

## **HAI-O ENTERPRISE BERHAD (22544-D)**

(Incorporated in Malaysia)

SUMMARY OF MINUTES of the 41<sup>st</sup> Annual General Meeting of the Company held at Ballroom I, Level 2, The Federal Hotel Kuala Lumpur, No. 35, Jalan Bukit Bintang, 55100 Kuala Lumpur on Wednesday, 28 September 2016 at 11.30 a.m.

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PRESENT : Mr Tan Kai Hee – Chairman  
Mr Tan Keng Kang – Group Managing Director  
Mr Hew Von Kin-Group Executive Director & Group Chief Financial Officer  
Datin Sunita Mei-Lin Rajakumar – Independent Non-Executive Director  
Mr Chow Kee Kan @ Chow Tuck Kwan – Independent Non-Executive Director  
Mr Tan Kim Siong – Independent Non-Executive Director  
Mr Soon Eng Sing – Independent Non-Executive Director  
Mr Chia Kuo Wui – Non-Independent Non-Executive Director

IN ATTENDANCE: Ms Irene Chew Mei Ling – Company Secretary

The list of shareholders and proxies who attended the Meeting are set out in the Attendance Lists.

### **1. QUORUM**

The Chairman welcomed the members to the Company's 41<sup>st</sup> Annual General Meeting and upon confirming the presence of a quorum, duly called the meeting to order at 11.30 a.m.

### **2. NOTICE**

There being no objection, the notice convening the meeting, having been circulated earlier to all the members of the Company within the prescribed notice period, was taken as read.

Mr Tan Kai Hee took the Chair and extended a warm welcome to all the shareholders, Board of Directors and invitees to the 41<sup>st</sup> Annual General Meeting (41<sup>st</sup> AGM"). Datin Sunita was then invited to lead the Meeting through the agenda.

Datin Sunita informed that the Company has received 611 valid proxies carrying 35,271,794 shares or representing 18.28% of the Company's issued and paid-up capital.

On behalf of the Board of Directors, Datin Sunita welcomed Mr Soon Eng Sing and Mr Hew Von Kin who were appointed as Directors of the Company on 1 December 2015 and 1 February 2016 respectively and briefly introduced Mr Soon and Mr Hew to the shareholders. Datin Sunita further expressed the Board's gratitude to Tan Sri Osman S. Cassim and Mr Lim Chin Luen, who retired from the Board on 1 February

2016, having served the Board for more than 11 years and 19 years respectively, for their immeasurably experience and knowledge during their tenure on the Board. Lastly, the Board of Directors expressed their deepest condolences to the family for the passing of Professor Dr Lee Kong Hung on 3 September 2016 who was also the Chairman of the Nomination Committee for his guidance and contribution to the Company.

Datin Sunita informed that the Company has received a letter from the Minority Shareholders Watchdog Group (“MSWG”) dated 23 September 2016. She thereafter invited the Master of Ceremony, Ms Grace Choy, to read out MSWG’s questions and the Company’s responses thereto for the Meeting’s information. Copies of the letter from MSWG and the Company’s reply to MSWG are attached as Appendices I and II respectively.

Before the Meeting proceeded with the first item of the agenda, Datin Sunita informed that voting for the resolutions as set out in agendas 2 to 7 in the notice of the 41<sup>st</sup> AGM will be carried out by poll in line with Bursa’s Listing Requirements and **Boardroom Business Solution Sdn Bhd**, an independent scrutineer has been appointed to validate the votes. The polling process for the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the 41<sup>st</sup> AGM.

**3. AUDITED FINANCIAL STATEMENTS (“AFS”)  
THE YEAR ENDED 30 APRIL 2016 (“FYE 30 APRIL 2016”)**

The AFS for the FYE 30 April 2016 and the Reports of the Directors and Auditors having been circulated to all the shareholders within the prescribed period were taken as read.

The queries raised on the AFS include amongst others, the strategic plans of the Company for the next 3 to 5 years and the status of the investment in China and Indonesia which were addressed by the Chairman, the Group Managing Director and the Group Executive Director & Group Chief Financial Officer.

