

MINUTES OF THE TWENTY-EIGHTH ANNUAL GENERAL MEETING OF DRB-HICOM BERHAD ("DRB-HICOM" OR "THE COMPANY") HELD AT GLENMARIE BALLROOM, HOLIDAY INN KUALA LUMPUR GLENMARIE, NO. 1, JALAN USAHAWAN U1/8, SEKSYEN U1, 40250 SHAH ALAM, SELANGOR DARUL EHSAN ON THURSDAY, 30 AUGUST 2018 AT 9.05 A.M.

## BOARD MEMBERS PRESENT:-

- |    |  |   |                         |
|----|--|---|-------------------------|
| 1) | Dato' Mohammad Zainal Shaari<br>("Dato' Chairman")                 | - | Chairman                |
| 2) | Dato' Sri Syed Faisal Albar<br>Syed A.R Albar<br>("Dato' Sri GMD") | - | Group Managing Director |
| 3) | Datuk Ooi Teik Huat<br>("Datuk Ooi")                               | - | Director                |
| 4) | Dato' Ibrahim Taib   | - | Director                |
| 5) | Dato' Siti Fatimah Daud  | - | Director                |
| 6) | Datuk Idris Abdullah @ Das Murthy                                  | - | Director                |
| 7) | Tee Beng Thong   | - | Director                |
| 8) | Sharifah Sofia Syed Mokhtar Shah                                   | - | Director                |

## IN ATTENDANCE:-

- |                            |   |                   |
|----------------------------|---|-------------------|
| Sabarina Laila Mohd Hashim | - | Company Secretary |
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## 1. QUORUM

Following the opening by Dato' Chairman, the meeting was called to order at 9.05 a.m. upon confirmation by the Company Secretary of the requisite quorum.

2. **NOTICE**

With the consent of the shareholders, the Notice of the 28<sup>th</sup> AGM dated 31 July 2018, which had been circulated to all shareholders of the Company within the statutory period, was taken as read.

Dato' Chairman informed that the Minority Shareholder Watch Group ("MSWG") had earlier raised some points of interest on the Company and the Company's written responses would be shared with the attendees.

Dato' Sri GMD was then invited to present the brief overview of the Group's performance for the FYE 31 March 2018.

3. **PRESENTATION BY THE GROUP MANAGING DIRECTOR**

Dato' Sri GMD gave his welcoming speech and took the meeting through a brief presentation on the Group's performance for the FYE 31 March 2018 and the business activities of the Group, which encompassed the Group overview, financial performances, sustainability initiatives and Business Updates of the Company.

4. **RESPONSES TO THE QUESTIONS RAISED BY MSWG**

In response to MSWG's letter received prior to the AGM, Amalanathan Thomas, the Group Director, Financial Services was invited to read out the questions raised by MSWG and the Company's written responses.

5. **VOTING BY POLL**

Dato' Chairman explained that the polling process for the ten (10) resolutions as set out in the Notice of the 28<sup>th</sup> AGM would be carried out after all the ten (10) resolutions have been deliberated by the meeting. Symphony Share Registrars Sdn Bhd ("Symphony") was appointed as the Poll Administrator to conduct the polling process and Symphony Corporatehouse Sdn Bhd ("Symphony Corporatehouse") as the Scrutineer to verify the poll results.

Dato' Chairman highlighted that 138 shareholders representing 193,225,671 (10%) shares had appointed the Chairman of the meeting to vote on their behalf. As such, he being the Chairman of the meeting, would vote in accordance to the shareholders' instructions for each resolution during the poll voting session.

6. **AGENDA 1**  
**AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ("FYE") 31 MARCH 2018 TOGETHER WITH THE REPORTS OF DIRECTORS AND INDEPENDENT AUDITORS THEREON**

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With regards to this Agenda, the meeting deliberated at length on the questions/issues/comments raised by the shareholders/proxies, the salient points were as disclosed in Annexure 1 attached hereto.

7. **ORDINARY RESOLUTION 1**  
**DECLARATION OF A SINGLE TIER FIRST AND FINAL DIVIDEND OF 3.0 SEN PER SHARE**

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Dato' Chairman proposed that the recommendation by the Directors for the Company to declare a single tier first and final dividend of 3.0 sen per share for the FYE 31 March 2018, be approved for payment on 1 October 2018 to the shareholders of the Company registered at the close of business on 13 September 2018.

