

**G NEPTUNE BERHAD (622237-D)**

(Incorporated in Malaysia)

MINUTES of the 15<sup>th</sup> Annual General Meeting of the Company held at Cahaya 5, Level 16 (Rooftop), Best Western Hotel, 1, Jalan 13/1, Seksyen 13, 46100 Petaling Jaya, Selangor Darul Ehsan on Friday, 7 December, 2018 at 10.30 a.m.

PRESENT : The Board of Directors  
Dato' Haji Mohd Amran Bin Wahid – Chairman  
Mr Cheah Hannon  
Mr Peter Ling Sie Wuong  
Mr Chai Tham Poh

ABSENT WITH APOLOGIES : Mr. Khoo Yick Keung, Dicky

Shareholders, Proxies & Invitees  
As per attendance list

**1. WELCOME BY THE CHAIRMAN**

The Chairman welcomed the Members to the Company's 15<sup>th</sup> Annual General Meeting.

He then introduced the Board of Directors, Advisors as well as the External Auditors to the members of the Company.

**2. QUORUM**

Upon confirming the presence of a quorum pursuant to Article 62 of the Company's Articles of Association, the Chairman called the meeting to order and proceeded with the AGM. The Chairman informed the members present that the Company had received 6 proxies representing 8.81% of the Company's total number of issued shares.

**3. NOTICE**

There being no objection, the notice convening the meeting, having been circulated earlier to all the members of the Company within the prescribed notice period, was taken as read.

Before the Meeting proceeded with the first item of the agenda, the Chairman informed that voting for the resolutions as set out in agendas 2 to 4 in the Notice of the 15<sup>th</sup> AGM will be carried out by poll in line with Bursa's Listing Requirements. Quantegic Services Sdn Bhd, an independent scrutineer, has been appointed to validate the votes and Mega Corporate Services Sdn. Bhd. has been appointed as the Poll Administrator. The Chairman informed the members that the poll shall be conducted after all questions pertaining to the items contained in the Agenda have been dealt with.

**4. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018**

The Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2018 and the Reports of the Directors and Auditors having been circulated to all the Members within the prescribed period, were taken as read.

There being no questions raised by the shareholders, the Audited Financial Statements for the year ended 30 June 2018 were received.

**5. RE-ELECTION OF DIRECTORS PURSUANT TO ARTICLE 103(a) OF THE COMPANY'S ARTICLES OF ASSOCIATION (RESOLUTION 1)**

The following Directors retired by rotation in accordance with Article 103(a) of the Company's Articles of Association and are eligible for re-election: -

1. Mr Khoo Yick Keung
2. Mr Peter Ling Sie Wuong

Mr Khoo Yick Keung did not seek re-election at the 15<sup>th</sup> AGM and accordingly he shall retire as a Director of the Company at the conclusion of the AGM.

Mr Peter Ling Sie Wuong being eligible has offered himself for election.

The Chairman thereupon invited questions from the floor. As there were no questions raised, the Chairman moved to the next Agenda.

**6. DIRECTORS' BENEFITS UP TO AN AMOUNT OF RM30,000 FROM 8 DECEMBER 2018 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING (RESOLUTION 2)**

The Company had proposed a payment of Directors' Benefits up to an amount of RM30,000 from 8 December 2018 until the conclusion of the next Annual General Meeting.

As there were no questions from the floor, the Chairman moved to the next Agenda.

**7. RE-APPOINTMENT OF MESSRS MOORE STEPHENS ASSOCIATES PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION (RESOLUTION 3)**

Messrs Moore Stephens Associates PLT who were retiring at the 15<sup>th</sup> AGM had given their consent to seek re-appointment. It was noted that no other nominations had been received by the Company.

As there were no questions raised, the Chairman moved to the next Agenda.

**8. AUTHORITY TO ALLOT SHARES (RESOLUTION 4)**

The last item on the agenda was to seek the shareholders authority for the allotment of shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

The Chairman thereupon invited questions from the floor. As there were no questions raised, the Chairman proceeded with the poll.

**9. POLLING PROCESS**

The Chairman invited Ms. Jeya from Mega Corporate Services Sdn. Bhd. to explain the procedures of the poll. The poll commenced at 10.40 a.m.

**10. ANNOUNCEMENT OF POLL RESULTS**

At 10.50 a.m., on behalf the Chairman, the independent scrutineer, Ms. Chiang Siaw Woon of Quantegic Services Sdn Bhd announced the poll results to the shareholders and proxies present as follows: -

**Resolutions 1**

**Re-election of Directors pursuant to Article 103(a) of the Company's Articles of Association**

	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
<b>Resolution 1</b>	49,428,000	100	0	0

As 49,428,000 shares representing 100% of the total votes cast, the following motion was declared carried by the Chairman, by a unanimous vote in favour of the motion -

"THAT Mr Peter Ling Sie Wuong retiring pursuant to Article 103(a) of the Company's Articles of Association and being eligible be hereby re-elected as a Director of the Company."

**Resolution 2**

**Directors' Benefits up to an amount of RM30,000 from 8 December 2018 until the conclusion of the next Annual General Meeting**

	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
<b>Resolution 2</b>	49,428,000	100	0	0

As 49,428,000 shares representing 100% of the total votes cast, the following motion was declared carried by the Chairman, by a unanimous vote in favour of the motion -

"THAT the Directors' Benefit up to an amount to RM30,000 from 8 December 2018 until the conclusion of the next Annual General Meeting be hereby approved."

**Resolution 3**

**Re-Appointment of Messrs Moore Stephens Associates PLT as Auditors of the Company and to authorise the Directors to fix their Remuneration**

	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
<b>Resolution 3</b>	49,428,000	100	0	0

As 49,428,000 shares representing 100% of the total votes cast, the following motion was declared carried by the Chairman, by a unanimous vote in favour of the motion -

“THAT Messrs Moore Stephens Associates PLT be hereby re-appointed as Auditors of the Company at a fee to be agreed upon with the Directors and to hold office until otherwise resolved.”

**Resolution 4**

**Authority to Allot Shares**

	FOR		AGAINST	
	Number of Shares	%	Number of Shares	%
<b>Resolution 4</b>	49,428,000	100	0	0

As 49,428,000 shares representing 100% of the total votes cast, the following motion was declared carried by the Chairman, by a unanimous vote in favour of the motion -

“THAT pursuant to Sections 75 and 76 of the Act and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit and in the interest of the Company, provided that the aggregate number of the shares issued pursuant to this resolution does not exceed 10% of the issued share capital 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 on 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.”

**11. CLOSURE**

There being no other business for which due notice had been given, the Meeting was declared closed at 10.55 a.m. with a vote of thanks to the Chair.

**CONFIRMED AS CORRECT RECORD BY**

**CHAIRMAN**

Dated: 20 February 2019