

**QL RESOURCES BERHAD**  
**Registration No. 199701013419 (428915-X)**  
(Incorporated in Malaysia)

Minutes of the Company's 23<sup>rd</sup> Annual General Meeting conducted entirely through live streaming from the broadcast venue at QL Training Hall, No. 16A, Jalan Astaka U8/83, Bukit Jelutong, 40150 Shah Alam, Selangor (“**Broadcast Venue**”) on Tuesday, 29 September 2020 at 10.00 a.m.

Chairman : Dr Chia Song Kun (“Dr Chia”/“Chairman”)

Present Mr Chia Song Kooi (“SKooi”)  
Mr Low Teng Lum  
Mr Chia Seong Pow  
Mr Chia Song Swa  
Mr Chia Lik Khai  
Mr Chia Seong Fatt  
Mr Chia Mak Hooi, Mark  
Mr Cheah Juw Teck, Eric  
Prof. Datin Paduka Setia Dato’ Dr Aini Binti Ideris  
Ms Kow Poh Gek  
Ms Chan Wai Yen, Millie  
Ms Cynthia Toh Mei Lee  
Mr Wee Beng Chuan

In attendance : Ms Ng Geok Ping, Yvonne (Company Secretary)

The attendance of shareholders, proxies, corporate representatives and invitees are set out as per the attendance list.

**1) CALLING OF MEETING TO ORDER**

The Chairman welcomed all shareholders, proxies, corporate representatives and invitees to QL’s 23<sup>rd</sup> Annual General Meeting (“**Meeting**”) conducted entirely through live streaming and online remote voting via remote participation and voting (“**RPV**”) facilities. He informed that the virtual Meeting is in compliance with Section 327(2) of the Companies Act, 2016 and Clause 72 of the Company’s Constitution.

The Chairman reminded that participation in this Meeting is restricted to shareholders, valid proxy holders and authorised corporate representatives. Accordingly, the proceedings of the Meeting are deemed confidential and only for the information of the relevant parties. To this, he sought the co-operation of all parties not to make any visual or audio recording of this Meeting.

The Chairman then proceeded to introduce the Board members and the Company Secretary who joined the Meeting from the Broadcast Venue, the representatives of KPMG PLT and Deloitte Risk Advisory Sdn. Bhd., who joined the Meeting via remote participation.

2) **QUORUM AND NOTICE OF MEETING**

There being a quorum present, the Chairman declared the Meeting duly convened. With the notice taken as read, the Chairman proceeded to the Agenda proper.

3) **PROXY**

The Company Secretary reported that there were 393 proxy forms including certificates of representatives representing 1,183,737,385 ordinary shares or 72.96% of the issued ordinary shares of the Company.

4) **VOTING PROCEDURE**

The Chairman informed the Meeting that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions would be put to vote by poll, to be conducted via online remote voting on TIIH Online.

The Company had appointed Tricor Investor & Issuing House Services Sdn. Bhd. (“**TIIH**”) as the Poll Administrator to conduct the polling voting electronically, and Deloitte Risk Advisory Sdn. Bhd. as an Independent Scrutineer to verify the poll results.

The polling process for all resolutions had commenced from the start of the Meeting at 10.00 a.m.

At this juncture, a video presentation by TIIH on the e-voting process using TIIH Online was shared with shareholders.

The Chairman informed the Meeting that shareholders may raise any questions on the resolutions of the Meeting by transmitting them via the Query Box at any time of this Meeting until the announcement on the closure of question and answer (“**Q&A**”) session. He stated that the Board will endeavour to respond to the questions submitted during this Meeting; if there is a time constraint, responses to the questions will be emailed to shareholders at the Company’s earliest possible time after closure of this Meeting.

5) **AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020 TOGETHER WITH THE DIRECTORS’ AND AUDITORS’ REPORT (“AFS”)**

The Chairman informed the shareholders that the AFS is meant for discussion only pursuant to Section 340(1) of the Companies Act, 2016 and is not put to vote.