There being no question from the floor, Dato' Chairman invited a seconder for the motion.

Loke Swan Yen, a shareholder seconded the motion to declare a single tier first and final dividend of 3.0 sen per share in respect of the FYE 31 March 2018.

8. **ORDINARY RESOLUTION 2**  
**RE-ELECTION OF DATO' SRI SYED FAISAL ALBAR SYED A.R ALBAR AS A DIRECTOR PURSUANT TO ARTICLE 79 OF THE COMPANY'S CONSTITUTION**

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Dato' Chairman thereafter proceeded to the next Agenda. Ordinary Resolutions 2 and 3 were in respect of the re-elections of Directors who were to be elected under Article 79 of the Company's Constitution.

The Meeting proceeded with Ordinary Resolution 2 on the re-election of Dato' Sri Syed Faisal Albar Syed A.R Albar as a Director of the Company.



There being no question from the floor, Dato' Chairman invited a proposer and a seconder for the motion.

The Ordinary Resolution 2 on the re-election of Dato' Sri Syed Faisal Albar Syed A.R Albar as a Director of the Company was proposed by Loke Swan Yen, a shareholder and seconded by Molkan Mohd Yusof, a proxy.

9. **ORDINARY RESOLUTION 3  
RE-ELECTION OF DATO' SITI FATIMAH DAUD AS A DIRECTOR PURSUANT TO  
ARTICLE 79 OF THE COMPANY'S CONSTITUTION**

Ordinary Resolution 3 was in respect of the re-election of Dato' Siti Fatimah Daud as a Director of the Company pursuant to Article 79 of the Company's Constitution.

There being no question from the floor, Dato' Chairman invited a proposer and a seconder for the motion.

The Ordinary Resolution 3 on the re-election of Dato' Siti Fatimah Daud as a Director of the Company was proposed by Tan Keat Boon, a shareholder and seconded by Molkan Mohd Yusof, a proxy.

10. **ORDINARY RESOLUTION 4  
RE-ELECTION OF DATO' MOHAMMAD ZAINAL SHAARI AS A DIRECTOR  
PURSUANT TO ARTICLE 85 OF THE COMPANY'S CONSTITUTION**

Pursuant to Article 85 of the Company's Constitution, the Directors so appointed shall hold office only until the next AGM, and shall then be eligible for re-election.

Accordingly, Dato' Mohammad Zainal Shaari, Tee Beng Thong and Sharifah Sofia Syed Mokhtar Shah were due to retire from office at this AGM and being eligible have offered themselves for re-election.

As this Agenda was in respect of the re-election of himself as a Director of the Company, Dato' Chairman handed over the Chair to Datuk Ooi Teik Huat, the Senior Independent Director of the Company, to preside over the proceedings.

Datuk Ooi Teik Huat ("Presiding Chairman") took the Chair and proceeded with the meeting.



There being no question from the floor, the Presiding Chairman invited a proposer and a seconder for the motion.

The Ordinary Resolution 4 on the re-election of Dato' Mohammad Zainal Shaari as a Director of the Company was proposed by Dato' Abdul Mutalib Datuk Seri Mohamed Razak, a shareholder and seconded by Loke Swan Yen, a shareholder.

With that, the Presiding Chairman, handed back the Chair to Dato' Chairman.

11. **ORDINARY RESOLUTION 5**  
**RE-ELECTION OF TEE BENG THONG AS A DIRECTOR PURSUANT TO**  
**ARTICLE 85 OF THE COMPANY'S CONSTITUTION**

There being no question from the floor, Dato' Chairman invited a proposer and a seconder for the motion.

The Ordinary Resolution 5 on the re-election of Tee Beng Thong, as a Director of the Company was proposed by Loke Swan Yen, a shareholder, and seconded by Latifah Abu Bakar, a proxy.

12. **ORDINARY RESOLUTION 6**  
**RE-ELECTION OF SHARIFAH SOFIA SYED MOKHTAR SHAH AS A DIRECTOR**  
**PURSUANT TO ARTICLE 79 OF THE COMPANY'S CONSTITUTION**

There being no question from the floor, Dato' Chairman invited a proposer and a seconder for the motion.

The Ordinary Resolution 6 on the re-election of Sharifah Sofia Syed Mokhtar Shah as a Director of the Company was proposed by Rien Hashim, a shareholder and seconded by Tan Keat Boon, a shareholder.

