

**TALIWORKS CORPORATION BERHAD (6052-V)**  
(Incorporated in Malaysia)

**MINUTES OF TWENTY-EIGHTH ANNUAL GENERAL MEETING**

Date : Thursday, 30 May 2019  
Time : 11.00 a.m.  
Venue : Topaz Ballroom, Level G, One World Hotel  
First Avenue, Bandar Utama City Centre  
47800 Petaling Jaya, Selangor

	<u>Attendance FY2019</u>
Present	
: Tan Sri Ong Ka Ting (Chairman, Senior Independent Non-Executive Director)	1 / 1
: Dato' Lim Yew Boon (Executive Director)	1 / 1
: Mr Soong Chee Keong (Independent Non-Executive Director)	1 / 1
: Dato' Sri Amrin Awaluddin (Independent Non-Executive Director)	1 / 1
: Raja Datuk Zaharaton Binti Raja Dato' Zainal Abidin (Independent Non-Executive Director)	1 / 1
: Shareholders and Proxy Holders – as per attendance lists	
Absent with apologies	
: Mr Lim Chin Sean (Non-Independent Non-Executive Director)	
: Mr Vijay Vijendra Sethu (Non-Independent Non-Executive Director)	
: En. Ahmad Jauhari Bin Yahya (Independent Non-Executive Director)	
In Attendance	
: Mr Kevin Chin Soong Jin – Chief Investment Officer	
: Mr Victor Wong Voon Leong – General Manager, Group Finance	
: Ms Tan Bee Hwee – Company Secretary	

**ACTION**

**1. CHAIRMAN**

Tan Sri Ong Ka Ting (“Tan Sri Chairman”) chaired the meeting.

**2. WELCOMING ADDRESS**

Tan Sri Chairman welcomed all present at the Twenty-Eighth Annual General Meeting (“28th AGM”) of Taliworks Corporation Berhad (“TCB” or “the Company”) and called the meeting to order at 11.00 a.m.

**ACTION**

**3. NOTICE**

The notice of meeting (“Notice of 28th AGM”), having been circulated earlier, was taken as read.

**4. OPENING SPEECH**

4.1 Tan Sri Chairman introduced the members of the Board, Senior Management and the Company Secretary to the meeting.

4.2 Tan Sri Chairman extended apologies from Mr Lim Chin Sean, Mr Vijay Vijendra Sethu and En. Ahmad Jauhari Bin Yahya, for not attending the 28th AGM of the Company due to unavoidable last minute commitments.

**5. QUORUM**

The Company Secretary confirmed that a quorum was present for the meeting.

**6. NUMBER OF PROXIES**

The Company Secretary informed that the total number of proxy forms received within the prescribed period was 267, representing 1,299,159,619 shares of the total number of issued shares of the Company.

**7. ANNOUNCEMENT ON POLLING AND ADMINISTRATIVE MATTERS**

7.1 Tan Sri Chairman explained the procedure of the meeting and informed the shareholders that all resolutions as set out in the Notice of 28th AGM would be put to vote by way of poll pursuant to paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

7.2 He also informed the shareholders that Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) and Boardroom Corporate Services Sdn Bhd had been appointed as the poll administrators and poll scrutineers respectively.

7.3 He further informed the shareholders that poll voting would be conducted only after all the agenda items as set out in the Notice of 28th AGM had been dealt with.

7.4 He informed that Ordinary Resolutions 1 to 7 required a simple majority of more than 50% votes from those shareholders present in person or by proxies and voting at the meeting.

**ACTION**

7.5 He also requested the shareholders to put their mobile phones on silent mode and switched off other electronic devices before the commencement of the meeting. Shareholders/proxy holders should use the microphones if they had any questions to raise.

7.6 After that, he proceeded with the first agenda item as set out in the Notice of 28th AGM.

**8. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

8.1 Tan Sri Chairman dealt with the first agenda item, which was to receive the Audited Financial Statements for the financial year ended 31 December 2018, together with the Reports of the Directors and Auditors thereon.

8.2 Tan Sri Chairman explained that the agenda item was meant for discussion only as the provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016 do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda item was not put forward for voting.

8.3 Tan Sri Chairman then invited the shareholders and proxy holders to raise their questions on this agenda item.

8.4 Questions raised by shareholders and the replies from TCB were as follows:

Q1: Shareholder - Mr. Ng Soo Kar

Can you tell us what is the future prospect of the Company's business for the next five years under the present challenging economic environment in Malaysia and globally?

