

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

**SUMMARY OF KEY MATTERS DISCUSSED**  
**AT THE FORTY-THIRD (43<sup>RD</sup>) ANNUAL GENERAL MEETING OF THE COMPANY**  
**HELD AT TANAHMAS HOTEL, JALAN KAMPUNG NYABOR, SIBU, SARAWAK**  
**ON FRIDAY 28 JULY 2017 AT 9.30 A.M.**

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**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 Tengis Corporate Services Sdn Bhd, the appointed Independent Scrutineer
6. Shareholders/Proxies/Authorised Representatives/invitees and others as per Attendance List.

**POLL VOTING**

All the resolutions in the meeting were put to vote by poll. All the votes casted were validated by the appointed independent scrutineer, Tengis Corporate Services Sdn Bhd.

**NOTICE OF MEETING**

The Notice convening the Meeting was circulated within the prescribed period.

**QUESTIONS RAISED BY MINORITY SHAREHOLDER WATCHDOG GROUP (MSWG)**

The Management's responses to the questions raised by MSWG were read out in the meeting.

**AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2017 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The Audited Financial Statements of the Company for the financial year ended 31 March 2017 together with the Directors' and Auditors' Reports thereon were tabled to the shareholders.

**ORDINARY RESOLUTION 1****DECLARATION OF A FIRST AND FINAL SINGLE TIER DIVIDEND OF ONE (1) SEN PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 MARCH 2017**

The declaration of a first and final single tier dividend of one (1) sen per ordinary share for the financial year ended 31 March 2017 was approved by the shareholders.

The Poll Results were noted as follows:

RESOLUTION	FOR		AGAINST	
	NO. OF SHARES	%	NO. OF SHARES	%
<b>ORDINARY RESOLUTION 1</b>	<b>208,010,800</b>	<b>100%</b>	<b>0</b>	<b>0%</b>

**ORDINARY RESOLUTION 2****PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 MARCH 2017**

The payment of Directors' Fees of RM174,000.00 for the financial year ended 31 March 2017 was approved by the shareholders.

The Poll Results were noted as follows:

RESOLUTION	FOR		AGAINST	
	NO. OF SHARES	%	NO. OF SHARES	%
<b>ORDINARY RESOLUTION 2</b>	<b>208,010,800</b>	<b>100%</b>	<b>0</b>	<b>0%</b>

**ORDINARY RESOLUTION 3****PAYMENT OF MEETING ATTENDANCE ALLOWANCES AND ANY OTHER BENEFITS**

The meeting attendance allowance of RM500 per attendance at Board Meetings and RM200 per attendance at Committee Meetings for each director was approved by the shareholders for payment with effect from February 2017 until otherwise resolved.

The Poll Results were noted as follows:

RESOLUTION	FOR		AGAINST	
	NO. OF SHARES	%	NO. OF SHARES	%
<b>ORDINARY RESOLUTION 3</b>	<b>208,010,800</b>	<b>100%</b>	<b>0</b>	<b>0%</b>

**ORDINARY RESOLUTION 4****RE-ELECTION OF DATUK TAI HEE WHO RETIRES PURSUANT TO ARTICLE 86 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

The re-election of Datuk Tai Hee as Director of the Company pursuant to Article 86 of the Company's Articles of Association was approved by the shareholders.

The Poll Results were noted as follows:

RESOLUTION	FOR		AGAINST	
	NO. OF SHARES	%	NO. OF SHARES	%
ORDINARY RESOLUTION 4	208,010,800	100%	0	0%

**ORDINARY RESOLUTION 5****RE-ELECTION OF MR FONG YOO KAW @ FONG YEE KOW WHO RETIRES PURSUANT TO ARTICLE 86 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

The re-election of Mr Fong Yoo Kaw @ Fong Yee Kow as Director of the Company pursuant to Article 86 of the Company's Articles of Association was approved by the shareholders.

The Poll Results were noted as follows:

RESOLUTION	FOR		AGAINST	
	NO. OF SHARES	%	NO. OF SHARES	%
ORDINARY RESOLUTION 5	208,010,800	100%	0	0%

**ORDINARY RESOLUTION 6****RE-APPOINTMENT OF AUDITORS OF THE COMPANY**

The re-appointment of Messrs. Crowe Horwath as Auditors of the Company at a remuneration package to be determined by the Directors was approved by the shareholders.

The Poll Results were noted as follows:

RESOLUTION	FOR		AGAINST	
	NO. OF SHARES	%	NO. OF SHARES	%
ORDINARY RESOLUTION 6	208,010,800	100%	0	0%

**ORDINARY RESOLUTION 7**  
**AUTHORITY TO ISSUE AND ALLOT SHARES**

The 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.

The Poll Results were noted as follows:

RESOLUTION	FOR		AGAINST	
	NO. OF SHARES	%	NO. OF SHARES	%
<b>ORDINARY RESOLUTION 7</b>	<b>208,010,700</b>	<b>100%</b>	<b>0</b>	<b>0%</b>

Abstained : 100 shares

**ORDINARY RESOLUTION 8**  
**RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES BY THE COMPANY (“PROPOSED SHARE BUY-BACK”)**

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.

The Poll Results were noted as follows:

RESOLUTION	FOR		AGAINST	
	NO. OF SHARES	%	NO. OF SHARES	%
<b>ORDINARY RESOLUTION 8</b>	<b>208,010,800</b>	<b>100%</b>	<b>0</b>	<b>0%</b>

**ORDINARY RESOLUTION 9**  
**RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)**

The approval 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 2017 (“the Circular”), with the specific related parties

mentioned therein which are necessary for the Pansar Group's day to day operations was approved by the shareholders.

The Poll Results were noted as follows:

RESOLUTION	FOR		AGAINST	
	NO. OF SHARES	%	NO. OF SHARES	%
<b>ORDINARY RESOLUTION 9</b>	<b>6,837,800</b>	<b>100%</b>	<b>0</b>	<b>0%</b>

Abstained : 201,173,000 shares

Other than the passing of the above resolutions, there were no other matters raised by the shareholders of the Company.