13. **ORDINARY RESOLUTION 7**  
**APPROVAL FOR THE PAYMENT OF DIRECTOR'S FEES**

The shareholders' approval was sought on the payment of Directors' fees up to an amount of RM1,450,000 to the Non-Executive Directors ("NEDs") of the Company from the conclusion of this AGM until the next AGM of the Company.

Dato' Chairman then invited questions from the floor.



The meeting deliberated at length on the questions/issues/comments raised by the shareholders/proxies, the salient points were as disclosed in Annexure 1 attached hereto.

The Ordinary Resolution 7 on the approval for payment of Directors' fees of RM1,450,000 to the NEDs of the Company from the conclusion of this AGM until the next AGM of the Company was proposed by Loke Swan Yen, a shareholder and seconded by Molkan Mohd Yusof, a proxy.

14. **ORDINARY RESOLUTION 8  
APPROVAL FOR THE PAYMENT OF DIRECTOR'S BENEFITS PAYABLE  
(EXCLUDING DIRECTORS' FEES)**

The shareholders' approval was sought on the payment of Directors' benefits (excluding Directors' fees) payable up to an amount of RM338,500 to the NEDs from the conclusion of this AGM until the next AGM of the Company.

Dato' Chairman then invited questions from the floor.

The meeting deliberated at length on the questions/issues/comments raised by the shareholders/proxies, the salient points were as disclosed in Annexure 1 attached hereto.

The Ordinary Resolution 8 on the payment of Directors' benefits (excluding Directors' fees) payable to the NEDs of the Company up to RM338,500 from the conclusion of this AGM until the next AGM of the Company was proposed by Shulhameed K.E. Kappal Marican, a shareholder and seconded by Nor Azam Abdullah, a proxy.

15. **ORDINARY RESOLUTION 9  
RE-APPOINTMENT OF MESSRS ERNST & YOUNG AS AUDITORS OF THE  
COMPANY FOR THE FINANCIAL YEAR ENDING 31 MARCH 2019**

Dato' Chairman proposed that Messrs Ernst & Young, who have expressed their willingness to continue in office, to be re-appointed as Auditors of the Company for the ensuing year and to hold office until the conclusion of the next AGM and that the Directors be authorised to determine and approve their remuneration.



There being no question from the floor, Dato' Chairman invited a seconder for the motion.

The Ordinary Resolution 9 on the re-appointment of Messrs Ernst & Young as the Auditors of the Company for the financial year ending 31 March 2019 proposed by Dato' Chairman was seconded by Nor Azam Abdullah, a proxy.

16. **ORDINARY RESOLUTION 10**  
**CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

The shareholders' approval was sought on the retention of Datuk Ooi Teik Huat, who had served for a cumulative term of more than 9 years, to continue to act as the Senior Independent of the Company until the conclusion of the next Annual General Meeting of the Company.

The Board through the Board Nomination and Remuneration Committee, had assessed and endorsed that Datuk Ooi be retained as the Senior Independent Non-Executive Director as he has continued to display high level of integrity and is objective in his judgement and decision making in the best interest of the Company, shareholders and stakeholders; and is able to express unbiased views without any influence.

The justifications of the Board for making such recommendation were set out on page 28 of the Corporate Governance Report of the Company.

There being no question from the floor, Dato' Chairman invited a proposer and a seconder for the motion.

The Ordinary Resolution 10 on the retention of Datuk Ooi Teik Huat to continue to act as the Senior Independent Non-Executive Director of the Company was proposed by Loke Swan Yen, a shareholder and seconded by Chee Thiam Ming, a shareholder.

17. **POLLING PROCESS**

Upon completion of the deliberations on all the ten (10) resolutions set out in the notice of the 28<sup>th</sup> AGM, Dato' Chairman announced the commencement of the polling proceedings. He informed the meeting that the team from Symphony would be



stationed at each polling station to assist the shareholders/proxies with the voting process while the scrutineers, Symphony Corporatehouse would observe the entire voting process.

Dato' Chairman thereafter adjourned the meeting for the polling to take place.

18. **ANNOUNCEMENT OF POLL RESULTS**

Dato' Chairman reconvened the meeting and called the meeting to order for the declaration of the poll results. Dato' Chairman announced that the polling results had been verified by the Scrutineer, Symphony Corporatehouse. The polling results were presented to the shareholders/proxies for information and the details were attached hereto as Annexure 2.

