD AT GREENS III (SPORTS WING), TROPICANA GOLF & COUNTRY RESORT, JALAN KELAB TROPICANA, 47410 PETALING JAYA, SELANGOR DARUL EHSAN, ON THURSDAY, 20 JUNE 2019 AT 10.00 A.M.

PRESENT : Directors

Mr Yeoh Chong Keat – Independent Non-Executive Chairman (*“the Chairman”*)

Dato’ Phum Ang Kia – Executive Director

Mr Lim Swee Chai – Executive Director

Ir. Yeo An Thai – Executive Director

Mr Tung Kai Hung – Executive Director

Encik Mohd Zaky Bin Othman – Independent Non-Executive Director

Encik Fathi bin Ridzuan – Independent Non-Executive Director

Shareholders and Proxies

As per Attendance List

IN ATTENDANCE : Ms Thien Lee Mee (Company Secretary)

BY INVITATION : As per Attendance List

1. CHAIRMAN

Mr Yeoh Chong Keat (“Mr Yeoh”), the Chairman of the Board of Directors of the Company extended a warm welcome to all members and attendees present at the Company’s Twenty-Two (22nd) Annual General Meeting (“AGM” or “Meeting”) of the Company and called the Meeting to order at 10.00 a.m.

The Chairman then proceeded to introduce the Directors present at the Meeting, Group Chief Financial Officer and Company Secretary to the shareholders.

2. QUORUM

Upon confirming the presence of a requisite quorum pursuant to Article 57 of the Company’s Articles of Association with the Company Secretary, the Chairman duly called the Meeting to order.

3. NOTICE

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

4. PRELIMINARY

Before proceeding with the agendas of the Meeting, the Chairman explained to the meeting on how a resolution is determined. He informed that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company must ensure that 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, is voted by poll. At the same time, the Company must appoint at least one (1) scrutineer to validate the votes cast at the general meeting. Such scrutineer must not be an

officer of the Company or its related corporation and must be independent of the person undertaking the polling process.

The Chairman further informed the Meeting that Boardroom Share Registrars Sdn. Bhd. (formerly known as Symphony Share Registrars Sdn. Bhd.) ("Share Registrar") has been appointed as Poll Administrator to conduct the polling process and Messrs. KW Ng & Co. ("Scrutineers") was appointed as Scrutineers to verify the poll results.

With the consent and approval of the Meeting, the Chairman informed that the polling process for all the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the AGM.

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Chairman informed that the first item on the Agenda was to receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2018, together with the Directors' and Auditors' Reports thereon ("Audited Financial Statements 2018").

The Chairman further informed the Meeting that the Audited Financial Statements 2018 of the Company is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 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 would be pleased to deal with any questions from shareholders relating to the Audited Financial Statements 2018.

A shareholder, Ms Tay Shieh May ("Ms Tay") brought up questions in relation to factor(s) that contributed to the decline in profit after tax ("PAT") for financial year ended ("FYE") 31 December 2018 versus the previous year and the Group's prospects in the coming financial year ending 31 December 2019.

Mr Teh Heng Wee ("Mr Teh"), Group Chief Financial Officer, replied that the fall in PAT for FYE 31 December 2018 was mainly due to the slower than expected progress at major job sites as a result of land acquisition issues that resulted in additional overhead costs being incurred. Furthermore, the price of industrial diesel which formed nearly 10% of the overall cost of sales, had increased by more than 15% over the previous year.

Nevertheless, in the coming financial year, the Group will continue to engage with clients of the affected job sites to ensure the Group does not experience undue delays in job progress and look at ways to manage costs in order to deliver a better performance in 2019.

6. ORDINARY RESOLUTION 1
APPROVAL FOR PAYMENT OF DIRECTORS' FEES AND OTHER BENEFITS PAYABLE UP TO RM350,000 IN RESPECT OF THE PERIOD FROM 21 JUNE 2019 UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY

The Chairman moved on to the next item of the Agenda which was on the approval for the payment of Directors' fees and other benefits payable up to RM350,000 in respect of the period from 21 June 2019 until the conclusion of the next AGM of the Company.

