

T7 GLOBAL BERHAD (662315-U)
(Incorporated in Malaysia)

Minutes of the Fourteenth Annual General Meeting of the Company held at Dewan Cempaka, Kelab Darul Ehsan, Taman Tun Abdul Razak, Jalan Kerja Air Lama, 68000 Ampang Jaya, Selangor Darul Ehsan on Tuesday, 26 June 2018 at 10.30 a.m.

- Members** : As per attendance list
- Proxies** : As per attendance list
- Directors** : Datuk Seri Dr. Nik Norzrul bin N. Hassan Thani (Chairman)
Tan Sri Datuk Seri Tan Kean Soon
Datuk Sheikh Fahmi bin Sheikh Jaafar
Ms Tan Sam Eng
Ir Abd Rashid bin Md Sidek
Mr. Tan Kay Vin
- In Attendance** : Ms Seow Fei San (Company Secretary)

NOTICE

The Chairman welcomed the members to the Company's Fourteenth Annual General Meeting ("AGM") and declared that the notice convening the meeting having been circulated earlier to all the members of the Company within the prescribed period be taken as read.

QUORUM

Upon confirmation of the presence of the requisite quorum, the Chairman called the meeting to order at 10.30 a.m.

The Executive Director, Mr. Tan Kay Vin was invited to make a brief presentation of the Group and its business overview.

The Meeting was informed that all proposed resolutions set out in the notice of Annual General Meeting would be put to consideration through voting by poll.

The voting process for all proposed resolutions would be carried out after the discussion of all agenda items of the meeting.

The members present noted the above and the Chairman proceeded with the business of the meeting.

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

The Audited Financial Statements together with the Reports of the Directors and Auditors for the financial year ended 31 December 2017 (“AFS”) having been circulated to all the members of the Company within the prescribed period were tabled to the meeting.

The Chairman then invited the members to put forth questions on the reports and accounts.

After dealing with questions raised by a shareholder and the AFS having been duly laid before the meeting, the Chairman declared the completion of the business of this agenda.

2. PAYMENT OF DIRECTORS’ BENEFITS

The Chairman proceeded to the second item on the agenda which was to approve the payment of Directors’ benefits.

The following resolution was put to the meeting for consideration:

“THAT the payment of Directors’ fees and benefits of up to RM317,000 payable to non-executive directors for the period from 27 June 2018 to the next Annual General Meeting be and is hereby approved.”

The Chairman then invited the members to put forth questions and as there was no question from the floor, the Meeting moved on to the next agenda item.

3. RE-ELECTION OF DIRECTORS

The Chairman informed the Meeting that the next agenda item was on the re-election of Directors pursuant to the Company’s Constitution.

The Meeting was further informed that the proposed Ordinary Resolution 5 on re-election of Encik Ahmad Syafiq Hazieq bin Ahmad Zahid would not be put to the meeting for consideration as the said proposed resolution was no longer relevant due to the resignation of Encik Ahmad Syafiq Hazieq bin Ahmad Zahid as a Director of the Company with effect from 1 June 2018.

The Chairman informed the members that the following Directors were to retire by rotation pursuant to the Company’s Constitution and being eligible, had offered themselves for re-election:

- i) Datuk Seri Dr. Nik Norzrul Thani bin N. Hassan Thani (Article 103)

- ii) Tan Sri Datuk Seri Tan Kean Soon (Article 103)
- iii) Mr. Tan Kay Vin (Article 109)

The following resolutions were put to the meeting for consideration:

3.1 ORDINARY RESOLUTION 2

“THAT Datuk Seri Dr. Nik Norzrul Thani bin N. Hassan Thani retiring pursuant to Article 103 of the Company’s Constitution, be and is hereby re-elected as the Director of the Company.”

3.2 ORDINARY RESOLUTION 3

“THAT Tan Sri Datuk Seri Tan Kean Soon retiring pursuant to Article 103 of the Company’s Constitution, be and is hereby re-elected as the Director of the Company.”

3.3 ORDINARY RESOLUTION 4

“THAT Mr. Tan Kay Vin retiring pursuant to Article 109 of the Company’s Constitution, be and is hereby re-elected as the Director of the Company.”

The Chairman invited the members to put forth questions. As there was no question from the floor, the Chairman moved on to the next agenda item.

4. APPOINTMENT OF AUDITORS

The Meeting proceeded to consider the re-appointment of Auditors and authorise the Directors to fix their remuneration. It was informed that the Auditors, Messrs. SJ Grant Thornton which now under new practice name of Messrs. Grant Thornton Malaysia had expressed their willingness to continue office.

The following resolution was put to the meeting for consideration:

“THAT Messrs. SJ Grant Thornton be and are hereby appointed as auditors of the Company under the new practice name of Messrs. Grant Thornton Malaysia to hold office until the conclusion of the next annual general meeting at a remuneration to be determine by the Directors.”

The Chairman invited the members to put forth questions. As there was no question from the floor, the Chairman moved on to the next agenda item.

