



MISC BERHAD

(Company No.: 8178-H)

MINUTES OF THE FORTY-NINTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, 27 APRIL 2018 AT 10.00 A.M. AT BALLROOM 1 & 2, LEVEL 2, INTERCONTINENTAL KUALA LUMPUR, 165, JALAN AMPANG, 50450 KUALA LUMPUR, MALAYSIA

- PRESENT**
- **Board of Directors**
 - YBhg. Dato' Ab. Halim Mohyiddin - Chairman
 - Mr. Yee Yang Chien - President/Group CEO
 - YBhg. Datuk Manharlal Ratilal - Director
 - YBhg. Datuk Nasarudin Md Idris - Director
 - YBhg. Dato' Sekhar Krishnan - Director
 - Mr. Lim Beng Choon - Director
 - Pn. Liza Mustapha - Director
 - En. Mohd Yusri Mohamed Yusof - Director
 - **Members, Corporate Representatives and Proxies** - As per Attendance List
 - **Invited Guests**
 - En. Ismed Darwis Bahatlar - Engagement Partner, Ernest & Young ("EY")
 - Pn. Nurida Salwa Mohd Muhili - Engagement Director, EY
 - Ms. Cynthia Lai Nai Ting - Engagement Director, EY
 - Ms. Merina Tan - Senior Manager, EY
- IN ATTENDANCE**
- Pn. Fadzillah Kamaruddin - Company Secretary

ITEM	PROCEEDINGS
------	-------------

- | | |
|---|---|
| 1. INTRODUCTION BY COMPANY SECRETARY | The Company Secretary, Pn. Fadzillah Kamaruddin, welcomed everyone to the Forty-Ninth Annual General Meeting ("49 th AGM" or "the Meeting") of the Company and invited a representative of InterContinental Kuala Lumpur to deliver the safety briefing. |
| 2. SAFETY BRIEFING | The safety briefing was delivered by a representative of InterContinental Kuala Lumpur. |



3. ELECTRONIC POLLING

The Company Secretary informed that all the resolutions set out in the Notice of 49th AGM dated 29 March 2018 will be put to vote by poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia.

The poll voting via electronic polling or e-Polling for the resolutions will be conducted upon completion of the deliberation of all items to be transacted at the AGM.

The Company had appointed Symphony Share Registrars Sdn. Bhd. as Poll Administrator to conduct the polling process, and Symphony Corporatehouse Sdn. Bhd. as Scrutineers to verify the poll results.

4. CONFIRMATION OF QUORUM

The Company Secretary confirmed the presence of requisite quorum for purposes of the Meeting. She also announced that a total of 512 shareholders of the Company had appointed the Chairman of the Meeting to represent them as their proxies. Such proxies represented 72.34% of the shareholding of the Company for the purpose of the Meeting.

9 resolutions to be tabled at the Meeting were Ordinary Resolutions, which required a simple majority vote of more than 50% of the Members, Corporate Representatives and Proxies who were present and voting. 1 resolution to be tabled at the Meeting was a Special Resolution, which required a majority vote of more than 75% of the Members, Corporate Representatives and Proxies who were present and voting.

5. CHAIRMAN'S OPENING REMARKS

The Chairman, Dato' Ab. Halim Mohyiddin welcomed all Members, Corporate Representatives and Proxies to the 49th AGM of the Company and introduced each member of the Board of Directors as well as the Company Secretary. He invited Mr. Lee Shih, a Partner of Messrs. Skrine, to give a brief presentation of the Company's new Constitution, which is proposed for approval and adoption by the shareholders at this AGM, followed by the President/CEO, Mr. Yee Yang Chien, to give a Management Presentation on the Company's performance for the financial year ended 31 December 2017.

6. PRESENTATION BY SKRINE

Mr. Lee Shih, a Partner of Messrs. Skrine, delivered a brief presentation of the Company's new Constitution and addressed a number of questions from shareholders pertaining thereto.



7. MANAGEMENT PRESENTATION

Mr. Yee Yang Chien, the President/CEO of the Company, delivered the Management Presentation on the Company's performance for the financial year ended 31 December 2017.

8. NOTICE OF MEETING

The Chairman thanked Mr. Yee Yang Chien for the Management Presentation and called the Meeting to order to proceed with the business of the Meeting.

The Chairman informed that the 2017 Annual Report of the Company, incorporating the notice convening the Meeting dated 29 March 2018, had been sent to the shareholders together with the Statement on Proposed Share Buy-Back Renewal and Circular to Shareholders on Proposed Adoption of New Constitution of the Company.