A1: Mr. Kevin Chin Soong Jin, Chief Investment Officer ("Mr. Kevin Chin")

I think the prospects for TCB look quite bright as you can see from our announcement released last Friday. Our Water Division is currently on track to continue operating until 2036 and there is certainty on the full migration of the Selangor water operations to a new entity called Pengurusan Air Selangor Sdn Bhd ("Air Selangor") which is a strong and viable entity as it has received further loans from Pengurusan Aset Air Berhad ("PAAB") up to RM1.90 billion to buy over Syarikat Pengeluar Air Sungai Selangor Sdn Bhd ("SPLASH") from shareholders of SPLASH and its lineage is from the Selangor State Government. So today the consolidation exercise of the entire water industry of Selangor is fully on track and scheduled to complete by the fourth quarter of 2019.

**ACTION**

TCB's Water Division is the main driver for cashflow and dividends. The growth for TCB is on track and the prospects are good. The entire management of Water Division is here. Obviously, we are extremely proud of their achievements.

The Toll Division's prospects are quite sustainable and viable. The consolidation process proposed by the Malaysian government is to buy over all toll concessions and there are publicly asserted positions that negotiations are on a willing-buyer-willing-seller basis, honouring the provisions of the existing concession agreements. To that extent, we are quite happy with our existing concession agreements. The Toll Division is also sustainable and vibrant.

Our Construction Division has decent contracts in hand and margins, considering the challenging market todate. The Construction Division is sustainable.

As for Waste Division given this very challenging environment, my personal assessment is that performance is average.

Q2: Shareholder - Mr. See Kian Seng

SPLASH's receivables of close to RM700 million, what is TCB's plan on their huge receivables from SPLASH?

A2: Mr. Kevin Chin

We made an announcement last Friday that we had signed three agreements. The receivables issues which have been a burdensome issue for us, is coming to a close. We anticipate receiving their first payment of the 10 instalments in late third quarter or early fourth quarter of 2019. As you know, settlement sum is paid via 10 annual-instalment payments. We are not getting the entire settlement sum upfront. However, in our agreements, we will receive an interest of 5.25% per annum on the outstanding settlement sum unpaid annually. I think one item that should be emphasised is that TCB's outlook is to have a sustainable dividend payout policy rather than making one-off big dividend payments

Q3: Shareholder – Mr. Muniandy Karishnan

We only meet once a year. After this meeting, what is going to happen until the next general meeting? The only way that we can get information is through this meeting. So, can the Company do some sort of improvement by giving a presentation so that, most of the questions that we suppose to ask would have been put into this presentation itself.

**ACTION**

I just got my annual report because I requested for it. So, I think the presentation should provide a better understanding on the performance of the Company for the shareholders. Looking at the figures, the statements look very healthy. The operating income has increased and the administrative and other expenses are lower than last year. This is a very good thing that happened. The Company should explain and tell us how hard the Board had tried to slash down these figures. Then only can we admire and express our gratitude to the Board.

A3: Tan Sri Chairman

It is not once a year that you can hear from us. Every quarterly results that we announce, our Executive Director, Dato' Ronnie Lim will issue a press release summarising the achievements and highlights the progress. Other than that I think the quarterly progress has been very transparent. At the same time, soft copy of the notice of AGM has been sent to shareholders. I apologise for the hiccups and we will certainly look into this shortcoming. I would like to invite the Executive Director, Dato' Ronnie Lim to answer your question.

A3: Dato' Lim Yew Boon ("Dato' Ronnie Lim"), Executive Director

As Tan Sri Chairman mentioned, we have also put in the quarterly results and any other special events in our announcement for the shareholders' information. Soft copies of the annual report were sent out together with the notice of AGM. Of course, hard copies of the annual report will be given upon request. I apologise for the inconvenience caused.

Q4: Shareholder – Mr. Muniandy Karishnan

The Company sent soft copies of the annual report to shareholders but people like me is not computer literate. It is easier if I can get a hard copy.

A4: Dato' Ronnie Lim

I would suggest that upon receiving the soft copy, you request for the hard copy.

A4: Tan Sri Chairman

Thank you for your feedback and we will take note of it.

8.5 As there was no further question from the shareholders and proxy holders, Tan Sri Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2018, together with the Reports of the Directors and Auditors thereon, be properly laid and received in accordance with the Companies Act 2016.

**ACTION**

**9. TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF RM1,080,000 IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2018**

9.1 Tan Sri Chairman referred to Resolution 1 on the agenda to approve the payment of Directors' fees of RM1,080,000 in respect of the financial year ended 31 December 2018.

9.2 Tan Sri Chairman then invited the shareholders and proxy holders to raise their questions on this agenda item, and clarified that the Board was presenting this Resolution for the shareholders' approval for the exact amount, which was the same as in the previous year.