5. AUTHORITY TO ALLOT SHARES

The Meeting proceeded to consider the Ordinary Resolution on giving authority to the Directors to allot shares.

The proposed Ordinary Resolution 7 as detailed hereunder was put to meeting for consideration:

“THAT pursuant to Section 75 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and under 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 allotted does not exceed 10 per centum of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment.”

The Chairman invited the members to put forth questions. As there was no question from the floor, the Chairman moved on to the next agenda item.

6. PROPOSED RENEWAL AND NEW SHAREHOLDERS’ MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The Chairman briefed the Meeting on the subject matter. He then invited the members to put forth questions on the Proposed Renewal and New Shareholders’ Mandate for Additional Recurrent Related Party Transactions of A Revenue or Trading Nature (“Proposed Shareholders’ Mandate”)

The Meeting was informed that Tan Sri Datuk Tan Kean Soon, the Executive Deputy Chairman and Mr. Tan Kay Vin, an Executive Director of the Company had interest in the Proposed Shareholders’ Mandate, thus both of them and persons connected to them would abstain from voting on the proposed resolution.

As there was no question from the floor, the proposed Ordinary Resolution 8 as detailed hereunder was put to meeting for consideration:

“THAT, subject to the Companies Act 2016 (“Act”), the Constitution of the Company and the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group (“Related Parties”) as specified in Section 2.5 of Proposed Shareholders’ Mandate in the Circular to Shareholders dated 30 April 2018 (“Recurrent RPTs”) provided that such transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders,

("RRPT Mandate").

AND THAT such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed; or
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340 of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by shareholders in a general meeting; or

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate."

As there was no due notice received in accordance with the Companies Act 2016, the Meeting proceeded to take the poll on the seven (7) resolutions tabled.

7. TAKING OF POLL AND DECLARATION OF POLL RESULTS

The Chairman briefed the Meeting on the procedure on poll taking.

It was informed to the Meeting that Asia Securities Sdn. Bhd. had been appointed as independent scrutineer to scrutinise the counting of the votes.

After the members and proxies present had cast their votes, the meeting was adjourned at 10.55 a.m. to facilitate the counting of votes. The members and proxies were informed that the meeting would resume after 30 minutes or until the completion of the counting of the votes for declaration of the result of the poll.

The meeting resumed at 11.25 a.m. and the results of the poll were as follows:

<u>Ordinary Resolution 1</u>	<u>No. of Votes</u>	<u>%</u>
Votes in favour	232,442,479	100.00
Votes against	0	0.00
TOTAL VOTES	232,442,479	100.00

<u>Ordinary Resolution 2</u>	<u>No. of Votes</u>	<u>%</u>
Votes in favour	232,442,479	100.00
Votes against	0	0.00
TOTAL VOTES	232,442,479	100.00

<u>Ordinary Resolution 3</u>	<u>No. of Votes</u>	<u>%</u>
Votes in favour	232,442,479	100.00
Votes against	0	0.00
TOTAL VOTES	232,442,479	100.00

<u>Ordinary Resolution 4</u>	<u>No. of Votes</u>	<u>%</u>
Votes in favour	232,442,479	100.00
Votes against	0	0.00
TOTAL VOTES	232,442,479	100.00

<u>Ordinary Resolution 6</u>	<u>No. of Votes</u>	<u>%</u>
Votes in favour	232,442,479	100.00
Votes against	0	0.00
TOTAL VOTES	232,442,479	100.00

<u>Ordinary Resolution 7</u>	<u>No. of Votes</u>	<u>%</u>
Votes in favour	232,442,479	100.00
Votes against	0	0.00
TOTAL VOTES	232,442,479	100.00

<u>Ordinary Resolution 8</u>	<u>No. of Votes</u>	<u>%</u>
Votes in favour	174,239,029	100.00
Votes against	0	0.00
TOTAL VOTES	232,442,479	100.00

The Chairman then declared the following resolutions carried:

1. Ordinary Resolution 1 re: Payment of Directors' Fees and Benefits
2. Ordinary Resolution 2 re: Re-election of Datuk Seri Dr. Nik Norzrul Thani bin N. Hassan Thani as Director of the Company
3. Ordinary Resolution 3 re: Re-election of Tan Sri Datuk Seri Tan Kean Soon as Director of the Company
4. Ordinary Resolution 4 re: Re-election of Mr. Tan Kay Vin as Director of the Company
5. Ordinary Resolution 6 re: Appointment of Auditors and Authorise the Directors to Fix Remuneration
6. Ordinary Resolution 7 re: Authority to Allot Shares
7. Ordinary Resolution 8 re: Proposed Renewal and New Shareholders' Mandate for Additional Recurrent Related Party Transactions of A Revenue or Trading Nature

CLOSURE

There being no further business, the meeting was closed at 11.30 a.m. with a vote of thanks to the Chair.

CONFIRMED AS CORRECT BY



CHAIRMAN

Dated: 21 August 2018