Upon suggestion by the Chairman, the Members, Corporate Representatives and Proxies agreed that the notice convening the Meeting dated 29 March 2018 be taken as read.

9. AUDITED FINANCIAL STATEMENTS

TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Chairman informed the Meeting that the 2017 Annual Report and the Audited Financial Statements for the financial year ended 31 December 2017 of the Company have been distributed to the shareholders on 29 March 2018.

The Chairman informed that this agenda item was for discussion only as shareholders' approval is not required pursuant to Section 340(1) of the Companies Act 2016 and it shall not be put forward for voting.

The Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors as received and duly tabled at the 49th AGM.

The Chairman informed the Meeting that the Company had received a letter from the Minority Shareholder Watch Group ("MSWG") on 23 April 2018 containing questions relating to the Company. He invited Mr. Yee Yang Chien to summarise the questions raised by MSWG.



Mr. Yee Yang Chien read out the questions raised by MSWG and relayed to the shareholders the Company's answers for the benefit of the Meeting.

The Chairman then invited the Members, Corporate Representatives and Proxies to pose questions, if any, on the report and financial statements before the motion was put to the vote.

After dealing with the questions, the Chairman reiterated that all resolutions as stated in the Notice of the AGM dated 29 March 2018 shall be put to vote by e-Polling pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia

There were 10 resolutions to be voted on and the e-Polling for these resolutions shall be conducted upon completion of the deliberation of all items to be transacted at this AGM. For good order, he sought members to propose and second the resolutions.

ORDINARY BUSINESS

10. RE-ELECTION OF DIRECTORS (ARTICLE 95)

RESOLUTION NO. 1 RE-ELECTION OF DATO' AB. HALIM BIN MOHYIDDIN AS DIRECTOR PURSUANT TO ARTICLE 95 OF THE COMPANY'S ARTICLES OF ASSOCIATION

The Chairman informed that 3 Directors who retired in accordance with Article 95 of the Company's Articles of Association were eligible for re-election. The retiring Directors who have offered themselves for re-election under Ordinary Resolutions 1, 2 and 3 respectively were as follows:

- (i) YBhg. Dato' Ab. Halim bin Mohyiddin;
- (ii) En. Mohd Yusri bin Mohamed Yusof; and
- (iii) Pn. Liza binti Mustapha.

Since the Chairman was an interested party in Ordinary Resolution 1, YBhg. Datuk Manharlal Ratilal was invited to take over the Chair for the tabling of the resolution on Dato' Ab. Halim bin Mohyiddin's re-election.



The acting Chairman proceeded with Resolution No. 1 for the re-election of Dato' Ab. Halim bin Mohyiddin as a Director. Pursuant to Article 95 of the Company's Articles of Association, Dato' Ab. Halim bin Mohyiddin was subject to retirement at the Meeting and, being eligible, had offered himself for re-election. The acting Chairman invited a proposer and a seconder for the re-election of Dato' Ab. Halim bin Mohyiddin as a Director.

On the proposal and seconded by the shareholders, the following motion was put to vote:

"THAT Dato' Ab. Halim bin Mohyiddin who is retiring in accordance with Article 95 of the Company's Articles of Association, be re-elected as a Director of the Company."

At this juncture, Datuk Manharlal Ratilal handed the Chair back to Dato' Ab. Halim bin Mohyiddin.

RESOLUTION NO. 2
TO RE-ELECT MOHD YUSRI BIN MOHAMED YUSOF AS DIRECTOR PURSUANT TO ARTICLE 95 OF THE COMPANY'S ARTICLES OF ASSOCIATION

The Chairman proceeded with Resolution No. 2 for the re-election of Mohd Yusri bin Mohamed Yusof as a Director. Pursuant to Article 95 of the Company's Articles of Association, Mohd Yusri bin Mohamed Yusof was subject to retirement at the Meeting and, being eligible, had offered himself for re-election. The Chairman invited a proposer and a seconder for the re-election of Mohd Yusri bin Mohamed Yusof as a Director.

On the proposal and seconded by the shareholders, the following motion was put to vote:

"THAT Mohd Yusri bin Mohamed Yusof who is retiring in accordance with Article 95 of the Company's Articles of Association, be re-elected as a Director of the Company."