9.3 There being no question raised by the shareholders or proxy holders, Tan Sri Chairman then proceeded to the next agenda item as set out in the Notice of the 28th AGM.

**10. TO APPROVE THE PAYMENT OF MEETING ALLOWANCE TO THE CHAIRMAN OF THE BOARD/BOARD COMMITTEES AND MEMBERS OF THE BOARD/BOARD COMMITTEES OF RM1,600 AND RM1,000 RESPECTIVELY FOR THEIR ATTENDANCE AT EACH MEETING FROM 30 MAY 2019 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

10.1 Tan Sri Chairman referred to Resolution 2 on the agenda with respect to approving the payment of meeting allowance to the Chairman of the Board/Board Committees and members of the Board/Board Committees of RM1,600 and RM1,000 respectively, for their attendance at each meeting from 30 May 2019 until the conclusion of the next Annual General Meeting of the Company.

10.2 Tan Sri Chairman then invited the shareholders and proxy holders to raise their questions on this agenda item.

10.3 There being no question raised by the shareholders or proxy holders, Tan Sri Chairman then proceeded to the next agenda item as set out in the Notice of the 28th AGM.

**11. TO RE-ELECT THE FOLLOWING DIRECTORS, WHO ARE RETIRING PURSUANT TO CLAUSE 77 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, HAVE OFFERED THEMSELVES FOR RE-ELECTION**

**11.1 Re-Election of Ahmad Jauhari bin Yahya**

11.1.1 Tan Sri Chairman referred to Resolution 3 on the agenda pertaining to the re-election of Ahmad Jauhari bin Yahya, who was retiring pursuant to Clause 77 of the Constitution of the Company and being eligible, had offered himself for re-election.

**ACTION**

11.1.2 Tan Sri Chairman said that the profile of Ahmad Jauhari bin Yahya could be viewed on page 23 of the Annual Report 2018 (“AR 2018”) of the Company.

11.1.3 There being no question raised by the shareholders or proxy holders, Tan Sri Chairman proceeded to the next agenda item as set out in the Notice of the 28th AGM.

**11.2 Re-Election of Raja Datuk Zaharaton binti Raja Dato’ Zainal Abidin**

11.2.1 Tan Sri Chairman referred to Resolution 4 on the agenda pertaining to the re-election of Raja Datuk Zaharaton binti Raja Dato’ Zainal Abidin, who was retiring pursuant to Clause 77 of the Constitution of the Company and being eligible, had offered herself for re-election.

11.2.2 Tan Sri Chairman said that the profile of Raja Datuk Zaharaton binti Raja Dato’ Zainal Abidin could be viewed on page 23 of the AR 2018 of the Company.

11.2.3 There being no question raised by the shareholders or proxy holders, Tan Sri Chairman proceeded to the next agenda item as set out in the Notice of the 28th AGM.

**12. RETIREMENT OF TAN SRI ONG KA TING AS A DIRECTOR OF THE COMPANY**

12.1 Tan Sri Chairman referred to item 5 of the agenda pertaining to his retirement as a Director of the Company.

12.2 Tan Sri Chairman said as indicated in the Notice of the 28th AGM, he would not seek re-appointment as a Director of the Company at the 28th AGM. Therefore, he would cease to be a Director of the Company at the conclusion of the 28th AGM. Hence, this agenda item would not be put forward for voting.

12.3 There being no question raised by the shareholders or proxy holders, Tan Sri Chairman then proceeded to the next agenda item as set out in the Notice of the 28th AGM.

**13. TO RE-APPOINT DELOITTE PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

13.1 Tan Sri Chairman referred to Resolution 5 on the agenda pertaining to the re-appointment of Deloitte PLT as Auditors of the Company until the conclusion of the next Annual General Meeting, at a remuneration to be determined by the Board of Directors of the Company.

13.2 There being no question raised by the shareholders or proxy holders, Tan Sri Chairman proceeded to the next agenda item as set out in the Notice of the 28th AGM.

**ACTION**

**SPECIAL BUSINESS**

**Ordinary Resolution No. 6**

**14. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

- 14.1 Tan Sri Chairman referred to Resolution 6, under Special Business of the agenda in respect of the authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 (“General Mandate”).
- 14.2 The purpose of the new General Mandate is for any possible fund raising activities, including but not limited to placing of new shares for the purpose of funding future investment project(s), working capital and/or acquisition(s).
- 14.3 “THAT subject to Sections 75 and 76 of the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 during the preceding 12 months does not exceed ten per centum (10%) of the total number of the issued shares (excluding treasury shares) 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 commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

A question from the floor was addressed and noted as follows:

Q1: Shareholder – Mr. Muniandy Karishnan

This Resolution as a precaution going into the future business. Does the Company have any immediate plans to use this 10% of shares within the next financial year or is it just a renewal of authority?