Dato' Chairman declared that all resolutions were carried and duly passed as follows:-

- a) **Ordinary Resolution 1**  
**Declaration of a single tier first and final dividend of 3.0 sen per share**

The poll results in respect of Ordinary Resolution 1 were as follows:-

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 1	1,539,600,065	99.9600	616,650	0.0400

The Ordinary Resolution 1 was carried and passed as follows:-

"THAT a single tier first and dividend of 3.0 sen per share for the financial year ended 31 March 2018, be and is hereby approved for payment on 1 October 2018 to the registered shareholders of the Company at the close of business on 13 September 2018."

- b) **Ordinary Resolution 2**  
**Re-election of Dato' Sri Syed Faisal Albar Syed A.R Albar as a Director**

The poll results in respect of Ordinary Resolution 2 were as follows:-



Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 2	1,539,208,565	99.9345	1,008,150	0.0655

The Ordinary Resolution 2 was carried and passed as follows:-

"THAT Dato' Sri Syed Faisal Albar Syed A.R Albar, the Director retiring by rotation in accordance with Article 79 of the Constitution of the Company, be and is hereby re-elected as a Director of the Company."

c) Ordinary Resolution 3  
Re-election of Dato' Siti Fatimah Daud as a Director

The poll results in respect of Ordinary Resolution 3 were as follows:-

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 3	1,538,774,165	99.9065	1,440,570	0.0935

The Ordinary Resolution 3 was carried and passed as follows:-

"THAT Dato' Siti Fatimah Daud, the Director retiring by rotation in accordance with Article 79 of the Constitution of the Company, be and is hereby re-elected as a Director of the Company."

d) Ordinary Resolution 4  
Re-election of Dato' Mohammad Zainal Shaari as a Director

The poll results in respect of Ordinary Resolution 4 were as follows:-

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 4	1,528,710,441	99.2531	11,504,274	0.7469

The Ordinary Resolution 4 was carried and passed as follows:-



"THAT Dato' Mohammad Zainal Shaari, the Director retiring in accordance with Article 85 of the Constitution of the Company, be and is hereby re-elected as a Director of the Company."

e) Ordinary Resolution 5  
Re-election of Tee Beng Thong as a Director

The poll results in respect of Ordinary Resolution 5 were as follows:-

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 5	1,539,322,465	99.9421	892,270	0.0579

The Ordinary Resolution 5 was carried and passed as follows:-

"THAT Tee Beng Thong, the Director retiring in accordance with Article 85 of the Constitution of the Company, be and is hereby re-elected as a Director of the Company."

f) Ordinary Resolution 6  
Re-election of Sharifah Sofia Syed Mokhtar Shah as a Director

The poll results in respect of Ordinary Resolution 6 were as follows:-

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 6	1,536,422,065	99.7538	3,792,670	0.2462

The Ordinary Resolution 6 was carried and passed as follows:-

"THAT Sharifah Sofia Syed Mokhtar Shah, the Director retiring in accordance with Article 85 of the Constitution of the Company, be and is hereby re-elected as a Director of the Company."

g) Ordinary Resolution 7  
Approval For Payment Of Director's Fees

The poll results in respect of Ordinary Resolution 7 were as follows:-



Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 7	1,372,522,968	89.1125	167,690,897	10.8875

The Ordinary Resolution 7 was carried and passed as follows:-

"THAT the payment of Directors' fees up to an amount of RM1,450,000 to the Non-Executive Directors of the Company from the conclusion of this AGM until the next AGM of the Company, be and is hereby approved."

- h) Ordinary Resolution 8  
Approval For Payment Of Director's Benefits Payable (Excluding Directors' Fees)

The poll results in respect of Ordinary Resolution 8 were as follows:-

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 8	1,539,960,165	99.9835	253,700	0.0165

The Ordinary Resolution 8 was carried and passed as follows:-

"THAT the payment of benefits (excluding Directors' fees) up to an amount of RM338,500 payable to the Non-Executive Directors of the Company from the conclusion of this AGM until the next AGM of the Company, be and is hereby approved."