Ms Tay Shieh May proposed and Ms Pham Boon Leng seconded the following motion:-

“THAT the payment of Directors’ fees and other benefits of up to RM350,000 in respect of the period from 21 June 2019 until the conclusion of the next AGM of the Company be and is hereby approved.”

The Chairman informed that the poll would be conducted upon completion of the remaining business of the Meeting as there was no question from the floor.

7. ORDINARY RESOLUTION 2
RE-ELECTION OF MR TUNG KAI HUNG

The next item on the agenda was the re-election of Mr Tung Kai Hung was proposed by Ms Tham Mei Yee and seconded by Ms Tan Khai Ni:-

“THAT Mr Tung Kia Hung, who was retiring by rotation in accordance with Article 95 of the Company’s Articles of Association, and being eligible, be and is hereby re-elected as Director of the Company.”

The Chairman informed that the poll would be conducted upon completion of the remaining business of the Meeting as there was no question from the floor.

8. ORDINARY RESOLUTION 3
RE-ELECTION OF ENCIK MOHD ZAKY BIN OTHMAN

The next item on agenda was the re-election of Encik Mohd Zaky Bin Othman was proposed by Mr Puah Kian Yew and seconded by Ms Chan See Yee:-

“THAT Encik Mohd Zaky Bin Othman, who was retiring by rotation in accordance with Article 95 of the Company’s Articles of Association, and being eligible, be and is hereby re-elected as Director of the Company.”

There being no questions raised from the floor, the Chairman informed that the poll would be conducted upon completion of the remaining business of the Meeting.

9. ORDINARY RESOLUTION 4
RE-APPOINTMENT OF MESSRS. CROWE MALAYSIA PLT (FORMERLY KNOW AS MESSRS. CROWE HORWATH) AS AUDITORS

The next item on agenda was the re-appointment of Messrs. Crowe Malaysia PLT as Auditors.

Upon proposed by Ms Lai Voon Hu and seconded by Mr Yap Goon Ying, the following motion was moved:-

“THAT Messrs. Crowe Malaysia PLT (formerly known as Messrs. Crowe Horwath) be and is hereby re-appointed as auditors of the Company AND THAT the Directors be and are hereby authorised to fix their remuneration.”

The Chairman informed that the poll would be conducted upon completion of the remaining business of the Meeting as there was no question from the floor.

10. SPECIAL BUSINESS - ORDINARY RESOLUTION 5
AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

The Chairman informed that the next item on the Agenda was to seek shareholders' approval for authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016 under special business.

The following motion was proposed by Ms Tan Khai Ni and seconded by Ms Tay Shieh May:-

"THAT subject to Sections 75 and 76 of the Companies Act 2016 ("the Act") and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions and for such purposes and to such persons whomsoever and as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued during the preceding 12 months does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad ("Bursa Securities");

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting."

There being no questions raised from the floor, the Chairman informed that the poll would be conducted upon completion of the remaining business of the Meeting.

11. SPECIAL BUSINESS - ORDINARY RESOLUTION 6
PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

The Chairman informed that the next item on the Agenda under special business was to seek shareholders' approval for the Proposed Renewal of Share Buy-Back Authority. The relevant information of the Proposed Renewal of Share Buy-Back Authority was set out in the Part A of the Circular to Shareholders dated 30 April 2019.

