

MTD ACPI ENGINEERING BERHAD

(Company No. 258836-V)

(Incorporated in Malaysia)

MINUTES of the **TWENTY-SECOND (22ND) ANNUAL GENERAL MEETING** of MTD ACPI Engineering Berhad (“**MTDACPI**” or “**Company**”) held at 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan on Thursday, 17 September 2015 at 9.30 a.m.

- DIRECTORS PRESENT** : YBhg. Dato’ Ir. A. Rashid bin Omar
YBhg. Dato’ Dr. Azmil Khalili bin Dato’ Khalid
YBhg. Datin Nik Fuziah binti Tan Sri Nik Hussein
YBhg. Dato’ Ir. Kalid bin Alias
Tuan Haji Nik Din bin Nik Sulaiman
Mr. Lee Leong Yow
Mr. Keith George Cowling
- MEMBERS PRESENT** : As per Attendance List
- PROXY HOLDERS** : As per Attendance List
- BY INVITATION** : Mr. Edwin Francis - Messrs. Ernst & Young
Mr. Asokumaran - Messrs. Ernst & Young
Dato’ Feizal Mustapha - Messrs. BDO Malaysia
Mr. Rejeesh - Messrs. BDO Malaysia
Mr. Allison Ng - Messrs. BDO Malaysia
Ms. Choong Choi Teng - Messrs. BDO Malaysia
Ms. Tan Siew Chaing - Senior Vice President I, Head, Finance & Treasury Division
Mr. Kor Jiann Kyan - Vice President I, Head, Finance & Treasury Division
Encik Mohd Roduan Hanapi - Vice President II, Finance & Treasury Division
Encik Saifullah Ramli - Executive, Finance & Treasury Division
Puan Nordiana Idris - Vice President II, Head, Legal Department
- IN ATTENDANCE** : Ms. Felicia Lee Poh Yean (Company Secretary)
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1.0 CHAIRMAN OF MEETING

YBhg. Dato' Ir. A. Rashid bin Omar (“**YBhg. Dato' Ir. A. Rashid**”), being Chairman of the Company, took the chair and commenced the proceeding of the Twenty-second Annual General Meeting of the Company (“**Meeting**”). YBhg. Dato' Ir. A. Rashid welcomed all present to the Meeting and called the Meeting to order at 9.30 a.m.

2.0 QUORUM

The requisite quorum being present pursuant to Article 65 of the Company's Articles of Association, YBhg. Dato' Ir. A. Rashid declared the Meeting duly convened.

3.0 PROXIES

The Meeting noted that proxy forms had been received within the stipulated prescribed period and duly verified by the Registrar. The total number of shares represented by proxies was 156,565,559 shares.

4.0 NOTICE OF MEETING

The Notice convening the Meeting having been circulated together with the 2015 Annual Report within the prescribed period, was with the permission of the Meeting, taken as read.

5.0 RIGHT TO DEMAND A POLL

5.1 YBhg. Dato' Ir. A. Rashid brought to the attention of Members of their right to demand a poll for any resolution in the Notice of Meeting, on or before the declaration of result of the show of hands.

5.2 The Meeting noted the following.

- (i) A poll might be demanded by either:
 - (a) the Chairman; or
 - (b) any Member or Members present in person or proxy and representing not less than one-tenth (10%) of total voting rights of all members having the right to attend and vote at the meeting; or
 - (c) a Member or Members holding shares in the Company conferring a right to attend and vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (10%) of the total sum paid up on all the shares conferring that right.
- (ii) Unless a poll is so demanded, a declaration that a resolution has on a show of hands been carried unanimously or by majority, or lost, shall be conclusive evidence of the fact of passing in favour of or against the resolutions. The demand for a poll, may be withdrawn at any time by the person or persons who made the demand.