- i) Ordinary Resolution 9  
Re-appointment of Messrs Ernst & Young as Auditors

The poll results in respect of Ordinary Resolution 9 were as follows:-

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 9	1,426,323,320	92.6055	113,891,395	7.3945

The Ordinary Resolution 9 was carried and passed as follows:-



"THAT Messrs Ernst & Young be and are hereby re-appointed as Auditors of the Company for the financial year ending 31 March 2019 and to hold office until the conclusion of the next Annual General Meeting at a fee to be determined by the Directors."

j) **Ordinary Resolution 10**  
**Continuation in office as Senior Independent Non-Executive Directors**

The poll results in respect of Ordinary Resolution 10 were as follows:-

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 10	1,410,650,865	91.5879	129,563,850	8.4121

The Ordinary Resolution 10 was carried and passed as follows:-

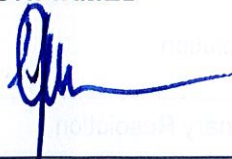
"THAT approval be and is hereby given to Datuk Ooi Teik Huat, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as the Senior Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."

19. **CLOSE OF MEETING**

There being no further business to be transacted, Dato' Chairman thanked the shareholders/proxies for their attendance. The meeting ended at 12.33 p.m. with a vote of thanks to Dato' Chairman.

Dated this 30<sup>th</sup> day of August, 2018

CONFIRMED



CHAIRMAN



	Key Matters Discussed	Response from the Directors/Management
1.	Out of the RM1.1 billion Research and Development Reimbursement Grant ("R&D Reimbursement Grant") received by PROTON Holdings Berhad ("PROTON") from the Government, how much was recognised in the income statement; and is the Company expecting more of such grants from the Government in the future.	<p>On 22 June 2017, DRB-HICOM received a letter dated 21 June 2017 from the Ministry of Finance ("MOF") stating that MOF approved the R&amp;D Reimbursement Grant in line with the Government's policies for the R&amp;D activities carried out by Perusahaan Otomobil Nasional Sdn Bhd ("PONSb"), a wholly-owned subsidiary of PROTON. The R&amp;D Reimbursement Grant of RM1.1 billion was recognised as a one-off R&amp;D Reimbursement Grant income in the profit and loss account of the Company.</p> <p>PROTON maintains continuous indirect engagements with its key stakeholders, including the Government for additional R&amp;D Grants to facilitate the execution of its turnaround plan as well as to provide equitable benefits to its Malaysian customers and the automotive industry at large.</p>
2.	The Company's financial position without the R&D Reimbursement Grant of RM1.1 billion.	If the Company were to exclude both the R&D Reimbursement Grant of RM1.1 billion and the PROTON's restructuring cost of RM595 million from its profit and loss account, the Company would register a profit before tax of RM721.5 million. On the other hand, if the Company were to include the losses from the PROTON Group, the Company would register a loss before tax of approximately RM89.0 million.



	Key Matters Discussed	Response from the Directors/Management
3.	The total amount of grants provided to PROTON by the Government as of to-date.	As of to-date, the Government had provided RM15 billion grants to PROTON mainly in the form of loan tax incentives and funds. In return, PROTON had contributed RM25 billion in taxes/industrial growth for the country.
4.	What is the proper accounting treatment for the R&D Reimbursement Grant, whether to write it off against the retained earnings or to reflect it as income in the profit and loss account of the Company.	Ernst & Young, the external auditors of the Company, confirmed that under the MFRS, the appropriate accounting treatment for the R&D Reimbursement Grant is to recognise the Grant as income in the profit and loss account of the Company.
5.	Details of PROTON's restructuring cost totalling RM595 million.	PROTON's restructuring cost of RM595 million is a one-off cost to facilitate the entry of the Foreign Strategic Partners ("FSP") into PROTON. The restructuring cost comprised among others, provision for the unamortised tooling and amortisation of the intangible assets as detailed in the Statement of Changes in Shareholders Funds on page 174 to 178 of the Company's Annual Report.
6.	Rationale for writing down of the intangible assets of the Company from RM1.9 billion to RM1.6 billion.	The write down by the Company of the intangible assets from RM1.9 billion to RM1.6 billion was mainly in respect of the disposal of Lotus Advance Technologies Sdn Bhd to Etika Automotive Sdn Bhd and for impairment of the assets which formed part of the PROTON's restructuring cost.