RESOLUTION NO. 3
TO RE-ELECT LIZA BINTI MUSTAPHA AS DIRECTOR
PURSUANT TO ARTICLE 95 OF THE COMPANY'S
ARTICLES OF ASSOCIATION

The Chairman proceeded with Resolution No. 3 for the re-election of Liza binti Mustapha as a Director. Pursuant to Article 95 of the Company's Articles of Association, Liza binti Mustapha was subject to retirement at the Meeting and, being eligible, had offered herself for re-election. The Chairman invited a proposer and a seconder for the re-election of Liza binti Mustapha as a Director.

On the proposal and seconded by the shareholders, the following motion was put to vote:

"THAT Liza binti Mustapha who is retiring in accordance with Article 95 of the Company's Articles of Association, be re-elected as a Director of the Company."

11. RE-ELECTION OF
DIRECTORS
(ARTICLE 97)

RESOLUTION NO. 4
RE-ELECTION OF DATUK MANHARLAL RATILAL AS
DIRECTOR PURSUANT TO ARTICLE 97 OF THE
COMPANY'S ARTICLES OF ASSOCIATION

The Chairman informed that 2 Directors who retired by rotation in accordance with Article 97 of the Company's Articles of Association were eligible for re-election. The retiring Directors who have offered themselves for re-election under Ordinary Resolutions 4 and 5 respectively were as follows:

- (i) YBhg. Datuk Manharlal Ratilal; and
- (ii) Mr. Lim Beng Choon.

The Chairman proceeded with Resolution No. 4 for the re-election of Datuk Manharlal Ratilal as a Director. Pursuant to Article 97 of the Company's Articles of Association, Datuk Manharlal Ratilal was subject to retirement at the Meeting and, being eligible, had offered himself for re-election. The Chairman invited a proposer and a seconder for the re-election of Datuk Manharlal Ratilal as a Director.



On the proposal and seconded by the shareholders, the following motion was put to vote:

“THAT Datuk Manharlal Ratilal who is retiring in accordance with Article 97 of the Company’s Articles of Association, be re-elected as a Director of the Company.”

RESOLUTION NO. 5
TO RE-ELECT MR. LIM BENG CHOON AS DIRECTOR PURSUANT TO ARTICLE 97 OF THE COMPANY’S ARTICLES OF ASSOCIATION

The Chairman proceeded with Resolution No. 5 for the re-election of Mr. Lim Beng Choon as a Director. Pursuant to Article 97 of the Company’s Articles of Association, Mr. Lim Beng Choon was subject to retirement at the Meeting and, being eligible, had offered himself for re-election. The Chairman invited a proposer and a seconder for the re-election of Mr. Lim Beng Choon as a Director.

On the proposal and seconded by the shareholders, the following motion was put to vote:

“THAT Mr. Lim Beng Choon who is retiring in accordance with Article 97 of the Company’s Articles of Association, be re-elected as a Director of the Company.”

12. DIRECTORS’ FEES

RESOLUTION NO. 6
TO APPROVE THE PAYMENT OF DIRECTORS’ FEES OF RM1,274,449.00 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

The Chairman proceeded with Resolution No. 6 on the approval for payment of Directors’ fees of RM1,274,449.00 for the financial year ended 31 December 2017. The Chairman invited a proposer and a seconder for Resolution No. 6.

On the proposal and seconded by the shareholders, the following motion was put to vote:



“THAT the payment of Directors’ fees of RM1,274,449.00 for the financial year ended 31 December 2017 be and is hereby approved.”

RESOLUTION NO. 7

TO APPROVE THE PAYMENT OF DIRECTORS’ FEES (INCLUSIVE OF BENEFITS-IN-KIND) UP TO AN AMOUNT OF RM2,035,289.00 FROM 1 JANUARY 2018 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

The Chairman proceeded with Resolution No. 7 on the approval for payment of Directors’ fees (inclusive of benefits-in-kind) up to an amount of RM2,035,289.00 from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company. The Chairman invited a proposer and a seconder for Resolution No. 7.

On the proposal and seconded by the shareholders, the following motion was put to vote:

“THAT the payment of Directors’ fees (inclusive of benefits-in-kind) up to an amount of RM2,035,289.00 from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved.”

**13. RE-
APPOINTMENT
OF AUDITORS**

RESOLUTION NO. 8

TO RE-APPOINT MESSRS. ERNST & YOUNG AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The Chairman proceeded with Resolution No. 8 on the re-appointment of Messrs Ernst & Young as Auditors of the Company for the ensuing financial year at a remuneration to be determined by the Directors. The Chairman invited a proposer and a seconder for Resolution No. 8.