6.0 TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

- 6.1 YBhg. Dato' Ir. A. Rashid informed that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 31 March 2015 together with the Reports of the Directors and Auditors thereon. The Meeting noted that in accordance to the provisions of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association, the formal approval of shareholders is not required to be obtained for Agenda 1. Hence, the matter is meant for discussion only and will not be put forward for voting.
- 6.2 YBhg. Dato' Ir. A. Rashid informed the Meeting that the Minority Shareholder Watchdog Group ("MSWG") had raised a few queries in relation to strategy, financials and corporate governance of the Company vide a letter dated 8 September 2015 and requested that the aforesaid queries be addressed by the Chairman during the Meeting.
- 6.3 The Meeting noted the queries of MSWG and answers (*in italic*) provided, as follows:

Strategy / Financials

- 1) As stated in the Chairman's Statement, for the year under review, the Group reported improved revenue of RM353.3 million, or 7.6% higher than RM328.2 million registered in the previous year due to higher contribution from the Construction business.

Despite the increase in revenue, the Group has incurred losses for the past two financial years. What measures has the Board put in place to turn the Company into profitability?

In order to turn the Company into profitability, the Group continuously looks for ways to reduce operation costs, increase productivity, securing new projects, developing products which are less affected by intense competition in the market and disposing under-utilized assets.

- 2) Despite challenges such as the weakening Ringgit and the implementation of the GST, there have been some activities in the construction and other sectors such as the Government infrastructure project and oil and gas (RAPID), which would have a positive impact on the Group's business segments. Please enlighten shareholders further and how the Group has been able to capitalize on this positive development and the outlook going forward?

The Group continues to pursue and participate in the Government infrastructure projects. Currently, the Group has pre-qualified for the MRT Line 2, SUKE, DASH and RAPID projects.

3) Construction & Engineering Segment

- a) What is the current order book and how long would it take the segment to sustain the business if the order book is not further increased?

As at 31 August 2015, Klang Valley Mass Rapid Transit (KVMRT) progress billing was RM242.3 million with unbilled revenue of RM248.0 million. As for the PLUS Fourth Lane Widening project, the progress billing as at 31 August 2015 was RM196.5 million with unbilled revenue of RM56.6 million. In the event of no increase in new project revenue, the segment will be able to sustain up to June 2016.

- b) Please update shareholders on the Company's on-going negotiations which related to KVMRT project.

The Company is aggressively pursuing the approval of an extension of time (EOT) based on uncharted utility relocation works and acceleration cost claims. The Company has submitted all related documents to support the claims to the client. Currently, the assessment by KVMRT team is still pending.

4) Manufacturing Segment

- a) How would the Board reduce the losses and when would it expect the segment to turn around?

The Group is mitigating losses by improving operational efficiency, developing products which are less affected by intense competition in the market e.g. Industrial Building Systems (IBS) which is currently being promoted by the government for government works; engineered products such as: sleepers, tunnel lining, concrete sheet piles and bridge beams and disposing of under-utilized assets e.g. Ipoh Factory. The Manufacturing segment is expected to turn around by fiscal year 2016.

- b) What is the current capacity utilization rate of the Group's plants?

The current capacity utilization rate of the Group's plants is approximately 50% in the 3 operating factories due to increased competition and current market conditions.

- c) Please share on the improved innovation and quality measures taken that had positive impact on the Group's segment?

One example is Industrial Building System (IBS) which is a growing proportion of product line. Currently IBS balance order book is 30% of total segmental order books and is expected to rise in coming years.

- 5) We note that as at 31 March 2015, a total of RM42 million Trade receivables were put under the allowance for impairment (Note 21 of the Annual Report 2015). Is the amount recoverable and what actions have been taken to collect the receivables?

The allowance for impairment of RM42.0 million is recoverable and is an improvement of 11% compared to the last three (3) years, which stood at RM47.0 million in year ended 2013. The following actions are undertaken to collect the receivables:-

- 1. Strict compliance with the Standard Operating Procedures (SOP) on collection and instituting legal action against overdue customers exceeding 90 days;*
- 2. Engage professional debt collectors;*
- 3. Issuance of reminders to overdue customers exceeding 75 days; and*
- 4. Conduct vigorous collection meeting with the respective operation team and adopt prudent assessment when evaluating new credit customers.*

Corporate Governance

MSWG is promoting certain standards of corporate governance best practices in PLCs. In this regard, we hope the Board would give due consideration to address the following issue:-

Publishing the summary of the minutes of the AGM proceedings and a copy of the Company's Memorandum & Article of Association on the Company's website in line with the spirit of transparency and good corporate governance based on the ASEAN CG Scorecard which is being used to assess the level of CG standards of PLCs in Malaysia by MSWG.