DRB-HICOM BERHAD ("DRB-HICOM" OR "THE COMPANY")  
 TWENTY-EIGHTH ANNUAL GENERAL MEETING ("28<sup>TH</sup> AGM") HELD ON 30 AUGUST 2018  
 THE SUMMARY OF KEY MATTERS DISCUSSED AT THE 28<sup>TH</sup> AGM

	Key Matters Discussed	Response from the Directors/Management
7.	The reason leading to PROTON making an impairment totalling RM60 million in the financial year ended 31 March 2017.	The RM60 million impairment made by PROTON was for the R&D expenses incurred on the Electric Vehicle ("EV") Fleet Test Vehicle. The EV project was subsequently aborted by PROTON due to its huge capital investment requirement.
8.	Since the inception of PROTON for the past 20 years, PROTON has many unresolved problems. With the new Board and Management, it is hoped the Group could focus on turning around the performance of PROTON.	The entry of Geely as the Strategic Partner of PROTON is expected to improve PROTON's competitiveness through infusion of competitive products and technology, advanced manufacturing systems, quality and brand confidence. This will allow PROTON to improve its sales domestically and globally, especially in South East Asia and the right hand drive markets. PROTON will also be able to leverage on Geely Group's advanced technology, global resources through its extensive business network and global best practices. In addition, Geely owns several models under its Group of companies such as Volvo, Lynx & Co, Mercedes Benz, London Taxi and others.

	Key Matters Discussed	Response from the Directors/Management
9.	PROTON's commitment in setting up a plant with Geely in China.	<p>On 18 August 2018, PROTON and Geely signed a Heads of Agreement to set up a joint-venture that will pave the way for PROTON to assemble and market its cars in China. China's passenger car sales have grown tremendously over the last 10 years. In 2008, 6.76 million passenger cars were sold in China, but it has grown to over 24 million units in 2017. Geely is a clear leader in this, being the first privately-owned Chinese carmaker to sell over 1 million units domestically in a calendar year. In 2017, it sold more than 1.24 million units, carving out a 5.06% market share.</p> <p>Geely's entry as the strategic partner of PROTON has paved relatively easier route for PROTON's entry into the lucrative Chinese market. With Geely on board, PROTON's route into China has become more tenable. Both parties targeted to incorporate a joint venture company in the first half of 2019.</p>
10.	What is the targeted selling price of the new PROTON SUV.	<p>PROTON has yet to fix the selling price for the PROTON SUV model and the shareholders were assured that the price will be competitive with other marques in the market.</p>



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 THE SUMMARY OF KEY MATTERS DISCUSSED AT THE 28<sup>TH</sup> AGM

	Key Matters Discussed	Response from the Directors/Management
11.	The status of the local vendors within PROTON's eco-system with the entry of Geely as a strategic partner of PROTON.	The collaboration between PROTON and Geely will enable the Group to leverage on the strengths of Geely's vendors in terms of capital muscle and technology advancement, strategic collaborations between Malaysian and Chinese vendors.
12.	The impact on the Company subsequent to the abolishment of the Goods and Services Tax ("GST") in June 2018 and the re-introduction of the Sales and Services Tax ("SST") in September 2018.	<p>During the GST-free period from 1 June 2018 to 31 August 2018, the DRB-HICOM Group including PROTON and Honda enjoyed brisk motor vehicle sales. With the re-introduction of the SST on 1 September 2018, the motor vehicle sales are expected to normalise or dip slightly in view that the SST rate is higher at 10% compared to the GST rate of 6%.</p> <p>The exact percentage increase in the car prices cannot be quantified at this stage, as the industry is still awaiting for further clarification from the Malaysia Customs on the valuation method to be used in determining the sales tax for the cars. Under the old SST, the concept of Agreed Open Market Value and Excise Duty was used to determine the sales tax to be paid for the cars.</p>



	Key Matters Discussed	Response from the Directors/Management
13.	The rationale for disposing of Alam Flora Sdn Bhd ("AFSB"), a profitable subsidiary company.	<p>On the proposed disposal of AFSB, the Company plans to unlock its investment in the AFSB Group and monetises the investment as part of the Company's rationalisation plan. The Company expects to realise a net gain of approximately RM735.4 million from the disposal of AFSB.</p> <p>Although the AFSB Group has been contributing to the Company's profitability, but there are limited synergistic benefits to be enjoyed between the AFSB Group and other core businesses within the Group.</p>
14.	How to synergise the property development and banking businesses within the Group.	<p>In view of the current slowdown in the high-end residential property market, the challenging market conditions, high capital investments such as land filling and the large components of affordable homes under the existing residential property development projects, the Property Sector in the Group is shifting towards becoming an industrial property developer in Malaysia. The Group has over 30 years of experience in the industrial property development. The Company's proposed expansion into the industrial properties in the Southern region was driven by the local and multinational companies' appetites for larger factories, including those intending to relocate from Singapore to Johor Bahru which would generate higher revenue for the Company.</p>