On the proposal and seconded by the shareholders, the following motion was put to vote:

“THAT Messrs Ernst & Young be re-appointed as Auditors of the Company for the ensuing financial year at a remuneration to be determined by the Board of Directors.”



SPECIAL BUSINESS

**14. PROPOSED
SHARE BUY-
BACK RENEWAL**

**RESOLUTION NO. 9
PROPOSED SHARE BUY-BACK RENEWAL**

The Chairman proceeded with Resolution No. 9 and invited a proposer and seconder for Ordinary Resolution No. 9 on the Proposed Share Buy-Back Renewal.

On the proposal and seconded by the shareholders, the following motion was put to vote:

“THAT subject to compliance with the Companies Act 2016 (“Act”), MISC’s Articles of Association, and all prevailing laws, rules, regulations, orders, guidelines and requirements which may be applicable from time to time by Bursa Malaysia Securities Berhad (“Bursa Securities”) and/or any other relevant regulatory authority, approval and authority be and are hereby given to the Directors of the Company, to the extent permitted by law, to purchase such number of ordinary shares in MISC (“MISC Shares”) as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the best interest of the Company, provided that the maximum aggregate number of MISC Shares which may be purchased and/or held by the Company shall not exceed 10% of its prevailing total number of issued shares at any time, and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the amount of the retained earnings of the Company for the time being;

THAT the Directors be and are hereby authorised to deal with the MISC Shares so purchased, at their discretion, in the following manner:

- (i) cancel the MISC Shares so purchased; or
- (ii) retain the MISC Shares so purchased as treasury shares which may be dealt with in accordance with Section 127(7) of the Act; or
- (iii) retain part of the MISC Shares so purchased as treasury shares and cancel the remainder of the MISC Shares,



or in any other manner as may be prescribed by the Act, all applicable laws, regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force and that the authority to deal with the purchased MISC Shares shall continue to be valid until all the purchased MISC Shares have been dealt with by the Directors of the Company;

THAT the authority conferred by this resolution shall be effective immediately upon the passing of this resolution and shall continue to be in force until the earlier of:

- (i) the conclusion of the Fiftieth Annual General Meeting of MISC ("50th AGM"); or
- (ii) the expiration of the period within which the 50th AGM is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of MISC in a general meeting;

AND THAT the Directors be and are hereby authorised and empowered to do all acts and things and to take all such steps as necessary or expedient (including opening and maintaining a Central Depository System account) and to enter into and execute, on behalf of the Company, any instrument, agreement and/or arrangement with any person, and with full power to assent to any condition, modification, variation and/or amendment as may be imposed by Bursa Securities or any relevant regulatory authority, and/or as may be required in the best interest of the Company and to take all such steps as the Directors may deem fit, necessary and expedient in the best interest of the Company in order to implement, finalise and give full effect to the purchase by the Company of its own shares."

**15. PROPOSED
ADOPTION OF
NEW
CONSTITUTION**

**SPECIAL RESOLUTION
PROPOSED ADOPTION OF NEW CONSTITUTION OF
THE COMPANY**

The Chairman proceeded with the Special Resolution and invited a proposer and seconder for the Special Resolution on the Proposed Adoption of New Constitution of the Company.

On the proposal and seconded by the shareholders, the following motion was put to vote:



“THAT the Company’s existing Memorandum and Articles of Association be deleted in its entirety and that the new Constitution as set out in the Company’s Circular to Shareholders dated 29 March 2018 be and is hereby adopted as the new Constitution of the Company;

AND THAT the Directors of the Company be and are hereby authorised to do such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities.”

**16. ANY OTHER
ORDINARY
BUSINESS**

**TO TRANSACT ANY OTHER ORDINARY BUSINESS OF
WHICH DUE NOTICE HAS BEEN GIVEN**

The Chairman sought from the Company Secretary whether the Company had received any notice for transaction of other ordinary business which due notice has been given in accordance with the Companies Act 2016 and the Company’s Articles of Association. The Company Secretary confirmed that the Company had not received any notice for transaction of any other ordinary business to be tabled at the Meeting.

**17. POLLING
PROCEDURES**

The Chairman proceeded with the Meeting by informing that the voting on the 9 Ordinary Resolutions and 1 Special Resolution would be conducted by poll pursuant to Paragraph 8.29A of the Bursa Malaysia Main Market Listing Requirements. The polling process will be taken via e-Polling and it will be conducted by the Company’s Share Registrars. The procedure will be scrutinised by Symphony Corporatehouse Sdn. Bhd. to ensure adequate due process.