The Board had approved the uploading of the Minutes of AGM and Memorandum and Articles of Association of MTDACPI onto the website of the Company, in line with the spirit of transparency and good corporate governance.

- 6.4 *Thereafter*, YBhg. Dato' Ir. A. Rashid invited members on the floor to put forward their questions in relation to the financial statements of the Company for the financial year ended 31 March 2015, if any. The pertinent questions and answers (*in italic*) during the proceedings were summarized as follows.

6.4.1 Investor Relation matters

- (a) Ms. Chong Siew Yoon ("**Ms. Chong**") (*a Shareholder*) suggested the Company to provide some visual presentation during the AGM for shareholders to have better understanding about the Company and its products.
- (b) Ms. Chong (*a Shareholder*) expressed her concern on no response from the representative of the Company pertaining to shareholder's online enquiry and requested that the AGM location map to be provided to shareholders together with the notice of AGM.

YBhg. Dato' Dr. Azmil informed that the Company has SOP in attending to shareholders' enquiries and the representative from Group Corporate Communication Department would address Ms. Chong's concern immediately after the Meeting.

6.4.2 Financial performance and prospect

- (a) Ms. Chong (*a Shareholder*) enquired why the Company, being a government link company (“GLC”) could continue making losses for two (2) years and what are the steps taken/to be taken by the Company in turning around its performance in year 2016.

YBhg. Dato’ Dr. Azmil clarified that MTDACPI is not a GLC. YBhg. Dato’ Dr. Azmil stated that being the Chief Executive Officer of the Company, he took full responsibilities on the performance of MTDACPI Group. The Management conducts business plan and budget review on yearly basis. MTDACPI is the construction and engineering arm of AlloyMtd Group hence, most of its jobs were in house projects. The Management would continue to seek for infrastructure projects both in Malaysia and abroad, leveraging on the strength of its parent company, AlloyMtd Group, which has presence across Europe, United States of America, Asia and Middle East.

The project team has put in a lot of effort in securing projects. MTDACPI was the lowest bidder among the six (6) pre-qualified contractors in participating as Project Delivery Partner (PDP) for Light Rail Transit (LRT) 3 project nevertheless, the aforesaid project was eventually being awarded to other bidder. The project team would continue surge in the competitive market. It was noted that certain projects could only be implemented after resolution of outstanding issues such as Indonesia toll road project which pending completion of land acquisition exercise.

Despite the urge in securing new projects, the Company is cautious in project participation and would not take up low margin projects which could not even sustain the operating costs.

The Company has also facing challenges in certain project such as, MRT project due to extremely stringent requirements set by the client. Nonetheless, the Company stood as one of the best performance contractor out of the eight (8) contractors who participating in MRT projects. The good name of the Company is safeguarded.

The Company has continued its cost-cutting measures by closing down factories and dispose-off assets and plants which are in excess of its capacity. The Company is currently in the process of disposing the land and factory buildings in Ipoh. Following the said disposal, the location operations have been streamlined from eight (8) factories to four (4) factories namely, Kuala Terengganu, Seremban, Pontian and Port Klang factories.

The Management is willing to share the Group business plans to shareholders who are interested to know the detailed planning, in the next AGM.

- (b) Encik Norhisam bin Sidek (“**Encik Norhisam**”), the corporate representative of MSWG (*a Shareholder*) thanked the Board for presenting MSWG’s questions and MTDACPI’s replies at the AGM. Encik Norhisam sought clarification on whether MTDACPI is interested to participate in Pan Borneo Highway project besides MRT Line 2, SUKE, DASH and RAPID projects.

YBhg. Dato' Dr. Azmil informed that Pan Borneo Highway is a Public Private Partnership (PPP) arrangement which need huge investment from the owner of the said highway. From the financial model of this investment, it is not a viable investment as the estimated daily traffic volume of less than 10,000, is unlikely to meet the financial commitment. Nevertheless, the Company is exploring other possibility of participating in this project.