The Chairman then invited SKooi, the Group Managing Director to give the presentation of QL Group’s businesses and outlook, which covered the following areas as set out in “**Appendix A**” enclosed herein:-

- a) Performance Review of FY 2020 vs FY 2019;
- b) Operational highlights for FY2020;
- c) Summary of 1<sup>st</sup> quarter FY2021 financial results;
- d) Update on effect of Covid-19; and
- e) Overall outlook for FY2021.

After the abovementioned presentation, the Chairman informed the shareholders that the Company has received a letter from Minority Shareholder Watchdog Group (“**MSWG**”) dated 21 September 2020, where the Company will respond to MSWG’s letter under Q&A session later. Thereafter, the AFS were received by the shareholders following the completion of this session.

## 6) **CONDUCT FOR ALL RESOLUTIONS**

The Chairman proceeded with the remaining agendas of the Meeting.

For Ordinary Resolution 2, the Chairman invited the Group Managing Director to take the Chair, as he is interested in the resolution.

On Resolution no. 11, the Chairman explained to the Meeting that the Board shall seek shareholders’ consent for the renewal of the general authority for the Directors to allot and issue shares pursuant to Section 75 and Section 76 of the Companies Act 2016 as it will give the Board certain level of flexibility to allot and issue shares, as and when the need arises, hence, shareholders’ approval will be appreciated as it will also reduce the time and cost that would be involved in calling for a general meeting.

For Resolution no. 12, the Chairman informed the Meeting that the rationale for the Proposed Bonus Issue was to reward the existing shareholders of the Company for their loyalty and continued support to QL and its subsidiaries, and was carried out in conjunction with QL’s 20 years of listing.

On Resolution no. 13, the Chairman commented that this resolution will allow the Company to purchase up to 10% of QL’s issued and paid-up share capital at the point of purchase on Bursa Malaysia Securities Berhad through the Company’s appointed stockbroker(s).

With regards to the Resolution no. 14, the Company Secretary had advised that the interested Directors, interested major shareholders and persons connected to them must not vote on this resolution.

There were no questions raised by the shareholders/proxies with regards to Ordinary Resolution 1 to 14 other than those stated in **Appendix C**.

7) **ANY OTHER BUSINESS**

The Chairman proceeded with the final item on the Agenda which was to transact any other business

The Company Secretary confirmed that the Company has not received any notice for transaction of any other business at the Meeting.

8) **Q&A SESSION**

In addressing the questions received from MSWG together with questions posed by shareholders prior to the cut-off date on 27 September 2020, the Chairman invited SKooi to share with shareholders the questions posted and the corresponding Company's responses. The questions and responses are recorded in "**Appendix B**".

The Chairman also requested SKooi to address the Q&A received via the Query Box. The questions and responses are enclosed as "**Appendix C**". In view of the interest of time, the Chairman re-iterated that the Company will provide response to the remaining questions after the closure of this Meeting.

9) **POLLING PROCEDURES AND POLLING RESULTS**

At this juncture, the Chairman reminded shareholders to cast their votes as the voting session will be closed in 10 minutes.

At 10.55 a.m., the Chairman declared that the voting session for the Meeting is closed. At the same time, the Meeting was adjourned for Tricor and Deloitte to conduct counting and validating the poll results.

At 11.22 a.m., the Meeting was reconvened by the Chairman for declaration of the polling results. Based on the poll results for the respective resolution as stated below, which has been verified by the Scrutineer, the Chairman declared that all the motions were carried:-

9.1 Payment of a final single tier dividend of 4.50 sen per ordinary share  
(Ordinary Resolution 1)

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	<u>Number of Shares</u>	<u>%</u>
Voted FOR	1,200,908,822	99.9999
Voted AGAINST	500	0.0001
	<u>1,200,909,322</u>	<u>100.00</u>

It was resolved that the payment of a final single tier dividend of 4.50 sen per ordinary share in respect of the financial year ended 31 March 2020 be hereby approved.

9.2 Re-election of Chia Song Kun (Ordinary Resolution 2)

	<u>Number of Shares</u>	<u>%</u>
Voted FOR	1,195,637,312	99.5821
Voted AGAINST	5,018,010	0.4179
	<u>1,200,655,322</u>	<u>100.00</u>

It was resolved that Mr Chia Song Kun who retired as Director in accordance with Clause 124 of the Company's Constitution, be duly re-elected as Director of the Company.

