

BINA PURI HOLDINGS BHD.
(207184-X)
(Incorporated in Malaysia)

**MINUTES OF THE TWENTY-SEVENTH ANNUAL GENERAL MEETING OF THE COMPANY
HELD AT GROUND FLOOR, WISMA BINA PURI, 88, JALAN BUKIT IDAMAN 8/1, BUKIT
IDAMAN, 68100 SELAYANG, SELANGOR DARUL EHSAN ON THURSDAY, 28 JUNE 2018 AT
11:00 A.M.**

PRESENT: YBhg. Tan Sri Dato' Ir. Wong Foon Meng, Chairman/Independent Non-Executive Director
YBhg. Tan Sri Datuk Tee Hock Seng, JP, Group Managing Director
Dr. Tony CK Tan, Founder Director
YBhg. Datuk Matthew Tee Kai Woon, Group Executive Director
Mr. Tay Hock Lee, Non-Independent Non-Executive Director
YBhg. Dato' Yeow Wah Chin, Independent Non-Executive Director
Ir. Ghazali Bin Bujang, Independent Non-Executive Director
En. Mohd Najib Bin Abdul Aziz, Independent Non-Executive Director

ABSENT WITH

APOLOGIES: YBhg. Datuk Henry Tee Hock Hin, Executive Director

SHAREHOLDERS AND PROXIES PRESENT: As per attendance list

IN ATTENDANCE: Ms. Toh Gaik Bee – Senior General Manager, Group Company Secretary

BY INVITATION: Mr. David Lee, Group Chief Financial Officer; also shareholder
Mr. Heng Fu Joe, Partner, Messrs Baker Tilly Monteiro Heng
Mr. Choong Kok Keong, Director, Messrs Baker Tilly Monteiro Heng

CHAIRMAN

The Chairman, YBhg. Tan Sri Dato' Ir. Wong Foon Meng took the Chair and welcomed all shareholders and proxies present at the meeting.

YBhg. Tan Sri Dato' Ir. Wong invited Mr. David Lee, Group Chief Financial Officer, to present to the meeting the Group's performance and projects for the benefit of the shareholders and proxies present at the meeting.

QUORUM

The requisite quorum being present, the Chairman declared the meeting duly convened.

PROXIES

The Secretary informed that proxies from shareholders holding a total of 60,450,973 shares representing 20.96% of the total voting rights had been received to vote on all the resolutions to be dealt with at the meeting and that such rights would be exercised accordingly during polling via e-voting.

NOTICE OF MEETING

The Notice convening the Meeting, having been served on the shareholders, was tabled and taken as read.

BINA PURI HOLDINGS BHD. (207184-X)
MINUTES OF THE TWENTY-SEVENTH GENERAL MEETING –cont.

POLL VOTING

In compliance with paragraph 8.29A(1) of the listing requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the notice of AGM were voted by poll.

The poll was conducted by Tricor Investor & Issuing House Services Sdn. Bhd., the Poll Administrator appointed by the Company.

The votes cast were verified by Coopers Professional Scrutineers Sdn. Bhd. (CPS), the Independent Scrutineers appointed by the Company. The results of the poll which were announced by Mr. Chuah Poo Sian from CPS to the meeting after completion of the polling session, were as reflected in Appendix 1.

ORDINARY BUSINESS

1. AUDITED ACCOUNTS AND REPORTS OF DIRECTORS' AND AUDITORS

The Chairman informed all shareholders and proxies present that the audited accounts for the year ended 31 December 2017 together with the Reports of Directors and Auditors thereon do not require the formal approval of shareholders pursuant to the provisions of Section 340(1)(a) of the Companies Act 2016 and the Company's Articles of Association and hence, the matter would not be put forward for voting.

The Chairman invited questions from the floor on the Audited Accounts. There were no questions raised by shareholders and proxies at the meeting.

2. RE-ELECTION OF DIRECTORS PURSUANT TO ARTICLE 80

In accordance with Article 80 of the Company's Articles of Association, YBhg. Datuk Matthew Tee Kai Woon and Mr. Tay Hock Lee, being eligible, have offered themselves for re-election.

It was RESOLVED THAT YBhg. Datuk Matthew Tee Kai Woon, retiring pursuant to Article 80 of the Company's Articles of Association, be re-elected a director of the Company.

It was RESOLVED THAT Mr. Tay Hock Lee, retiring pursuant to Article 80 of the Company's Articles of Association, be re-elected a director of the Company.

It was FURTHER RESOLVED THAT YBhg. Datuk Tee Hock Hin, Executive Director, who had expressed his intention not to seek for re-election at the Twenty-Seventh Annual General Meeting, had retired as Executive Director at the conclusion of the Twenty-Seventh Annual General Meeting.

3. DIRECTORS' FEES 2017

It was RESOLVED THAT the payment of directors' fees of RM462,000.00 for the financial year ended 31 December 2017 be and is hereby approved.

BINA PURI HOLDINGS BHD. (207184-X)
MINUTES OF THE TWENTY-SEVENTH GENERAL MEETING –cont.

4. DIRECTORS' FEES 2018

It was RESOLVED THAT the payment of Directors' fees up to an amount of RM550,000 for the period from 1 January 2018 until 31 December 2018 be and is hereby approved.

5. RE-APPOINTMENT OF AUDITORS

It was RESOLVED THAT Messrs Baker Tilly Monteiro Heng, Chartered Accountants be and are hereby re-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 fix their remuneration.