- (c) Tan Sri Dr. Nik Hussain bin Abdul Rahman, the Executive Chairman of AlloyMtd Group highlighted that the Prime Minister of Malaysia has recently given a promise that 90% of all jobs in Sabah and Sarawak, are to be awarded to local contractors.

There being no further question raised by the members on the floor, the Audited Financial Statements for the financial year ended 31 March 2015 together with the Reports of the Directors and the Auditors thereon was received by the Meeting without any objection.

**7.0 ORDINARY RESOLUTION 1
TO APPROVE THE PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR
ENDED 31 MARCH 2015**

- 7.1 YBhg. Dato' Ir. A. Rashid informed that the second item on the Agenda was to consider the Ordinary Resolution to approve the payment of Directors' fees for the financial year ended 31 March 2015. The amount provided for the Directors' fees in the Audited Financial Statements of the Company for the financial year ended 31 March 2015 was Ringgit Malaysia Two Hundred and Sixty Four Thousand (RM264,000/-) only as shown on page 100 of the 2015 Annual Report.
- 7.2 Upon the proposal of Encik Khairul Anuar Mohd Sidek ("**Encik Khairul**") (*a Shareholder*) and seconded by Encik Wan Zulkifli Wan Hassan ("**Encik Wan Zul**") (*a Shareholder*), the Meeting (on a show of hands) unanimously resolved that the payment of fees to the Directors of the Company for the financial year ended 31 March 2015 amounting to Ringgit Malaysia Two Hundred and Sixty Four Thousand (RM264,000/-) be approved.

**8.0 ORDINARY RESOLUTION 2
TO RE-ELECT YBHG. DATO' IR. KALID BIN ALIAS, THE DIRECTOR WHO RETIRES
IN ACCORDANCE WITH ARTICLE 85 OF THE COMPANY'S ARTICLES OF
ASSOCIATION**

- 8.1 YBhg. Dato' Ir. A. Rashid informed that the Ordinary Resolution 2 of the third Agenda was to re-elect the retiring Director namely, YBhg. Dato' Ir. Kalid bin Alias ("**YBhg. Dato' Ir. Kalid**") who retired in accordance with Article 85 of the Company's Articles of Association and being eligible, had offered himself for re-election.
- 8.2 Upon the proposal of Encik Wan Zul (*a Shareholder*) and seconded by Encik Khairul (*a Shareholder*), the Meeting (on a show of hands) unanimously resolved that the retiring Director, YBhg. Dato' Ir. Kalid be re-elected as a Director of the Company.
- 8.3 YBhg. Dato' Ir. A. Rashid congratulated YBhg. Dato' Ir. Kalid on his re-election as Director of the Company.

**9.0 ORDINARY RESOLUTION 3
TO RE-ELECT NIK DIN BIN NIK SULAIMAN, THE DIRECTOR WHO RETIRES IN
ACCORDANCE WITH ARTICLE 85 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

- 9.1 YBhg. Dato' Ir. A. Rashid informed that the next item on the third Agenda was to re-elect the retiring Director namely, Encik Nik Din bin Nik Sulaiman ("**Encik Nik Din**") who retired in accordance with Article 85 of the Company's Articles of Association and being eligible, had offered himself for re-election.
- 9.2 Upon the proposal of Cik Nurul Hana Nawafil ("**Cik Nurul**") (*a Shareholder*) and seconded by Encik Wan Zul (*a Shareholder*), the Meeting (on a show of hands) unanimously resolved that the retiring Director, Encik Nik Din be re-elected as a Director of the Company.
- 9.3 YBhg. Dato' Ir. A. Rashid congratulated Encik Nik Din on his re-election as Director of the Company.

**10.0 ORDINARY RESOLUTION 4
TO APPOINT MESSRS. BDO MALAYSIA, CHARTERED ACCOUNTANTS AS AUDITORS
OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS
TO FIX THEIR REMUNERATION**

- 10.1 YBhg. Dato' Ir. A. Rashid informed that the next Agenda was to appoint Messrs. BDO Malaysia, Chartered Accountants as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.
- 10.2 The Meeting noted that the Notice of Nomination of Auditors pursuant to Section 172(11) of the Companies Act, 1965 (a copy of which is annexed and marked as "Annexure A" in Page 163 of the Annual Report 2015) has been received by the Company for the nomination of Messrs. BDO Malaysia, Chartered Accountants for appointment as Auditors of the Company and of the intention to propose the following ordinary resolution:
- "That Messrs. BDO Malaysia, Chartered Accountants be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs. Ernst & Young to hold office until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration."
- 10.3 Upon the proposal of Encik Khairul (*a Shareholder*) and seconded by Ms. Tsen Fan Moi ("**Ms. Tsen**") (*a Shareholder*), the Meeting (on a show of hands) unanimously resolved that the aforementioned Ordinary Resolution be approved.