9.3 Re-election of Chia Song Kooi (Resolution 3)

	<u>Number of Shares</u>	<u>%</u>
Voted FOR	1,198,015,456	99.7592
Voted AGAINST	2,891,866	0.2408
	<u>1,200,907,322</u>	<u>100.00</u>

It was resolved that Chia Song Kooi who retired as Director in accordance with Clause 124 of the Company's Constitution, be duly re-elected as Director of the Company.

9.4 Re-election of Kow Poh Gek (Resolution 4)

	<u>Number of Shares</u>	<u>%</u>
Voted FOR	1,200,789,819	99.9999
Voted AGAINST	503	0.0001
	<u>1,200,790,322</u>	<u>100.00</u>

It was resolved that Kow Poh Gek who retired as Director in accordance with Clause 124 of the Company's Constitution, be duly re-elected as Director of the Company.

9.5 Re-election of Low Teng Lum (Ordinary Resolution 5)

	<u>Number of Shares</u>	<u>%</u>
Voted FOR	1,200,728,119	99.9945
Voted AGAINST	66,103	0.0055
	<u>1,200,794,222</u>	<u>100.00</u>

It was resolved that Mr Low Teng Lum who retired as Director in accordance with Clause 129 of the Company's Constitution, be duly re-elected as Director of the Company.

9.6 Re-election of Wee Beng Chuan (Ordinary Resolution 6)

	<u>Number of Shares</u>	<u>%</u>
Voted FOR	1,194,414,545	99.4687
Voted AGAINST	6,379,677	0.5313
	<u>1,200,794,222</u>	<u>100.00</u>

It was resolved that Mr Wee Beng Chuan who retired as Director in accordance with Clause 129 of the Company's Constitution, be duly re-elected as Director of the Company.

9.7 Directors' Fees for FY2020 (Ordinary Resolution 7)

	<u>Number of Shares</u>	<u>%</u>
Voted FOR	1,190,485,131	99.9999
Voted AGAINST	506	0.0001
	<u>1,190,485,637</u>	<u>100.00</u>

It was resolved that the payment of Directors' fees amounting to RM973,500 commencing from 1 October 2020 until the conclusion of the next Annual General Meeting in year 2021, be and is hereby approved.

9.8 Directors' Benefits (Ordinary Resolution 8)

	<u>Number of Shares</u>	<u>%</u>
Voted FOR	1,190,485,131	99.9999
Voted AGAINST	506	0.0001
	<u>1,190,485,637</u>	<u>100.00</u>

It was resolved that the payment of Directors' benefits amounting to RM61,185 from 1 October 2020 until the conclusion of the next Annual General Meeting in year 2021, be and is hereby approved.

9.9 Additional Directors' Fees for FY2020 (Ordinary Resolution 9)

	<u>Number of Shares</u>	<u>%</u>
Voted FOR	1,190,161,625	99.9729
Voted AGAINST	323,012	0.0271
	<u>1,190,484,637</u>	<u>100.00</u>

It was resolved that the additional payment of Directors' fees of RM88,500 following the postponement of the Annual General Meeting in year 2020, be and is hereby approved.

9.10 Re-appointment of Messrs. KPMG PLT (“KPMG”) as Auditors (Resolution 10)

	<u>Number of Shares</u>	<u>%</u>
Voted FOR	1,200,910,719	99.9999
Voted AGAINST	503	0.0001
	<u>1,200,911,222</u>	<u>100.00</u>

It was resolved that Messrs. KPMG be duly re-appointed as Auditors of the Company for the current year and that the Directors be authorised to fix their remuneration.

9.11 Authority to Allot and Issue Shares (Ordinary Resolution 11)

	<u>Number of Shares</u>	<u>%</u>
Voted FOR	1,165,628,308	97.0620
Voted AGAINST	35,282,914	2.9380
	<u>1,200,911,222</u>	<u>100.00</u>

It was resolved that pursuant to Section 75 and Section 76 of the Companies Act 2016, and subject to the approval of all relevant authorities being obtained, 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 purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution 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 the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company.

