

**COCOALAND HOLDINGS BERHAD**  
**(Company No. 516019-H)**  
**(Incorporated in Malaysia)**

**SUMMARY OF KEY MATTERS DISCUSSED DURING 19<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF COCOALAND HOLDINGS BERHAD DULY CONVENED AND HELD AT CRYSTAL 1, LEVEL 1, CRYSTAL CROWN HOTEL KUALA LUMPUR, 3, JALAN JAMBU MAWAR, OFF JALAN KEPONG, 52000 KUALA LUMPUR ON WEDNESDAY, 29 MAY 2019 AT 10.00 A.M.**

Dato’ Azman bin Mahmood (“the Chairman”) chaired the AGM of the Company. The Chairman called the meeting to order at 10.00 a.m. after the Secretary confirmed that the requisite quorum being present pursuant to the Company’s Articles of Association.

**Briefing on the Group’s Performance for Year 2018**

Mr. Tai Chun Wah, the Executive Director was invited to brief the shareholders on the performance of the Group for the year 2018. He presented financial highlights, products of the Group, Corporate Social Responsibility activities and promotional activities carried out.

**Agenda 1**

The Chairman informed that the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of Directors and Auditors thereon were circulated to all the shareholders of the Company within the statutory period.

There being no question raised, the Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of Directors and Auditors thereon, be received.

For the rest of the items on the Agenda stated below, there were no questions raised by the shareholders.

**Agenda 2-9**

There were no questions raised for Agenda items 2 to 8. There were no other matters discussed.

**Polling**

Mr. Ben Thu Soon Shien, representative of Messrs. Hasnan THL Wong & Partners briefed the floor on the polling procedures. Thereafter, the shareholders and proxies proceeded to cast their vote accordingly.

The Chairman then declared that the Meeting be adjourned at 10.45 a.m. for the Share Registrar and the Scrutineers to count and tabulate the poll results respectively.

**Outcome of AGM - Poll Results**

The Chairman welcomed all the shareholders and proxies back to the Meeting at 10.55 a.m. He invited the independent scrutineer to announce the results on voting by poll. The results of the poll are as follows:-

Resolution	No. of shares voted in favour	Total %	No. of shares voted against	Total %
Ordinary Resolution 1 Re-election of Mr. Lau Kee Von	159,697,036	100	-	-
Ordinary Resolution 2 Re-election of Mr. Lau Pak Lam	159,697,036	100	-	-
Ordinary Resolution 3 Re-election of Mr. Chow Kee Kan @ Chow Tuck Kwan	158,139,136	99.0245	1,557,900	0.9755
Ordinary Resolution 4 Election of Mr. Lim Yew Hoe	159,697,036	100	-	-
Ordinary Resolution 5 Payment of Directors' Fees and Benefits	158,139,136	99.0245	1,557,900	0.9755
Ordinary Resolution 6 Re-appointment of Auditors	159,697,036	100	-	-
Ordinary Resolution 7 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue of Trading Nature (RRPT)	97,485,570	100	-	-
Ordinary Resolution 8 Proposed Renewal of Share Buy-Back Authority	159,697,036	100	-	-
Ordinary Resolution 9 Proposed Retention of Dato' Azman bin Mahmood	<u>Tier 1</u> 87,046,628 <u>Tier 2</u> 71,092,508	100.00  97.8556	<u>Tier 1</u> 0 <u>Tier 2</u> 1,557,900	0.00  2.1444
Ordinary Resolution 10 Proposed Retention of Mr. Chow Kee Kan @ Chow Tuck Kwan	<u>Tier 1</u> 87,046,628 <u>Tier 2</u> 71,092,508	100.00  97.8556	<u>Tier 1</u> 0 <u>Tier 2</u> 1,557,900	0.00  2.1444
Ordinary Resolution 11 Proposed Retention of Tan Sri Dato' Sri Koh Kin Lip	158,139,136	99.0245	1,557,900	0.9755
Special Resolution Proposed Adoption of the New Constitution of the Company	159,697,036	100	-	-

The Chairman then declared that the following resolutions were duly carried as follows:-

**Ordinary Resolution 1**

“THAT Mr. Lau Kee Von retiring pursuant to Article 92 of the Company’s Constitution be and is hereby re-elected as Director of the Company.”

**Ordinary Resolution 2**

“THAT Mr. Lau Pak Lam retiring pursuant to Article 92 of the Company’s Constitution be and is hereby re-elected as Director of the Company.”

