

**MWE HOLDINGS BERHAD (5713-D)**  
(Incorporated in Malaysia)

SUMMARY OF KEY MATTERS DISCUSSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE COMPANY'S REGISTERED OFFICE, NO. 846 JALAN BESAR, SUNGAI BAKAP, 14200 SUNGAI JAWI, PULAU PINANG ON FRIDAY, 26 AUGUST 2016 AT 10:30 A.M.

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**ATTENDANCE**

1. All members of the Board of Directors
2. Company Secretary
3. Management Team of MWE Holdings Berhad
4. Representative from Messrs Ernst & Young
5. Representative from Corporate Streets Sdn Bhd, the appointed Independent Scrutineer
6. Shareholders/Proxies/Invitees and others as per Attendance List.

**CHAIRMAN**

Tan Sri Dato' Seri (Dr) Aseh bin Hj. Che Mat

**NOTICE OF MEETING**

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

Before proceeding with the items on the Agenda, the Company Secretary explained that Bursa Malaysia Listing Requirements requires that all resolutions set out in the Notice of general meetings be voted by poll. In view of this, all the resolutions in this meeting were to be put to vote by poll and all the votes casted were to be validated by the appointed independent scrutineer, Corporate Streets Sdn Bhd.

**AGENDA 1**

**AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

This Agenda is meant for discussion only. This Agenda item is not a business which requires a resolution to be put to the votes by shareholders.

The Audited Financial Statements for the financial year ended 31 March 2016 together with the Reports of Directors and Auditors were received and noted by the shareholders.

No matters were raised by the shareholders on this Agenda.

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Summary of Key Matters discussed at the Annual General Meeting held on 26 August 2016

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**AGENDA 2**

**RE-ELECTION OF DIRECTORS WHO RETIRE BY ROTATION PURSUANT TO ARTICLE 109 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

**ORDINARY RESOLUTION 1** on re-election of Mr Tang King Hua as Director of the Company pursuant to Article 109 of the Company's Articles of Association was approved by the shareholders.

**ORDINARY RESOLUTION 2** on re-election of Dato' Yogesvaran T- Arianayagam as Director of the Company pursuant to Article 109 of the Company's Articles of Association was approved by the shareholders.

No matters were raised by the shareholders on this Agenda.

**AGENDA 3**

**PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016**

**ORDINARY RESOLUTION 3** on the payment of Directors' Fees of RM432,000 for the financial year ended 31 March 2016 was approved by the shareholders.

No matters were raised by the shareholders on this Agenda.

**AGENDA 4**

**RE-APPOINTMENT OF MESSRS ERNST & YOUNG AS AUDITORS OF THE COMPANY**

**ORDINARY RESOLUTION 4** to re-appoint Messrs Ernst & Young as Auditors of the Company for the ensuing year and to authorize the Board of Directors to fix their remuneration was approved by the shareholders.

No matters were raised by the shareholders on this Agenda.

**AGENDA 5**

**i) CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**

**ORDINARY RESOLUTION 5** on the retention of Dato' Lawrence Lim Swee Lin, who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years continued to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting was approved by the shareholders.

No matters were raised by the shareholders on this Agenda.

**ORDINARY RESOLUTION 6** on the retention of Mr Tan Chor Teck, who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years continued to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting was approved by the shareholders.

No matters were raised by the shareholders on this Agenda.

**ii) RENEWAL OF AUTHORITY TO ISSUE AND ALLOT SHARES**

**ORDINARY RESOLUTION 7** on authority for the Directors to issue and allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company for the time being, was approved by the shareholders.

No matters were raised by the shareholders on this Agenda.

**iii) RENEWAL OF THE PROPOSED SHARE BUY-BACK**

**ORDINARY RESOLUTION 8** on the renewal of Proposed Share Buy-Back which will empower the Directors of the Company to buy back its shares from Bursa Malaysia Securities Berhad and/or hold from time to time shares of the Company not exceeding ten percent (10%) of the issued and paid-up share capital of the Company and this authority will, unless revoked or varied by the Company at a General Meeting, expire at the next annual general meeting was approved by the shareholders.

No matters were raised by the shareholders on this Agenda.

**AGENDA 6**

**ANY OTHER BUSINESS**

On confirmation by the Company Secretary, Tan Sri Chairman informed that the Company had not received any notice to transact and other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

**POLLING PROCESS**

Before commencement of poll voting, the Company Secretary explained the procedure for the conduct of the poll and use of the poll voting forms that were given to each shareholder/proxy during their registration for this AGM.

The results of the poll were verified by the appointed scrutineer, Corporate Streets Sdn Bhd.

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Summary of Key Matters discussed at the Annual General Meeting held on 26 August 2016

**ANNOUNCEMENT OF POLL RESULTS**

Tan Sri Chairman announced the duly declared results of the poll which were carried as follows:

ORDINARY RESOLUTIONS	VOTE "FOR"		VOTE "AGAINST"		RESULTS
	No. of Votes	%	No. of Votes	%	
<b>Resolution 1</b> To re-elect Mr Tang King Hua as Director of the Company	139,902,419	100.00	0	0.00	Carried
<b>Resolution 2</b> To re-elect Dato' Yogesvaran T. Arianayagam as Director of the Company	154,000,719	100.00	0	0.00	Carried
<b>Resolution 3</b> To approve the payment of Directors' Fees	141,442,919	100.00	0	0.00	Carried
<b>Resolution 4</b> To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration	154,000,719	100.00	0	0.00	Carried
<b>Resolution 5</b> To retain Dato' Lawrence Lim Swee Lin as Independent Non-Executive Director of the Company	153,991,719	100.00	0	0.00	Carried
<b>Resolution 6</b> To retain Mr Tan Chor Teck as Independent Non-Executive Director of the Company	153,530,719	100.00	0	0.00	Carried
<b>Resolution 7</b> To authorise the Directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965	154,000,719	100.00	0	0.00	Carried
<b>Resolution 8</b> To approve the renewal of proposed Share Buy-Back	154,000,719	100.00	0	0.00	Carried

**CLOSE OF MEETING**

Other than passing the above resolutions, there were no other matters raised by the shareholders and no other business to be transacted; and the meeting closed with a vote of thanks to the Chair.