11.0 SPECIAL BUSINESS

ORDINARY RESOLUTION 5

RETENTION OF YBHG. DATO' IR. A. RASHID BIN OMAR AS INDEPENDENT DIRECTOR

- 11.1 YBhg. Dato' Ir. A. Rashid informed that the Ordinary Resolution 5 of the fifth Agenda was in respect of his retention as Independent Director.
- 11.2 At this juncture, YBhg. Dato' Ir. A. Rashid proposed that YBhg. Dato' Dr. Azmil bin Dato' Khalid ("**YBhg. Dato' Dr. Azmil Khalid**") be elected to chair the Meeting for the fifth Agenda.
- 11.3 There being no objection from the Meeting, YBhg. Dato' Dr. Azmil Khalid took the Chair and thanked YBhg. Dato' Ir. A. Rashid and the Shareholders for electing him to chair the fifth Agenda of the Meeting.
- 11.4 YBhg. Dato' Dr. Azmil Khalid informed that the Meeting should proceed to consider the Special Business of the Meeting in relation to the retention of Independent Directors.
- 11.5 The Ordinary Resolution 5 and 6 of the fifth Agenda were to consider the retention of YBhg. Dato' Ir. A. Rashid bin Omar and YBhg. Dato' Ir. Kalid bin Alias respectively as Independent Non-Executive Directors of the Company, until the conclusion of the next Annual General Meeting of the Company.
- 11.6 The Meeting noted that these Ordinary Resolutions, if carried, would allow YBhg. Dato' Ir. A. Rashid and Dato' Ir. Kalid to be retained as Independent Non-Executive Directors of the Company even after they have served in that capacity for a cumulative term of over nine (9) years in August 2015, as detailed in the Explanatory Notes to Special Business.
- 11.7 At this juncture, Encik Norhisam, the representative of MSWG (*a shareholder*) put on record that MSWG abstained from voting on the Ordinary Resolution 5 and 6.
- 11.8 Upon the proposal of Encik Wan Zul (*a Shareholder*) and seconded by Ms. Lee Fong Lin (*a Shareholder*), the Meeting (on a show of hands) unanimously resolved that YBhg. Dato' Ir. A. Rashid bin Omar be retained as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company in accordance with the Malaysia Code on Corporate Governance 2012.

12.0 SPECIAL BUSINESS

ORDINARY RESOLUTION 6

RETENTION OF YBHG. DATO' IR. KALID BIN ALIAS AS INDEPENDENT DIRECTOR

- 12.1 The Meeting proceeded to consider the Ordinary Resolution 6 in relation to the retention of Dato' Ir. Kalid bin Alias as Independent Directors.
- 12.2 Upon the proposal of Cik Nurul (*a Shareholder*) and seconded by Encik Khairul (*a Shareholder*), the Meeting (on a show of hands) unanimously resolved that YBhg. Dato' Ir. Kalid bin Alias be retained as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company in accordance with the Malaysia Code on Corporate Governance 2012.

- 12.3 YBhg. Dato' Dr. Azmil Khalid thereafter handed over the chairmanship to YBhg. Dato' Ir. Rashid.
- 12.4 YBhg. Dato' Ir. A. Rashid thanked YBhg. Dato' Dr. Azmil Khalid for chairing the Agenda in respect of the retention of Independent Directors.