SPECIAL BUSINESS

5. ORDINARY RESOLUTIONS 6 TO 10

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

It was RESOLVED THAT subject to the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and/or its subsidiary companies be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature set out in paragraph 2.5 of the Circular to Shareholders of the Company dated 30 April 2018 which are necessary for their day-to-day operations with:

5.1	Sea Travel and Tours Sdn. Bhd.	Ordinary Resolution 6
5.2	Kumpulan Melaka Bhd.	Ordinary Resolution 7
5.3	Ideal Heights Properties Sdn. Bhd.	Ordinary Resolution 8
5.4	Dimara Construction Sdn. Bhd.	Ordinary Resolution 9
5.5	Dimara Holdings Sdn. Bhd.	Ordinary Resolution 10

subject further to the following :

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public;
- (b) appropriate disclosure is made in the annual report in accordance with Paragraph 3.1.5 of Practice Note 12 of the Main Market Listing Requirements of the Bursa Securities, which requires an actual breakdown of the aggregate value of the recurrent related party transactions entered into during the financial year, including amongst others, the type of recurrent related party transactions and the names of the related parties involved in each type of the recurrent related party transactions entered into and their respective relationships with the Company and that such approval shall, subject to annual renewal, continue to be in force until:
 - i. the conclusion of the next annual general meeting of the Company (unless by a resolution or resolutions passed at the said annual general meeting, the authority is renewed);
 - ii. the expiry of the period within which the next annual general meeting of the Company following the forthcoming annual general meeting at which this mandate is approved, is required to be held pursuant to Section 340(2) of the Companies Act 2016, without regard to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016; or

- iii. revoked or varied by a resolution or resolutions passed by the shareholders of the Company in general meeting, whichever is the earliest; and
- (c) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by these ordinary resolutions.

6. ORDINARY RESOLUTION 11

- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016

It was RESOLVED THAT pursuant to Section 75 and Section 76 of the Companies Act 2016 and approvals of the relevant government and/or regulatory bodies, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time until the conclusion of the next annual general meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued 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 on Bursa Securities.

7. ORDINARY RESOLUTION 12

- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK”)

It was RESOLVED THAT subject to the provisions of the Company’s Memorandum and Articles of Association, the Companies Act 2016 (“Act”), rules, regulations and orders made pursuant to the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and any other relevant authorities, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares in the Company through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:

- (a) the aggregate number of shares so purchased and/or held pursuant to this ordinary resolution (“Purchased Shares”) does not exceed ten percent (10%) of the total number of issued shares of the Company as at the point of purchase;
- (b) the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate of the retained profits of the Company; and
- (c) the Directors be and are hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares or cancel them or to retain part of the Purchased shares as treasury shares and cancel the remainder or to resell them or to distribute the treasury shares as share dividends or in any other manner as may be permitted and prescribed by the rules of Bursa Securities and any other relevant authorities.

AND THAT the authority conferred by this ordinary resolution shall be effective immediately upon passing of this ordinary resolution and shall continue in force until the conclusion of the next annual

BINA PURI HOLDINGS BHD. (207184-X)

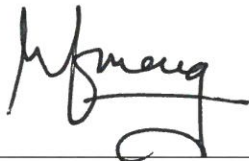
MINUTES OF THE TWENTY-SEVENTH GENERAL MEETING –cont.

general meeting of the Company or the expiry of the period within which the next annual general meeting of the Company is required by law to be held (whichever is earlier), unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, but shall not prejudice the completion of purchase(s) by the Company before that aforesaid expiry date and in any event in accordance with the provisions of the Listing Requirements and other relevant authorities.

TERMINATION

There being no further business, the meeting terminated at 12:00 p.m. with a vote of thanks to the Chair.

CONFIRMED



CHAIRMAN

Date: 5 July 2018

BINA PURI HOLDINGS BERHAD
(207184X)

Twenty-Seventh Annual General Meeting
Ground Floor, Wisma Bina Puri, 88, Jalan Bukit Idaman 8/1,
Bukit Idaman, 68100 Selayang, Selangor
On 28-June-2018 at 11:00AM

Result On Voting By Poll

Resolution(s)	Vote For		Vote Against		Total Votes	
	No of Units	%	No of Units	%	No of Units	%
Ordinary Resolution 1	89,030,512	99.993	5,800	0.007	89,036,312	100.000
Ordinary Resolution 2	89,031,512	99.995	4,800	0.005	89,036,312	100.000
Ordinary Resolution 3	89,019,412	99.981	16,900	0.019	89,036,312	100.000
Ordinary Resolution 4	89,019,512	99.981	16,800	0.019	89,036,312	100.000
Ordinary Resolution 5	89,032,812	99.995	4,800	0.005	89,037,612	100.000
Ordinary Resolution 6	48,574,832	99.988	5,800	0.012	48,580,632	100.000
Ordinary Resolution 7	89,032,812	99.995	4,800	0.005	89,037,612	100.000
Ordinary Resolution 8	48,575,832	99.990	4,800	0.010	48,580,632	100.000
Ordinary Resolution 9	88,632,812	99.995	4,800	0.005	88,637,612	100.000
Ordinary Resolution 10	89,031,812	99.993	5,800	0.007	89,037,612	100.000
Ordinary Resolution 11	89,021,512	99.982	16,100	0.018	89,037,612	100.000
Ordinary Resolution 12	89,037,612	100.000	0	0.000	89,037,612	100.000