The Chairman then invited the Company Secretary to explain the polling process.

Pn. Fadzillah Kamaruddin, the Company Secretary, explained the procedures for the conduct of poll using the electronic poll voting method (“e-Polling”).

Eight (8) polling stations had been set up for the purpose of the poll by way of e-Polling. Each polling station was equipped with an iPad and a barcode reader.



To facilitate the shareholders/proxies to cast their vote using the touch-screen monitor (iPad) at the polling stations, the shareholders/proxies were required to scan the barcoded wristband that had been issued to them during the registration for the Meeting.

18. COMMENCEMENT OF E-POLLING

The Chairman declared the commencement of e-Polling process at 11.15 a.m. and informed that the casting and verification of the votes would be concluded in approximately 30 minutes. He then adjourned the Meeting until the casting and verification of votes were completed.

19. ANNOUNCEMENT OF POLL RESULTS

At 11.45 a.m. the Chairman called the Meeting to order for declaration of results of the poll. He informed that he had received the poll results from Symphony Share Registrars Sdn. Bhd. and Symphony Corporatehouse Sdn. Bhd., and proceeded to announce the results for the 9 Ordinary Resolutions and 1 Special Resolution to the Members present, as follows:

19.1 Re-election of Dato' Ab. Halim bin Mohyiddin as Director pursuant to Article 95 of the Company's Articles of Association (Resolution No. 1)

The Chairman announced the poll result in respect of **Resolution 1** which was carried as follows:-

Resolution	For		Against	
	Number of Shares	%	Number of Shares	%
1	3,475,438,265	89.1333	423,707,453	10.8667

The Chairman declared that **Resolution 1** was duly passed as follows:

"THAT Dato' Ab. Halim bin Mohyiddin be re-elected as Director pursuant to Article 95 of the Company's Articles of Association."

19.2. Re-election of Mohd Yusri bin Mohamed Yusof as Director pursuant to Article 95 of the Company's Articles of Association (Resolution No. 2).



The Chairman announced the poll result in respect of **Resolution 2** which was carried as follows:

Resolution	For		Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 2	3,871,611,131	99.1517	33,125,187	0.8483

The Chairman declared that **Resolution 2** was duly passed as follows:

“THAT Mohd Yusri bin Mohamed Yusof be re-elected as Director pursuant to Article 95 of the Company’s Articles of Association.”

- 19.3. Re-election of Liza binti Mustapha as Director pursuant to Article 95 of the Company’s Articles of Association (Resolution No. 3).

The Chairman announced the poll result in respect of **Resolution 3** which was carried as follows:

Resolution	For		Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 3	3,872,056,568	99.1631	32,679,750	0.8369

The Chairman declared that **Resolution 3** was duly passed as follows:

“THAT Liza binti Mustapha be re-elected as Director pursuant to Article 95 of the Company’s Articles of Association.”

- 19.4. Re-election of Datuk Manharlal Ratilal as Director pursuant to Article 97 of the Company’s Articles of Association (Resolution No. 4).

The Chairman announced the poll result in respect of **Resolution 4** which was carried as follows:

Resolution	For		Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 4	3,895,410,622	99.7612	9,325,696	0.2388



The Chairman declared that **Resolution 4** was duly passed as follows:

“THAT Datuk Manharlal Ratilal be re-elected as Director pursuant to Article 97 of the Company’s Articles of Association.”

19.5. Re-election of Lim Beng Choon as Director pursuant to Article 97 of the Company’s Articles of Association (Resolution No. 5).

The Chairman announced the poll result in respect of **Resolution 5** which was carried as follows:

Resolution	For		Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 5	3,903,203,418	99.9607	1,532,900	0.0393

The Chairman declared that **Resolution 5** was duly passed as follows:

“THAT Lim Beng Choon be re-elected as Director pursuant to Article 97 of the Company’s Articles of Association.”

19.6. To approve the payment of Directors’ fees of RM1,274,449.00 for the financial year ended 31 December 2017 (Resolution No. 6).

The Chairman announced the poll result in respect of **Resolution 6** which was carried as follows:

Resolution	For		Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 6	3,904,095,418	99.9836	640,900	0.0164

The Chairman declared that **Resolution 6** was duly passed as follows:

“THAT the payment of Directors’ fees of RM1,274,449.00 for the financial year ended 31 December 2017 be and is hereby approved.”