**4. RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH ARTICLE 102(1) OF THE  
COMPANY’S ARTICLES OF ASSOCIATION**

Datin Sunita informed that two directors who retired by rotation in accordance with Articles 102(1) of the Company’s Articles of Association were eligible for re-election. The retiring Directors who offered themselves for re-election under Resolutions 1 and 2 respectively were as follows:-

- 1) Mr Chia Kuo Wui
- 2) Mr Chow Kee Kan @ Chow Tuck Kwan

The profiles of the Directors standing for re-election were provided on pages 11 and 12 of the Annual Report 2016 and also in the Statement accompanying notice of the 41<sup>st</sup> AGM.

5. **RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH ARTICLE 109 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

Datin Sunita further informed that two directors who retired by rotation in accordance with Articles 109 of the Company's Articles of Association were eligible for re-election. The retiring Directors who offered themselves for re-election under Resolutions 3 and 4 respectively were as follows:-

- 1) Mr Soon Eng Sing
- 2) Mr Hew Von Kin

The profiles of the Directors standing for re-election were provided on pages 12 and 13 of the Annual Report 2016 and also in the Statement accompanying notice of the 41<sup>st</sup> AGM.

6. **PAYMENT OF DIRECTORS' FEES**

The Company had proposed a payment of Directors' fees of RM150,000 for the financial year ended 30 April 2016.

7. **FINAL SINGLE TIER DIVIDEND OF 11 SEN**

The Directors had recommended that a final single tier dividend of 11 sen per ordinary share for the financial year ended 30 April 2016. The enquiry if the shareholders could expect a dividend payout of 100% be declared out of the Group's profit after taxation for the ensuing year was satisfactorily addressed by Datin Sunita.

8. **RE-APPOINTMENT OF AUDITORS**

Messrs KPMG who was retiring at the 41<sup>st</sup> AGM had given their consent to seek for re-appointment. It was noted that no other nominations had been received by the Company.

9. **RE-APPOINTMENT OF MR TAN KAI HEE**

In accordance with Section 129(6) of the Companies Act, 1965, our Chairman, Mr Tan Kai Hee retires at the AGM and being eligible, has offered himself for re-appointment.

10. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

This agenda is to seek the shareholders authority for the allotment of shares pursuant to Section 132D of the Companies Act, 1965.

## **11. PROPOSED SHARE BUY-BACK BY THE COMPANY**

The Resolution 10 of the agenda was to seek the shareholders' approval for the renewal of the Shareholders' Mandate to buy back the Company's own shares as set out in the Statement to Shareholders dated 30 August 2016. The query if the Company would continue to purchase its own shares and the proposed treatment of the shares bought back put forth by a shareholder were duly addressed by Datin Sunita.

## **12. POLLING PROCESS**

After all questions had been duly answered, Datin Sunita invited Mr Khaw from Boardroom Business Solution Sdn Bhd, the Scrutineer, to explain the procedures for the conduct of the poll. The poll commenced at 12.30 p.m.

## **13. ANNOUNCEMENT OF POLL RESULTS**

At 1.30 p.m., on behalf the Chairman, Datin Sunita called the Meeting to order to announce the poll results and invited Mr Khaw, the Scrutineer, to read out the poll results to the shareholders and proxies present.

### **13.1 Re-election of Mr Chia Kuo Wui as director pursuant to Section 102(1) of the Company's Articles of Association (Resolution 1)**

Mr Khaw announced the poll results in respect of Resolution 1 as follows:-

<b>Resolution</b>	<b>For</b>		<b>Against</b>	
	<b>Number of shares</b>	<b>%</b>	<b>Number of shares</b>	<b>%</b>
<b>Resolution 1</b>	78,394,555	99.99	5,000	0.01

As 78,394,555 shares representing 99.99% of the total votes cast were in favour of the motion, Datin Sunita declared Resolution 1 duly passed.

### **13.2 Re-election of Mr Chow Kee Kan @ Chow Tuck Kwan as director pursuant to Section 102(1) of the Company's Articles of Association (Resolution 2)**

Mr Khaw announced the poll results in respect of Resolution 2 as follows:-

<b>Resolution</b>	<b>For</b>		<b>Against</b>	
	<b>Number of shares</b>	<b>%</b>	<b>Number of shares</b>	<b>%</b>
<b>Resolution 2</b>	78,394,555	99.99	5,000	0.01

As 78,394,555 shares representing 99.99% of the total votes cast were in favour of the motion, Datin Sunita declared Resolution 2 duly passed.