13.0 SPECIAL BUSINESS

ORDINARY RESOLUTION 7

AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

- 13.1 YBhg. Dato' Ir. A. Rashid informed that the next Agenda was to consider Ordinary Resolution 7, authorising the Directors to issue shares pursuant to Section 132D of the Companies Act, 1965.
- 13.2 The Meeting noted that this resolution, if carried, would give powers to the Directors to issue and allot shares in the Company of up to and not exceeding in total ten per centum (10%) of the issued share capital of the Company, at their absolute discretion without convening a general meeting.
- 13.3 The Meeting also noted that this mandate is for contingency purpose only and will provide flexibility to the Company for any possible fund raising proposals, including but not limited to placing of shares, for purpose of funding investment, acquisition and/or reduction of borrowings.
- 13.4 This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
- 13.5 Upon the proposal of Encik Khairul (*a Shareholder*) and seconded by Ms. Lee Fong Lin (*a Shareholder*), the Meeting (on a show of hands) unanimously resolved that the following Ordinary Resolution be approved:

AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

“That, subject always to the Companies Act, 1965 (“the Act”), the Articles of Association of the Company and approvals of the relevant regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Act to issue and allot 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 to be issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital 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 Bursa Malaysia Securities Berhad; and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

14.0 SPECIAL BUSINESS

ORDINARY RESOLUTION 8

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

- 14.1 YBhg Dato' Ir. A. Rashid informed that the next Agenda was to consider Ordinary Resolution 8 on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.
- 14.2 The Meeting noted that further information on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature was detailed in the Circular to Shareholders dated 26 August 2015.
- 14.3 Upon the proposal of Cik Nurul (*a Shareholder*) and seconded by Ms. Tsen (*a Shareholder*), the Meeting (on a show of hands) unanimously resolved that the following Ordinary Resolution be approved:

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"That, subject to the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the renewal of the shareholders' mandate for the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with those related parties as set out in Section 2.1.3 of the Circular to Shareholders dated 26 August 2015, subject further to the following:

- (i) *the transactions are in the ordinary course of business which are necessary for the day-to-day operations and are on normal commercial terms not more favourable to related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company;*
- (ii) *disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year; and*
- (iii) *such approval shall continue to be in force until:*
- (a) *the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless renewed by an ordinary resolution passed by the shareholders of the Company at that general meeting of the Company;*
- (b) *the expiry of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or*
- (c) *revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;*

whichever is the earlier.

And that the Directors of the Company be and are hereby authorised to do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give full effect to and complete the matters described in this ordinary resolution."

15.0 SPECIAL BUSINESS

ORDINARY RESOLUTION 9

PROPOSED NEW SHAREHOLDERS' MANDATE FOR NEW RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

- 15.1 YBhg. Dato' Ir. A. Rashid informed that the next item on the Agenda was a special business to consider and, if thought fit to pass the Ordinary Resolution 9 on the Proposed New Shareholders' Mandate for New Recurrent Related Party Transactions of a Revenue or Trading Nature.
- 15.2 The Meeting noted that further information on the Proposed New Shareholders' Mandate for New Recurrent Related Party Transactions of a Revenue or Trading Nature was detailed in the Circular to Shareholders dated 26 August 2015.
- 15.3 Upon the proposal of Cik Nurul (*a Shareholder*) and seconded by Ms. Tsen (*a Shareholder*), the Meeting (on a show of hands) unanimously resolved that the following Ordinary Resolution be approved:

PROPOSED NEW SHAREHOLDERS' MANDATE FOR NEW RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"That, subject to the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and/or its subsidiaries to enter into new recurrent related party transactions of a revenue or trading nature with those related parties as set out in Section 2.1.3 of the Circular to Shareholders dated 26 August 2015, subject further to the following:

- (i) the transactions are in the ordinary course of business which are necessary for the day-to-day operations and are on normal commercial terms not more favourable to related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company;*
- (ii) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year; and*
- (iii) such approval shall continue to be in force until:*
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless renewed by an ordinary resolution passed by the shareholders of the Company at that general meeting of the Company;*
 - (b) the expiry of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or*
 - (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;*

whichever is the earlier.

And that the Directors of the Company be and are hereby authorised to do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give full effect to and complete the matter described in this ordinary resolution."

