

# MINDA GLOBAL BERHAD

(Company No. 1209985-V)

(Incorporated in Malaysia)

**MINUTES OF THE FIRST ANNUAL GENERAL MEETING OF THE COMPANY HELD AT ASIA METROPOLITAN UNIVERSITY, 3517, JALAN TEKNOKRAT 5, CYBER 5, 63000 CYBERJAYA, SELANGOR DARUL EHSAN, ON WEDNESDAY, 27 JUNE 2018 AT 2.00 P.M.**

---

**PRESENT** : **Members of the Board**  
General Tan Sri Dato' Seri Shahrom Bin Dato' Hj. Nordin (Rtd.) (*Chairman*)  
Tan Sri Dato' Dr Palaniappan A/L Ramanathan Chettiar  
Tan Sri Datuk (Dr.) Rafiah Binti Salim  
Professor Colonel Tan Sri Datuk Wira Dr. Hj. Mohd Shukor Bin Hj. Mahfar  
Dato' Tan Choon Hwa @ Esther Tan Choon Hwa  
Mr Sanjeev Nanavati

**IN ATTENDANCE** : **Shareholders and Proxies**  
As per Attendance List attached

: **Company Secretary**  
Ms Wong Youn Kim

## 1. CHAIRMAN

- 1.1 The Chairman, General Tan Sri Dato' Seri Shahrom Bin Dato' Hj. Nordin (Rtd.) took the Chair and extended a warm welcome to all present at the First Annual General Meeting of the Company.

## 2. PRESENTATION ON GROUP PERFORMANCE OF THE GROUP

- 2.1 Before calling the meeting to order, Tan Sri Dato' Dr Palaniappan A/L Ramanathan Chettiar, the Group Managing Director and Group Chief Executive Officer presented to the shareholders the Group Performance of the Group as annexed herewith and marked Appendix "A".
- 2.2 Mr Tok Kok Boon, a Shareholder of the Company expressed his view that China is a huge market especially currently Xiamen University has a pressure in Malaysia. The Company should look into this market segment.

The Management took note of this and will work towards this direction accordingly.

- 2.3 Mr Muniandy A/L Karishnan enquired on the properties or assets of the Company whether they have been fully utilised or tenanted and how the Company plans to reduce the risk for those properties. Further, how do the Company compete with other universities such as Xiamen University which is quite good with their programmes.

In reply, Tan Sri Dato' Dr Palaniappan said that the Company has three blocks of buildings in Kota Bahru and one of the building is occupied by the Company, two have been rented out to an international school. The Company was trying to lease or sell the facilities in Cheras and Kota Bahru, but facing difficulties to dispose it off. In addition, Tan Sri Dato' Dr Palaniappan informed that property in Ipoh is located in industrial area and hence need to

move out the school.

The Management benchmark against other universities such as Xiamen University franchise some of the programmes that will make the University become more competitive.

### **3. QUORUM**

- 3.1 The requisite quorum being present as confirmed by the Company Secretary, Tan Sri Chairman declared the meeting duly convened at 2.00 p.m.

### **4. NOTICE OF MEETING**

- 4.1 The notice convening the meeting has been sent to all the shareholders of the Company in accordance with the Company's Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and the Notice of meeting having been circulated was taken as read. This was duly seconded by Mr Toh Kok Boon.
- 4.2 Before proceeding with the first item of the agenda, Tan Sri Chairman invited the Company Secretary to explain the proceedings of the meeting and the voting procedures.
- 4.3 The Company Secretary informed that the business to be transacted at the meeting involved the moving and passing of nine (9) proposed Resolutions which require a vote by simple majority of the members or their proxies present to approve. Pursuant to Paragraph 8.29A of the MMLR, all resolutions set out in the notice of any general meeting would be voted by way of poll.
- 4.4 The Company Secretary further informed that a proposer and a seconder is required for each motion before putting it to vote and the poll for the proposed resolutions would be taken at the end of the meeting.