**13.3 Re-election of Mr Soon Eng Sing as director pursuant to Section 109 of the Company's Articles of Association (Resolution 3)**

Mr Khaw announced the poll results in respect of Resolution 3 as follows:-

Resolution	For		Against	
	Number of shares	%	Number of shares	%
<b>Resolution 3</b>	78,394,555	99.99	5,000	0.01

As 78,394,555 shares representing 99.99% of the total votes cast were in favour of the motion, Datin Sunita declared Resolution 3 duly passed.

**13.4 Re-election of Mr Hew Von Kin as director pursuant to Section 109 of the Company's Articles of Association (Resolution 4)**

Mr Khaw announced the poll results in respect of Resolution 4 as follows:-

Resolution	For		Against	
	Number of shares	%	Number of shares	%
<b>Resolution 4</b>	78,394,555	99.99	5,000	0.01

As 78,394,555 shares representing 99.99% of the total votes cast were in favour of the motion, Datin Sunita declared Resolution 4 duly passed.

**13.5 Payment of Directors' Fees (Resolution 5)**

Mr Khaw announced the poll results in respect of Resolution 5 as follows:-

Resolution	For		Against	
	Number of shares	%	Number of shares	%
<b>Resolution 5</b>	78,396,655	100.00	2,000	0.00

As 78,396,655 shares representing 100% of the total votes cast were in favour of the motion, Datin Sunita declared Resolution 5 duly passed.

**13.6 Declaration of a Final Single Tier Dividend of 11 Sen per ordinary share (Resolution 6)**

Mr Khaw announced the poll results in respect of Resolution 6 as follows:-

Resolution	For		Against	
	Number of shares	%	Number of shares	%
Resolution 6	78,513,155	100.00	2,000	0.00

As 78,513,155 shares representing 100% of the total votes cast were in favour of the motion, Datin Sunita declared Resolution 6 duly passed.

**13.7 Re-appointment of Messrs KPMG as auditors of the Company (Resolution 7)**

Mr Khaw announced the poll results in respect of Resolution 7 as follows:-

Resolution	For		Against	
	Number of shares	%	Number of shares	%
Resolution 7	78,504,555	99.99	8,100	0.01

As 78,504,555 shares representing 99.99% of the total votes cast were in favour of the motion, Datin Sunita declared Resolution 7 duly passed.

**13.8 Re-appointment of Mr Tan Kai Hee as a Director pursuant to Section 129 (6) of the Companies Act, 1965 (Resolution 8)**

Mr Khaw announced the poll results in respect of Resolution 8 as follows:-

Resolution	For		Against	
	Number of shares	%	Number of shares	%
Resolution 8	78,398,655	100.00	2,000	0.00

As 78,398,655 shares representing 100% of the total votes cast were in favour of the motion, Datin Sunita declared Resolution 8 duly passed.

**13.9 Authority to allot shares pursuant to Section 132D of the Companies Act, 1965 (Resolution 9)**

Mr Khaw announced the poll results in respect of Resolution 9 as follows:-

Resolution	For		Against	
	Number of shares	%	Number of shares	%
<b>Resolution 9</b>	78,503,329	100.00	2,000	0.00

As 78,503,329 shares representing 100% of the total votes cast were in favour of the motion, Datin Sunita declared Resolution 9 duly passed.

**13.10 Proposed Share Buy-Back by the Company (Resolution 10)**

Mr Khaw announced the poll results in respect of Resolution 10 as follows:-

Resolution	For		Against	
	Number of shares	%	Number of shares	%
<b>Resolution 10</b>	78,506,155	100.00	2,000	0.00

As 78,506,155 shares representing 100% of the total votes cast were in favour of the motion, Datin Sunita declared Resolution 10 duly passed.

**14. CLOSURE**

The Meeting was declared closed at 1.40 p.m. with a vote of thanks to the Chair.