- 19.7 To approve the payment of Directors' fees (inclusive of benefits-in-kind) up to an amount of RM2,035,289.00 from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company (Resolution No. 7).

The Chairman announced the poll result in respect of **Resolution 7** which was carried as follows:

Resolution	For		Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 7	3,632,787,508	93.0329	272,055,810	6.9671

The Chairman declared that **Resolution 7** was duly passed as follows:

"THAT the payment of Directors' fees (inclusive of benefits-in-kind) up to an amount of RM2,035,289.00 from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved."

- 19.8 Re-appointment of Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration (Resolution No. 8).

The Chairman announced the poll result in respect of **Resolution 8** which was carried as follows:

Resolution	For		Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 8	3,903,479,618	99.9651	1,363,700	0.0349

The Chairman declared that **Resolution 8** was duly passed as follows:

"THAT Messrs Ernst & Young be re-appointed as Auditors of the Company for the ensuing financial year at a remuneration to be determined by the Board of Directors."

- 19.9 Special Business: Proposed Share Buy Back Renewal (Resolution No. 9).

The Chairman announced the poll result in respect of **Resolution 9** which was carried as follows:



Resolution	For		Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 9	3,904,201,619	99.9836	641,699	0.0164

The Chairman declared that **Resolution 9** was duly passed as follows:

“THAT subject to compliance with the Companies Act 2016 (“Act”), MISC’s Articles of Association, and all prevailing laws, rules, regulations, orders, guidelines and requirements which may be applicable from time to time by Bursa Malaysia Securities Berhad (“Bursa Securities”) and/or any other relevant regulatory authority, approval and authority be and are hereby given to the Directors of the Company, to the extent permitted by law, to purchase such number of ordinary shares in MISC (“MISC Shares”) as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the best interest of the Company, provided that the maximum aggregate number of MISC Shares which may be purchased and/or held by the Company shall not exceed 10% of its prevailing total number of issued shares at any time, and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the amount of the retained earnings of the Company for the time being;

THAT the Directors be and are hereby authorised to deal with the MISC Shares so purchased, at their discretion, in the following manner:

- (i) cancel the MISC Shares so purchased; or
- (ii) retain the MISC Shares so purchased as treasury shares which may be dealt with in accordance with Section 127(7) of the Act; or
- (iii) retain part of the MISC Shares so purchased as treasury shares and cancel the remainder of the MISC Shares,

or in any other manner as may be prescribed by the Act, all applicable laws, regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force and that the authority to deal with



the purchased MISC Shares shall continue to be valid until all the purchased MISC Shares have been dealt with by the Directors of the Company;

THAT the authority conferred by this resolution shall be effective immediately upon the passing of this resolution and shall continue to be in force until the earlier of:

- (i) the conclusion of the Fiftieth Annual General Meeting of MISC ("50th AGM"); or
- (ii) the expiration of the period within which the 50th AGM is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of MISC in a general meeting;

AND THAT the Directors be and are hereby authorised and empowered to do all acts and things and to take all such steps as necessary or expedient (including opening and maintaining a Central Depository System account) and to enter into and execute, on behalf of the Company, any instrument, agreement and/or arrangement with any person, and with full power to assent to any condition, modification, variation and/or amendment as may be imposed by Bursa Securities or any relevant regulatory authority, and/or as may be required in the best interest of the Company and to take all such steps as the Directors may deem fit, necessary and expedient in the best interest of the Company in order to implement, finalise and give full effect to the purchase by the Company of its own shares."

19.10 Special Business: Proposed Adoption of New Constitution of the Company (Special Resolution).

The Chairman announced the poll result in respect of the **Special Resolution** which was carried as follows:

Resolution	For		Against	
	Number of Shares	%	Number of Shares	%
Special Resolution	3,904,843,318	100.0000	0	0

The Chairman declared that the **Special Resolution** was duly passed as follows:



"THAT the Company's existing Memorandum and Articles of Association be deleted in its entirety and that the new Constitution as set out in the Company's Circular to Shareholders dated 29 March 2018 be and is hereby adopted as the new Constitution of the Company;

AND THAT the Directors of the Company be and are hereby authorised to do such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."

20. CLOSURE

There being no further business, the Chairman thanked everyone and declared the Meeting closed at 12.00 noon with a vote of thanks.

Approved,

A handwritten signature in black ink, appearing to be 'A. C.', is written over a solid horizontal line. The signature is cursive and somewhat stylized.

.....
CHAIRMAN