

PANSAR BERHAD
(Company No. 18904-M)
(Incorporated in Malaysia)

SUMMARY OF KEY MATTERS DISCUSSED AT THE FORTY-SECOND (42ND) ANNUAL GENERAL MEETING OF THE COMPANY HELD AT TANAHMAS HOTEL, JALAN KAMPUNG NYABOR, SIBU, SARAWAK ON WEDNESDAY, 28 JULY 2016 AT 9.00 A.M.

ATTENDANCE

1. All members of the Board of Directors
2. Company Secretary
3. Management Team of Pansar Berhad
4. Representative from Messrs. Crowe Horwath, the External Auditor
5. Representative from Messrs. Ernst & Young, the appointed Independent Scrutineer
6. Shareholders/Proxies/Authorised Representatives/invitees and others as per Attendance List.

CHAIRMAN

Dato' James Tai Cheong @ Tai Chiong

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 the newly amended Para 8.29A of Bursa Malaysia Listing Requirement 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 to be taken at the end of the Meeting and all the votes casted were to be validated by the appointed independent scrutineer, Messrs. Ernst & Young.

Dato' Chairman informed that the Company had received a letter from Minority Shareholder Watchdog Group raising some queries for the Company to respond. For the benefit of the shareholders present, the Managing Director, Datuk Tai Hee read out the Company's response to these queries.

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

ORDINARY RESOLUTION 1 on the Audited Financial Statements of the Company for the financial year ended 31 March 2016 together with the Directors' and Auditors' Reports thereon were received and adopted by the shareholders.

No matters were raised by the shareholders on this agenda.

AGENDA 2

DECLARATION OF A FIRST AND FINAL SINGLE TIER DIVIDEND OF TWO (2) SEN PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

ORDINARY RESOLUTION 2 on the declaration of a first and final single tier dividend of two (2) sen per ordinary share for the financial year ended 31 March 2016 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 RM174,000.00 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-ELECTION OF DIRECTORS WHO RETIRE BY ROTATION PURSUANT TO ARTICLE 86 OF THE COMPANY'S ARTICLES OF ASSOCIATION

ORDINARY RESOLUTION 4 on re-election of Mr. Ting Ing Horh @ Ting Ing Ho as Director of the Company pursuant to Article 86 of the Company's Articles of Association was approved by the shareholders.

ORDINARY RESOLUTION 5 on re-election of Encik Azman Bin Bujang as Director of the Company pursuant to Article 86 of the Company's Articles of Association was approved by the shareholder.

No matters were raised by the shareholders on this agenda.

AGENDA 5

RE-APPOINTMENT OF MESSRS CROWE HORWATH AS AUDITORS OF THE COMPANY

ORDINARY RESOLUTION 6 to re-appoint Messrs. Crowe Horwath as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration was approved by the shareholders.

No matters were raised by the shareholders on this agenda.

AGENDA 6

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 the 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.

AGENDA 7

RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES BY THE COMPANY ("PROPOSED SHARE BUY-BACK")

ORDINARY RESOLUTION 8 on the renewal of authority for the Directors of the Company to make purchases of ordinary shares through Bursa Malaysia and to do all acts and to take all such steps as they may deem necessary, and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Share Buy-Back, was approved by the shareholders.

No matters were raised by the shareholders on this agenda.

AGENDA 8

RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

ORDINARY RESOLUTION 9 on the Proposed Shareholders' Mandate for the Company and its subsidiaries ("Pansar Group") to enter into any of the categories of recurrent related party transactions of a revenue or trading nature as set out in the Circular to Shareholders dated 5 July 2016, with the specific related parties mentioned therein which are necessary for the Pansar Group's day to day operations was approved by the shareholders.

No matters were raised by the shareholders on this agenda.

AGENDA 9

ANY OTHER BUSINESS

On confirmation by the Company Secretary, Dato' Chairman informed that the Company had not received any notice to transact any 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 procedures for the conduct of the poll and use of the poll voting slips that were given to each shareholder/proxy during their registration for this AGM.

The results of the poll were verified by the appointed scrutineer, Ernst & Young.

ANNOUNCEMENT OF POLL RESULTS

Dato' Chairman announced the duly declared results of the poll which were carried as follows:

RESOLUTIONS		FOR		AGAINST		ABSTAIN	RESULTS
		Shares	%	Shares	%	Shares	
RESOLUTION 1	To receive the Audited Financial Statements and Reports of the Directors and Auditors thereon	207,562,500	100	0	0	0	Carried
RESOLUTION 2	To declare a first and final dividend	207,562,500	100	0	0	0	Carried
RESOLUTION 3	To approve the payment of Directors' Fees	207,562,500	100	0	0	0	Carried
RESOLUTION 4	To re-elect Ting Ing Horh @ Ting Ing Ho as Director	207,562,500	100	0	0	0	Carried
RESOLUTION 5	To re-elect Azman Bin Bujang as Director	207,562,500	100	0	0	0	Carried
RESOLUTION 6	To re-appoint Messrs. Crowe Horwath as Auditors for the ensuing year	207,562,500	100	0	0	0	Carried
RESOLUTION 7	To approve the authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965	207,562,400	100	0	0	100	Carried
RESOLUTION 8	To approve the proposed renewal of authority to purchase its own shares by the Company ("Proposed Share Buy-Back")	207,562,500	100	0	0	0	Carried
RESOLUTION 9	To approve the proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature and new shareholders' mandate	5,518,200	100	0	0	202,044,300	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.