### **ORDINARY BUSINESS :**

#### **5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD FROM 23 NOVEMBER 2016 (DATE OF INCORPORATION) TO 31 DECEMBER 2017 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS**

- 5.1 The first item on the Agenda was to receive the Audited Financial Statements of the Company for the financial period from 23 November 2016 (Date of Incorporation) to 31 December 2017 together with the Reports of the Directors and Auditors.
- 5.2 Dato' Chairman invited questions from the shareholders regarding the Audited Financial Statements.
- 5.3 There were no questions from the floor.
- 5.4 As there were no questions, Tan Sri Chairman declared that the Audited Financial Statements of the Company for the financial period from 23 November 2016 (Date of Incorporation) to 31 December 2017 together with the Reports of the Directors and Auditors were taken as laid

before the meeting pursuant to Section 340(1)(a) of the Companies Act 2016.

**6. PAYMENT OF DIRECTORS' FEES AND MEETING ALLOWANCES PAYABLE TO THE NON-EXECUTIVE DIRECTORS FROM 9 JANUARY 2018 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY – RESOLUTION 1**

- 6.1 Ordinary Resolution 1 – Payment of Directors' fees of up to RM5,500.00 per month payable to the Directors of the Company and its subsidiaries with effect from 9 January 2018 was tabled before the meeting.
- 6.2 Further to approve the meeting allowance of RM500.00 for each meeting payable to all the Directors of the Company attending Audit and Risk Management Committee Meeting, Board of Directors' Meeting, Nomination and Remuneration Committee Meeting, Annual General Meeting and/or Extraordinary General Meeting with effect from 9 January 2018 and additional of RM500.00 payable to the Chairman of the Board and Committees.
- 6.3 Upon Ordinary Resolution 1 being duly proposed by Mr Tok Kok Boon and seconded by Mr Muniandy A/L Karishnan, the motion to approve the payment of Directors' fees and meeting allowances payable to Non-Executive Directors from 9 January 2018 until the conclusion of the next Annual General Meeting would be voted by way of poll.

**7. RE-ELECTION OF GENERAL TAN SRI DATO' SERI SHAHROM BIN DATO' HJ. NORDIN (RTD.) AS DIRECTOR - RESOLUTION 2**

- 7.1 Ordinary Resolution 2 – Re-election of General Tan Sri Dato' Seri Shahrom Bin Dato' Hj. Nordin (Rtd.) as Director of the Company pursuant to Article 103 of the Company's Constitution was tabled before the meeting.
- 7.2 As Tan Sri Chairman involved the interest in the proposed resolution, therefore Tan Sri Dato' Dr Palaniappan A/L Ramanathan Chettiar was invited to take over the Chair to put forth the motion to re-elect General Tan Sri Dato' Seri Shahrom Bin Dato' Hj. Nordin (Rtd.) as Director of the Company pursuant to Article 103 of the Company's Constitution.
- 7.3 Upon Ordinary Resolution 2 being duly proposed by Mr Muniandy A/L Karishnan and seconded by Puan Zalina Mat Zin, the motion to re-elect General Tan Sri Dato' Seri Shahrom Bin Dato' Hj. Nordin (Rtd.) as Director of the Company pursuant to Article 103 of the Company's Constitution would be voted by way of poll.

**8. RE-ELECTION OF TAN SRI DATO' DR PALANIAPPAN A/L RAMANATHAN CHETTIAR AS DIRECTOR - RESOLUTION 3**

- 8.1 Ordinary Resolution 3 – Re-election of Tan Sri Dato' Dr Palaniappan A/L Ramanathan Chettiar as Director of the Company pursuant to Article 103 of the Company's Constitution was tabled before the meeting.

8.2 Upon Ordinary Resolution 3 being duly proposed by Mr Muniandy A/L Karishnan and seconded by Mr Toh Kok Boon, the motion to re-elect Tan Sri Dato' Dr Palaniappan A/L Ramanathan Chettiar as Director of the Company pursuant to Article 103 of the Company's Constitution would be voted by way of poll.

**9. RE-ELECTION OF TAN SRI DATUK (DR.) RAFIAH BINTI SALIM - RESOLUTION 4**

9.1 Ordinary Resolution 4 – Re-election of Tan Sri Datuk (Dr.) Rafiah Binti Salim as Director of the Company pursuant to Article 103 of the Company's Constitution was tabled before the meeting.

9.2 Upon Ordinary Resolution 4 being duly proposed by Ms Piriya A/P Arumugam and seconded by Mr Muniandy A/L Karishnan, the motion to re-elect Tan Sri Datuk (Dr.) Rafiah Binti Salim as Director of the Company pursuant to Article 103 of the Company's Constitution would be voted by way of poll.

**10. RE-ELECTION OF PROFESSOR COLONEL TAN SRI DATUK WIRA DR HJ. MOHD SHUKOR BIN HAJI MAHFAR AS DIRECTOR - RESOLUTION 5**

10.1 Ordinary Resolution 5 – Re-election of Professor Colonel Tan Sri Datuk Wira Dr Hj. Mohd Shukor Bin Haji Mahfar as Director of the Company pursuant to Article 103 of the Company's Constitution was tabled before the meeting.

10.2 Upon Ordinary Resolution 5 being duly proposed by Mr Muniandy A/L Karishnan and seconded by Mr Toh Kok Boon, the motion to re-elect Professor Colonel Tan Sri Datuk Wira Dr Hj. Mohd Shukor Bin Haji Mahfar as Director of the Company pursuant to Article 103 of the Company's Constitution would be voted by way of poll.

**11. RE-ELECTION OF DATO' TAN CHOON HWA @ ESTHER TAN CHOON HWA AS DIRECTOR - RESOLUTION 6**

11.1 Ordinary Resolution 6 – Re-election of Dato' Tan Choon Hwa @ Esther Tan Choon Hwa as Director of the Company pursuant to Article 103 of the Company's Constitution was tabled before the meeting.

11.2 Upon Ordinary Resolution 6 being duly proposed by Puan Zalina Mat Zin and seconded by Ms Piriya A/P Arumugam, the motion to re-elect Dato' Tan Choon Hwa @ Esther Tan Choon Hwa as Director of the Company pursuant to Article 103 of the Company's Constitution would be voted by way of poll.

**12. RE-ELECTION OF MR SANJEEV NANAVATI AS DIRECTOR - RESOLUTION 7**

12.1 Ordinary Resolution 7 – Re-election of Mr Sanjeev Nanavati as Director of the Company pursuant to Article 103 of the Company's Constitution was tabled before the meeting.

- 12.2 Upon Ordinary Resolution 7 being duly proposed by Ms Ow Yin Lee and seconded by Mr Toh Kok Boon, the motion to re-elect Mr Sanjeev Nanavati as Director of the Company pursuant to Article 103 of the Company's Constitution would be voted by way of poll.

**13. RE-APPOINTMENT OF MESSRS BAKER TILLY MONTEIRO HENG AS AUDITORS – RESOLUTION 8**

- 13.1 Ordinary Resolution 8 – Re-appointment of Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorise the Directors to fix their remuneration was tabled before the meeting. The retiring Auditors have indicated their willingness to continue in office.
- 13.2 Upon Ordinary Resolution 8 being duly proposed by Muniandy A/L Karishnan and seconded by Ms Ow Yin Lee, the motion to re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company for the ensuing financial year at a remuneration to be fixed by the Directors would be voted by way of poll.

**SPECIAL BUSINESS :**

**14. AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 – RESOLUTION 9**

- 14.1 Ordinary Resolution 9 – Authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 was tabled before the meeting.
- 14.2 Upon Ordinary Resolution 9 being duly proposed by Mr Tok Kok Boon and seconded by Ms Ow Yin Lee, the motion to authorise the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 would be voted by way of poll.

**15. ANY OTHER BUSINESS**

- 15.1 Tan Sri Chairman informed the shareholders that the Company did not receive any notice to transact any other business.
- 15.2 The meeting then proceeded with the poll for the Resolutions as set out in the Notice of meeting and Tan Sri Chairman called upon the Company Secretary to brief the shareholders on the polling procedures.
- 15.3 The Company Secretary informed the shareholders that Symphony Share Registrars Sdn Bhd was the Poll Administrator conducting the polling process and Niche & Milestones International Sdn Bhd was the appointed Scrutineer to verify the poll results.
- 15.4 She then briefed all present at the meeting on the polling procedures which was conducted by way of manual polling.

**16. ADJOURNMENT OF MEETING FOR POLL VOTING**

16.1 The meeting was adjourned at 2.45 p.m. for the poll voting to commence immediately.

**17. RE-CONVENING OF MEETING AND ANNOUNCEMENT OF RESULTS**

17.1 The meeting was re-convened at 3.00 p.m. for the announcement of the results of the poll voting by Tan Sri Chairman.

17.2 The results of the poll were as follows :

Ordinary Resolutions	Votes For		Votes Against		Votes Abstain	Total Votes		Results
	No. of Shares	%	No. of Shares	%	No. of Shares	No. of Shares	%	
Resolution 1	766,745,533	100.00	-	0.00	-	766,745,533	100.00	Carried
Resolution 2	766,745,533	100.00	-	0.00	-	766,745,533	100.00	Carried
Resolution 3	60,245,321	100.00	-	0.00	706,500,212	766,745,533	100.00	Carried
Resolution 4	766,745,533	100.00	-	0.00	-	766,745,533	100.00	Carried
Resolution 5	766,745,533	100.00	-	0.00	-	766,745,533	100.00	Carried
Resolution 6	766,745,533	100.00	-	0.00	-	766,745,533	100.00	Carried
Resolution 7	766,745,533	100.00	-	0.00	-	766,745,533	100.00	Carried
Resolution 8	766,745,533	100.00	-	0.00	-	766,745,533	100.00	Carried
Resolution 9	706,745,533	100.00	-	0.00	60,000,000	766,745,533	100.00	Carried

17.3 Tan Sri Chairman declared that all the nine (9) Resolutions as set out in the Notice of meeting were approved by the shareholders as follows :

**Resolution 1**

That the payment of Directors' fees of up to RM5,500.00 per month payable to the Directors of the Company and its subsidiaries with effect from 9 January 2018 be and is hereby approved.

That the meeting allowance of RM500.00 for each meeting payable to all the Directors of the Company attending Audit and Risk Management Committee Meeting, Board of Directors' Meeting, Nomination and Remuneration Committee Meeting, Annual General Meeting and/or Extraordinary General Meeting with effect from 9 January 2018 and additional of RM500.00 payable to the Chairman of the Board and Committees be and is hereby approved.

**Resolution 2**

That General Tan Sri Dato' Seri Mohd Shahrom Bin Dato' Hj Nordin who retires pursuant to Article 130 of the Company's Constitution be and is hereby re-elected as Director of the Company.

**Resolution 3**

That Tan Sri Dato' Dr Palaniappan A/L Ramanathan Chettiar who retires pursuant to Article 130 of the Company's Constitution be and is hereby re-elected as Director of the Company.

**Resolution 4**

That Tan Sri Datuk (Dr.) Rafiah Binti Salim who retires pursuant to Article 130 of the Company's Constitution be and is hereby re-elected as Director of the Company.

**Resolution 5**

That Tan Sri Datuk Wira Dr Mohd Shukor Mahfar who retires pursuant to Article 130 of the Company's Constitution be and is hereby re-elected as Director of the Company.

**Resolution 6**

That Dato' Tan Choon Hwa @ Esther Tan Choon Hwa who retires pursuant to Article 130 of the Company's Constitution be and is hereby re-elected as Director of the Company.

**Resolution 7**

That Mr Sanjeev Nanavati who retires pursuant to Article 130 of the Company's Constitution be and is hereby re-elected as Director of the Company.

**Resolution 8**

That Messrs Baker Tilly Monteiro Heng who have indicated their willingness to continue in office as Auditors of the Company be and are hereby re-appointed as Auditors of the Company for the ensuing year at a remuneration to be fixed by the Directors.

**Resolution 9**

That subject always to the Companies Act 2016, Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time 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 pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of issue AND THAT the Directors be and are also empowered to obtain all necessary approvals from the relevant authorities for the issuance and listing of and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

**18. CLOSE OF MEETING**

18.1 The meeting closed at 3.05 p.m. with a vote of thanks to the Chair.

**CONFIRMED AS THE CORRECT RECORD  
OF THE PROCEEDINGS THEREAT**

  
.....  
**GENERAL TAN SRI DATO' SERI MOHD  
SHAHROM BIN DATO' HJ NORDIN  
CHAIRMAN**