The following motion was proposed by Ms Chan See Yee and seconded by Ms Tham Mei Yee:-

"THAT, subject always to the Act, the provisions of the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities ("Listing Requirements") and the approvals of all relevant authorities (if any), the Board of Directors of the Company be and is hereby unconditionally and generally authorised, to purchase such number of issued 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 provided that:

- i) the maximum aggregate number of shares which may be purchased and held by the Company must not exceed 10% of the total number of issued shares of the Company at any point in time ("Proposed Share Buy-Back");*

- ii) *the maximum amount to be allocated for the Proposed Share Buy-Back shall not exceed the aggregate of the Company's retained profits based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of purchase of the Proposed Share Buy-Back; and*
- iii) *the shares of the Company so purchased may be cancelled, retained as treasury shares, distributed as dividends or resold on Bursa Securities, or a combination of any of the above, or be dealt with in such manner allowed by the Act and Listing Requirements from time to time.*

THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and will continue to be in force until:

- a) *the conclusion of the next AGM of the Company following the general meeting at which such resolution is passed at which time the authority will lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions;*
- b) *the expiration of the period within which the next AGM of the Company is required by law to be held; or*
- c) *the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;*

whichever occurs first, but shall not prejudice the completion of the purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and/or any other relevant authority.

AND THAT authority be and is hereby unconditionally and generally given to the Directors to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositors) Act 1991, and the entering into all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter in accordance with the Act, the provisions of the Constitution of the Company, the Listing Requirements and all other relevant governmental and/ or regulatory authorities."

There being no questions raised from the floor, the Chairman informed that the poll would be conducted upon completion of the remaining business of the Meeting.

12. SPECIAL RESOLUTION 1 **PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

The Chairman informed that the last item on the Agenda under special business was to seek shareholders' approval for the Proposed Adoption of a new Constitution of the Company. If approved, the Company's Constitution will be brought in line with the Act, Listing Requirements and would enhance administrative efficiency. The proposed new Constitution, which has been sent to the shareholders on 30 April 2019 set out in Part B of the Circular to Shareholders.

The Chairman then invited questions from the floor. There being no further questions, the following motion was proposed by Ms Pham Boon Leng and seconded by Mr Puah Kian Yiew:-

“THAT the proposed new Constitution as set out in Part B of the Circular to Shareholders dated 30 April 2019 be and is hereby adopted as the Constitution of the Company in place of the existing Memorandum and Articles AND THAT the Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take such steps as may be considered necessary to give full effect to the foregoing.”

13. ANY OTHER BUSINESS

The Chairman informed that no notice for other business pursuant to the Companies Act, 2016 and the Company’s Articles of Association had been received.

14. POLLING

Having dealt with all the items on the agenda, the Chairman requested the Secretary to explain the procedures for polling to the Meeting.

The Poll was carried out at 10.20 am and all shareholders / proxies proceeded to cast their votes.

The meeting was then adjourned for approximately 30 minutes for the votes to be counted and validated.

15. RESULTS OF THE POLL

At 10.50 a.m., the Chairman called the Meeting back to order for the declaration of the polling results. He informed that he had received the polling results and invited the Scrutineer to read them out to the audience.

The Scrutineer announced the polling results in respect of all the Ordinary and Special Resolutions as follows:-

Resolution(s)	Vote For		Vote Against	
	No of Units	%	No of Units	%
Ordinary Resolution 1	129,070,205	99.1357	1,125,300	0.864300
Ordinary Resolution 2	117,320,255	100.0000	0	0.0000
Ordinary Resolution 3	130,195,505	100.0000	0	0.0000
Ordinary Resolution 4	130,225,505	100.0000	0	0.0000
Ordinary Resolution 5	129,093,205	99.1305	1,132,300	0.8695
Ordinary Resolution 6	129,103,205	99.1382	1,122,300	0.8618
Special Resolution 1	130,225,505	100.0000	0	0.0000

The Chairman then declared that Ordinary Resolutions 1, 2, 3, 4, 5, 6 and Special Resolution 1 were all duly carried.

15. CLOSURE OF MEETING

There being no further business to be transacted, the Meeting was closed at 11.00 a.m. with a vote of thanks to the Chairman.

Confirmed as a correct record of the proceedings thereat:

Yeoh Chong Keat

Chairman of the Meeting

Dated: 28 August 2019