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 TWENTY-EIGHTH ANNUAL GENERAL MEETING ("28<sup>TH</sup> AGM") HELD ON 30 AUGUST 2018  
 THE SUMMARY OF KEY MATTERS DISCUSSED AT THE 28<sup>TH</sup> AGM

	Key Matters Discussed	Response from the Directors/Management
		The Company and its subsidiaries may apply for loans from Bank Muamalat Malaysia Berhad to fund the Group's business operations and expansion plans.
15.	It was proposed for the Company to concentrate on developing and growing the courier business and other e-commerce business of the Pos Malaysia group.	In view of the growing market in e-business, Pos Malaysia Berhad has also taken the opportunity to venture and focus on developing relevant systems to support the demand from the courier business and other e-commerce business in Malaysia to further enhance its revenue.
16.	The reason behind the loss before tax of RM94.40 million recorded by the Group for the first quarter ended 30 June 2018.	For the first quarter ended 30 June 2018, the Group posted a higher pre-tax loss of RM94.40 million compared to the pre-tax loss of RM90.03 million for the corresponding quarter ended 30 June 2017. This was mainly due to reinstatement under MFRS 15: Revenue from contract with customers and the unfavourable performance of its subsidiaries namely higher losses from the PROTON group and lower profits from the Pos Malaysia group. Nonetheless, the better performance of BMMB and Media City Development Sdn Bhd had mitigated the Group's losses.
17.	The reason for the fluctuations in the share prices of the Company from March 2018 to May 2018.	The share price fluctuations during the period from March 2018 to May 2018 were mainly due to profit taking by the investors and the aftermath of the 14 <sup>th</sup> General Election.







**The Details of the Polling Results**

ORDINARY RESOLUTION	FOR		AGAINST		TOTAL		ABSTAIN
	NO. OF		NO. OF		NO. OF		NO. OF
	SHARES	%	SHARES	%	SHARES	%	SHARES
Resolution 1 : Declaration of a single tier first and final dividend	1,539,600,065	99.9600	616,650	0.0400	1,540,216,715	100	1,020
Resolution 2 : Re-election of Dato' Sri Syed Faisal Albar bin Syed A.R. Albar as Director	1,539,208,565	99.9345	1,008,150	0.0655	1,540,216,715	100	1,020
Resolution 3 : Re-election of Dato' Siti Fatimah binti Daud as Director	1,538,774,165	99.9065	1,440,570	0.0935	1,540,214,735	100	3,000
Resolution 4 : Re-election of Dato' Mohammad Zainal bin Shaari as Director	1,528,710,441	99.2531	11,504,274	0.7469	1,540,214,715	100	3,020
Resolution 5 : Re-election of Tee Beng Thong as Director	1,539,322,465	99.9421	892,270	0.0579	1,540,214,735	100	3,000
Resolution 6 : Re-election of Sharifah Sofia binti Syed Mokhtar Shah as Director	1,536,422,065	99.7538	3,792,670	0.2462	1,540,214,735	100	3,000
Resolution 7 : Approval of Directors' fees from the conclusion of the 28th Annual General Meeting ("AGM") until the next AGM	1,372,522,968	89.1125	167,690,897	10.8875	1,540,213,865	100	3,870
Resolution 8 : Approval of Directors' benefits (excluding Directors' fees) from the conclusion of the 28th AGM until the next AGM	1,539,960,165	99.9835	253,700	0.0165	1,540,213,865	100	3,870
Resolution 9 : Re-appointment of Messrs Ernst & Young as Auditors	1,426,323,320	92.6055	113,891,395	7.3945	1,540,214,715	100	3,020
Resolution 10 : Retention of Datuk Ooi Teik Huat as Senior Independent Non-Executive Director	1,410,650,865	91.5879	129,563,850	8.4121	1,540,214,715	100	3,020