**Ordinary Resolution 3**

“THAT Mr. Chow Kee Kan @ Chow Tuck Kwan retiring pursuant to Article 92 of the Company’s Constitution be and is hereby re-elected as Director of the Company.”

**Ordinary Resolution 4**

“THAT Mr. Lim Yew Hoe retiring pursuant to Article 98 of the Company’s Constitution be and is hereby elected a Director of the Company.”

**Ordinary Resolution 5**

“THAT the payment of Directors’ fees of up to RM500,000 and benefits of up to RM50,000 from this AGM until the next Annual General Meeting of the Company be and is hereby approved.”

**Ordinary Resolution 6**

“THAT Messrs. UHY be hereby re-appointed as Auditors of the Company for the ensuing financial year AND THAT the Board of Directors be authorised to determine their remuneration.”

**Ordinary Resolution 7**

“THAT, subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, the Companies Act 2016 (“the Act”), the Company’s Constitution, and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given to the Company and its subsidiaries to enter into and to give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.2 of the Circular to Shareholders dated 29 April 2019 which are necessary for the day-to-day operations and carried out in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to minority shareholders of the Company.

AND THAT such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

- (iii) revoked or varied by resolution passed by the shareholders in a general meeting; whichever is earlier.

AND THAT, authority be and is hereby given to the Directors of the Company to complete and do all such acts and things as they may consider necessary or expedient in the best interest of the Company (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution.”

### **Ordinary Resolution 8**

“THAT subject to the provisions of the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any applicable laws, rules, orders, requirements, regulations and guidelines for the time being in force or as may be amended, modified or re-enacted from time to time and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit, necessary and expedient in the interest of the Company, provided that :-

- (a) the aggregate number of ordinary shares purchased or held by the Company pursuant to this resolution shall not exceed 10% of the total number of issued shares of the Company at any point in time;
- (b) the maximum amount of funds to be allocated for the share buy-back shall not exceed the aggregate sum of the retained profits of the Company at the time of purchase; and
- (c) the authority conferred by this resolution shall commence immediately upon the passing of this resolution and continue to be in force until :-
  - (i) the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or
  - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
  - (iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever occurs first.

THAT upon completion of the purchase(s) by the Company of its own shares, the Directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manner:-

- (a) cancel all the shares so purchased; and/or
- (b) retain the shares so purchased as treasury shares for distribution as dividend to shareholders and/or resell on the market of Bursa Securities; and/or
- (c) retain part thereof as treasury shares and cancel the remainder.

THAT where such shares are held as treasury shares, the Directors of the Company be and are hereby authorised to deal with the treasury shares in their absolute discretion in the following manner:-

- (a) distribute the shares as dividends to shareholders, such dividends to be known as “share dividends”;
- (b) resell the shares or any of the shares in accordance with the relevant rules of the stock exchange;
- (c) transfer the shares, or any of the shares for the purpose of or under an employee’s share scheme;
- (d) transfer the shares, or any of the shares as purchase consideration;
- (e) cancel the shares or any of the shares; or
- (f) sell, transfer or otherwise use the shares for such other purposes as the Minister may be order prescribe.

AND THAT the Directors of the Company be and are hereby authorised to take all such necessary steps to give effect to the Proposed Share Buy-Back with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or deemed by the Board to be in the best interest of the Company, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Share Buy-Back.”

#### **Ordinary Resolution 9**

“THAT Dato’ Azman bin Mahmood, who has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than 12 years be and is hereby retained as Independent Non-Executive Director of the Company.”

#### **Ordinary Resolution 10**

“THAT Mr. Chow Kee Kan @ Chow Tuck Kwan, who has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than 12 years be and is hereby retained as Independent Non-Executive Director of the Company.”

#### **Ordinary Resolution 11**

“THAT Tan Sri Dato’ Sri Koh Kin Lip, who has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than 9 years be and is hereby retained as Independent Non-Executive Director of the Company.”

#### **Special Resolution - Proposed Adoption of the New Constitution of the Company**

“THAT approval be given to revoke the existing Constitution (previously referred to as the Memorandum and Articles of Association) of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in Part C of the Circular to Shareholders dated 29 April 2019, be adopted as the Constitution of the Company; AND THAT the Directors of the Company be authorised to assent to any modification, variation and/or

amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

**Close of Meeting**

As there were no other matters, the Meeting ended at 11.00 a.m. with a vote of thanks to the Chair.

Dato' Azman bin Mahmood  
Chairman