16.0 SPECIAL BUSINESS
SPECIAL RESOLUTION
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY

- 16.1 YBhg. Dato’ Ir. A. Rashid informed that the next item on the Agenda was a special business to consider and, if thought fit to pass the Special Resolution on the Proposed Amendments to Articles of Association of the Company.
- 16.2 The Meeting noted that the Proposed Amendments to Articles of Association of the Company is in line with the amendments to Bursa Malaysia Securities Berhad Main Market Listing Requirements.
- 16.3 Upon the proposal of Encik Khairul (*a Shareholder*) and seconded by Encik Wan Zul (*a Shareholder*), the Meeting (on a show of hands) unanimously resolved that the following Special Resolution be approved:

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY

“That the amendments to the Articles of Association of the Company as set out in Appendix I of the Circular to Shareholders dated 26 August 2015 be and is hereby approved and that the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and do all acts and things and take all steps as may be consider necessary to give full effect of the Proposed Amendments to Articles of Association of the Company.”

APPENDIX I OF THE CIRCULAR TO SHAREHOLDER DATED 26 AUGUST 2015

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY

That proposed alterations, modifications, variations, deletions and/or additions to the Articles of Association of the Company are as follows:

Existing Articles	Amended Articles									
<p><u>Article 79 – Form of Proxy</u></p> <p>The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Directors may from time to time approve:-</p> <p style="text-align: center;">PROXY FORM</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 150px; height: 20px;">Number of shares held</td> </tr> <tr> <td style="height: 20px;"> </td> </tr> </table>	Number of shares held		<p><u>Article 79 – Form of Proxy</u></p> <p>The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Directors may from time to time approve:-</p> <p style="text-align: center;">PROXY FORM FORM OF PROXY</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="width: 150px; height: 20px;">Number of shares held</td> <td style="width: 100px; height: 20px;">CDS Account No.</td> <td style="width: 20px; height: 20px;"> </td> </tr> <tr> <td style="height: 20px;"> </td> <td style="height: 20px;"> </td> <td style="height: 20px;"> </td> </tr> </table>		Number of shares held	CDS Account No.				
Number of shares held										
Number of shares held	CDS Account No.									

<p>I/We of being a member/members of MTD ACPI ENGINEERING BERHAD hereby appoint* the CHAIRMAN OF THE MEETING or failing him, of as *my/our proxy/proxies to attend and vote for *me/us and on *my/our behalf at the Annual or Extraordinary (as the case may be) General Meeting of the Company to be held at on the day of and at every adjournment thereof to vote as indicated below:</p> <table border="1" style="width: 100%; border-collapse: collapse; margin: 10px 0;"> <thead> <tr> <th style="width: 33%;">Resolution</th> <th style="width: 33%;">For</th> <th style="width: 33%;">Against</th> </tr> </thead> <tbody> <tr> <td style="height: 20px;"> </td> <td> </td> <td> </td> </tr> </tbody> </table> <p>(Please indicate with an "X" in the space provided above on how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his discretion).</p> <p>The proportions of my holding to be represented by my *proxy/proxies are as follows:-</p> <table style="width: 100%; margin-left: 20px;"> <tr> <td style="width: 70%;">First-named Proxy</td> <td style="width: 5%;">%</td> <td style="width: 25%; text-align: center;">-----</td> </tr> <tr> <td>Second-named Proxy</td> <td>%</td> <td style="text-align: center;">-----</td> </tr> <tr> <td></td> <td></td> <td style="text-align: center;">100%</td> </tr> <tr> <td></td> <td></td> <td style="text-align: center;">=====</td> </tr> </table> <p>In case of a vote taken by a show of hands, the First-named Proxy shall vote on *my/our behalf.</p> <p>As witness my hand this day of ,20</p> <p>_____ Signature</p> <p>*Strike out whichever is not desired.</p>	Resolution	For	Against				First-named Proxy	%	-----	Second-named Proxy	%	-----			100%			=====	<p>I/We (FULL NAME IN BLOCK LETTERS) *NRIC No. / Company No. of (FULL ADDRESS) being a *member/members of MTD ACPI ENGINEERING BERHAD, hereby appoint: the CHAIRMAN OF THE MEETING</p> <p>(1) (FULL NAME OF PROXY IN BLOCK LETTER) *NRIC No. of..... (FULL ADDRESS) (NO. OF SHARES REPRESENTED)</p> <p>(2) (FULL NAME OF PROXY IN BLOCK LETTER) *NRIC No. of..... (FULL ADDRESS) (NO. OF SHARES REPRESENTED)</p> <p>or failing *him/her, the CHAIRMAN OF THE MEETING as *my/our proxy/proxies to attend and vote for *me/us and on *my/our behalf at the Annual or Extraordinary (as the case may be) General Meeting of the Company to be held at on the day of at and at every any adjournment thereof to vote as indicated below:</p> <p>(Please indicate with an "X" in the space provided below on how you wish your votes to be cast. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her discretion.)</p> <table border="1" style="width: 100%; border-collapse: collapse; margin: 10px 0;"> <thead> <tr> <th style="width: 10%;">NO.</th> <th style="width: 60%;">RESOLUTIONS</th> <th style="width: 15%;">FOR</th> <th style="width: 15%;">AGAINST</th> </tr> </thead> <tbody> <tr> <td style="height: 20px;"> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table> <p>* Strike out whichever not applicable.</p> <p>(Please indicate with an "X" in the space provided above on how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his discretion).</p> <p>The proportions of my holding to be represented by my *proxy/proxies are as follows:-</p> <table style="width: 100%; margin-left: 20px;"> <tr> <td style="width: 70%;">First-named Proxy</td> <td style="width: 5%;">%</td> <td style="width: 25%; text-align: center;">-----</td> </tr> <tr> <td>Second-named Proxy</td> <td>%</td> <td style="text-align: center;">-----</td> </tr> <tr> <td></td> <td></td> <td style="text-align: center;">100%</td> </tr> <tr> <td></td> <td></td> <td style="text-align: center;">=====</td> </tr> </table>	NO.	RESOLUTIONS	FOR	AGAINST					First-named Proxy	%	-----	Second-named Proxy	%	-----			100%			=====
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	<p>In case of a vote taken by a show of hands, the First-named Proxy shall vote on *my/our behalf.</p> <p>As witness *my/our hand(s) this day of, 20....</p> <p>_____ Signature of Member</p> <p>*Strike out whichever is not desired.</p>
<p><u>Article 141 – To whom copies of profit and loss account etc may be sent</u></p> <p>The Directors shall from time to time in accordance with the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, Audited Financial Statements and report as are referred to in the Act. The interval between the close of a financial year of the Company and the issue of the audited accounts relating to it together with the reports of the Directors and the Auditors thereon shall not exceed four (4) months. A copy of each such documents shall not be less than fourteen (14) days before the date of the meeting (or such shorter period as may be agreed in any year for the receipt of notice of the meeting pursuant to Article 60 be sent to every Member of, and to every holder of debenture of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or Articles 162, 163, 164, 165 and 166. The requisite number of copies of each such document shall at the same time be sent to each stock exchange upon which the Company is listed PROVIDED THAT this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office.</p>	<p><u>Article 141 – To whom copies of financial statements, directors’ and auditors’ reports etc may be sent</u></p> <p>The Directors shall from time to time in accordance with the Act cause to be prepared and laid before the Company in general meeting such financial statements, directors’ and auditors’ reports, etc including any document required by law to be annexed thereto together with a copy of every report of the Auditors relating thereto and other Directors’ report. The interval between the close of a financial year of the Company and the issue of the audited accounts relating to it together with the reports of the Directors and the Auditors thereon shall not exceed four (4) months. A copy each of such documents shall be sent to every Member of, and to every holder of debenture of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or Articles 162, 163, 164, 165 and 166, The requisite number of copies of each such document shall at the same time be sent to each stock exchange upon which the Company is listed PROVIDED THAT this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office.</p> <p><u>In the event that these documents are sent in compact disc read-only memory (CD-ROM), digital video disc read-only memory (DVD-ROM) or in such other electronic form and a Member requires a printed form of such documents, the Company shall send such documents to the Member.</u></p>

TERMINATION OF MEETING

There being no further business, the meeting terminated at 10.32 a.m. with a vote of thanks to YBhg. Dato' Ir. A. Rashid.

Confirmed as a correct record,

DATO' IR. A. RASHID BIN OMAR
CHAIRMAN