This issuing of shares will dilute the shareholdings of the shareholders. The Company recently declared a decent dividend. Is there any effect on the dividend payment?

A1: Mr. Kevin Chin

At present, there are no concrete plans to issue the 10% of shares. This is something that we seek shareholders’ authority and approval every year. When there are any developments, we will definitely make the proper announcements.



**ACTION**

- 14.4 There being no further question raised by the shareholders or proxy holders, Tan Sri Chairman proceeded to the next agenda item as set out in the Notice of the 28th AGM.

**Ordinary Resolution No. 7**

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

- 15.1 Tan Sri Chairman referred to the Ordinary Resolution 7, under Special Business of the agenda in respect of the proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature.

- 15.2 "THAT subject to the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("the Group") to enter into recurrent related party transactions of a revenue or trading nature ("RRPT") with the related party(ies) as set out in Section 2.5 of the Circular to Shareholders of the Company dated 30 April 2019 ("the Circular") provided that such transactions are:

- (a) necessary for the day-to-day operations;
- (b) in the ordinary course of business and are on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public; and
- (c) not prejudicial to the minority shareholders of the Company.

("Shareholders' Mandate").

THAT such approval shall continue to be in force and effect until:

- (a) 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 said AGM;
- (b) 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 Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier:

**ACTION**

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and to do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Shareholders' Mandate, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities."

15.3 There being no question raised by the shareholders or proxy holders, Tan Sri Chairman then proceeded to the next agenda item as set out in the Notice of the 28th AGM.

**16. TO TRANSACT ANY OTHER BUSINESS OF WHICH DUE NOTICE SHALL HAVE BEEN GIVEN IN ACCORDANCE WITH THE COMPANIES ACT 2016 AND THE COMPANY'S CONSTITUTION**

Tan Sri Chairman informed that the Company had not received any notice to deal with any other business for which due notice is required to be given pursuant to the Companies Act 2016.

**17. POLLING AND ANNOUNCEMENT OF POLL RESULTS**

17.1 Tan Sri Chairman adjourned the meeting for the polling and vote counting process to be completed.

17.2 The poll conducted by Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) proceeded for all the proposed Resolutions.

17.3 The Scrutineers, Boardroom Corporate Services Sdn Bhd, gave the verified poll results to Tan Sri Chairman. Tan Sri Chairman announced the results of the poll for all the Resolutions as follows:

Ordinary Resolution	VOTED FOR		VOTED AGAINST		Results
	No. of Shares	%	No. of Shares	%	
Resolution 1: To approve the payment of Directors' fees of RM1,080,000 in respect of the financial year ended 31 December 2018.	1,286,968,936	99.9962	50,001	0.0038	CARRIED
Resolution 2: To approve the payment of meeting allowance to the Chairman of the Board/Board Committees and members of the Board/Board Committees of RM1,600 and RM1,000 respectively for their attendance at each meeting from 30 May 2019 until the conclusion of the next Annual General Meeting of the Company.	1,286,968,936	99.9969	40,834	0.0031	CARRIED

**ACTION**

Ordinary Resolution	VOTED FOR		VOTED AGAINST		Results
	No. of Shares	%	No. of Shares	%	
Resolution 3: To re-elect Ahmad Jauhari bin Yahya who is retiring pursuant to Clause 77 of the Constitution of the Company and being eligible, has offered himself for re-election.	1,302,186,436	99.9969	40,834	0.0031	CARRIED
Resolution 4: To re-elect Raja Datuk Zaharaton binti Raja Dato' Zainal Abidin who is retiring pursuant to Clause 77 of the Constitution of the Company and being eligible, has offered herself for re-election.	1,302,163,269	99.9951	64,001	0.0049	CARRIED
Resolution 5: To re-appoint Deloitte PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	1,302,177,269	99.9962	50,001	0.0038	CARRIED
Resolution 6: Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.	1,155,238,269	99.9966	39,001	0.0034	CARRIED
Resolution 7: Proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature.	294,729,936	99.9957	39,001	0.0043	CARRIED

17.4 Tan Sri Chairman informed that he had chaired six AGMs in the Company and this would be his last AGM. He was very confident that TCB would continue to do well and the shareholders' investment in the Company would worth for money.

**18. CLOSURE OF MEETING**

There being no further business, the 28th AGM of the Company was declared closed at 12.30 p.m. with a vote of thanks to the Chair.

Date : 30 May 2019

**READ AND CONFIRMED BY**

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**CHAIRMAN**