9.12 Proposed bonus issue of up to 811,219,129 new ordinary shares in QL (“Bonus Share(s)”) on the basis of 1 Bonus Share for every 2 existing ordinary shares in QL held on an entitlement date to be determined and announced later (“Proposed Bonus Issue”) (Ordinary Resolution 12)

	<u>Number of Shares</u>	<u>%</u>
Voted FOR	1,200,912,719	99.9999
Voted AGAINST	503	0.0001
	<u>1,200,913,222</u>	<u>100.00</u>

It was resolved that:-

Subject to the approvals of all relevant regulatory authorities and/or parties (where applicable) being obtained, authority be and is hereby given to the Board of Directors of the Company (“**Board**”) to allot and issue up to 811,219,129 Bonus Shares on the basis of 1 Bonus Share for every 2 existing ordinary shares in QL (“QL Shares”) held by the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the entitlement date to be determined and announced later;

...8/-

Fractional entitlements arising from the Proposed Bonus Issue, if any, will be disregarded, and/or dealt with by the Board in such manner as it may in its absolute discretion deem fit or expedient and in the best interest of the Company;

The Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing QL Shares, save and except that the Bonus Shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the entitlement date precedes the date of allotment of the Bonus Shares;

And the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.

9.13 Proposed Renewal of Share Buy Back Authority (Resolution 13)

	<u>Number of Shares</u>	<u>%</u>
Voted FOR	1,199,761,442	99.9118
Voted AGAINST	1,059,180	0.0882
	<u>1,200,820,622</u>	<u>100.00</u>

It was resolved that:-

Approval be and is hereby given to the Company to from time to time, purchase through Bursa Malaysia Securities Berhad (“Bursa Securities”) such number of ordinary shares in the Company as may be determined by the Directors of the Company upon such terms and conditions as the Directors may deem fit and expedient in the best interests of the Company provided that:

- (1) the aggregate number of shares purchased and/or retained as treasury shares shall not exceed 10% of the total number of issued shares of the Company at the time of purchase;
- (2) the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy Back Authority shall not exceed the Company’s aggregate retained profits;
- (3) such authority from shareholders of the Company will be effective immediately upon passing of this ordinary resolution and will continue to be in force until:-
  - (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time the authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;



- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authority;

Upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to:-

- (a) cancel all or part of the shares so purchased;
- (b) retain all or part of the shares so purchased as treasury shares;
- (c) distribute the treasury shares as share dividends to the Company's shareholders for the time being;
- (d) transfer the treasury shares or any part thereof as purchase consideration and/or for the purposes of or under an employees' share scheme; and/or
- (e) to resell the treasury shares on Bursa Securities;

And authority be and is hereby given to the Directors of the Company to take all such steps as are necessary, including the opening and maintaining of a central depositories account(s) and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to and to implement the Proposed Renewal of Share Buy Back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/ or amendments (if any) as may be required or imposed by the relevant authorities from time to time and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.

9.14 Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of and New RRPT Mandate") (Ordinary Resolution 14)

	<u>Number of Shares</u>	<u>%</u>
Voted FOR	344,417,868	99.9999
Voted AGAINST	503	0.0001
	<u>344,418,371</u>	<u>100.00</u>

It was resolved that:-

Approval be and is hereby given to the Company and its subsidiaries to renew the shareholders' mandate and seek new shareholders' mandate for the recurrent related party transactions of a revenue or trading nature as set out in Part B, Section 2.4 of the Circular to Shareholders dated 27 August 2020 with the related parties described therein which are necessary for the Group's day to day operations, carried out in the normal course of business, at arm's length, on normal commercial terms, not more favourable to the related parties than those generally available to the public and are not detriment of the minority shareholders;

Such approval shall continue to be in force until:-

- (i) the conclusion of the next annual general meeting of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next annual general meeting after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“Act”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier;

The Directors of the Company be authorised to complete and do all such acts and things (including all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of and New RRPT Mandate.

#### 10) **CLOSE OF MEETING**

There being no other business to be transacted, the Meeting was closed at 11.25 p.m. with a vote of thanks to the Chair.

Confirmed as a correct record

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CHIA SONG KUN  
Chairman

Dated: