

SEG INTERNATIONAL BHD

(Company No. 145998-U)

(Incorporated in Malaysia)

Summary of Proceedings of the **Thirty-Third Annual General Meeting** of **SEG International Bhd** (“SEGi” or “the Company”) duly convened and held at Level 2, Right Wing, SEGi University, No. 9 Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor on **Wednesday, 12 June 2019 at 10.33 a.m.**

PRESENT:

Tan Sri Dato’ Seri Megat Najmuddin bin Dato’ Seri Dr. Haji Megat Khas – Chairman
and as per attendance list

1. CHAIRMAN

The Chairman presided at the Meeting and welcomed all members to the Company’s Thirty-Second Annual General Meeting (“AGM”).

2. QUORUM

The Chairman, upon confirming the presence of a quorum pursuant to the Constitution of the Company, called the Meeting to order.

3. NOTICE

Before the Meeting commenced, the Chairman informed the Meeting that the resolutions set out in the Notice of AGM were to be voted by poll in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Company has appointed VotesApp Sdn Bhd, as the Poll Administrator, and All-In Worldwide Sdn Bhd as the Independent Scrutineer to verify the results of the polls. The Company will be having live voting for this AGM, and the polling process will be conducted immediately upon completion of the deliberation of each resolution. Tan Sri Chairman invited Mr. Jason Fong from VotesApp Sdn Bhd to explain the procedures for polling to the Meeting.

As SEGi was having e-polling for this AGM, a voting device was assigned and paired with the shareholders based on the registration record upon entering the meeting room. For those proxies with predetermined voting instructions, the proxy votes have been pre-consolidated according to the instruction given. The votes will be uploaded according to the instructions given once the shareholders press any of the aforesaid buttons.

There being no objection, the notice convening the Meeting dated 30 April 2019 having been circulated to all the shareholders of the Company within the statutory period, was taken as read. The Chairman proceeded to the business on the Agenda.

4. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

The audited Financial Statements of the Company for the year ended 31 December 2018 together with the Directors’ and Auditors’ report were tabled for discussion.

It was noted that pursuant to Section 340(1)(a) of the Companies Act 2016 (“the Act”), this Agenda item would not require approval from the shareholders of the Company.

The Chairman thereupon invited questions from the floor. The Chairman requested that the questions should be restricted to matters directly relevant to the resolutions under consideration. Any questions on the general business activities of the Company will be allowed after the meeting.

There being no questions, the Chairman declared that the Audited Financial Statements for the year ended 31 December 2018 together with the Directors’ and Auditors’ report thereon be hereby received and further proceeded to the next Agenda item.

5. OUTCOME OF THE AGM – POLL RESULTS

The Meeting then proceeded to electronic poll voting. Based on the poll results projected, the Chairman declared all the resolutions **CARRIED**, as follows:

	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
RESOLUTION 1 To approve the payment of Directors’ fee for the year ended 31 December 2018.	1,008,232,499	100	2,000	0
RESOLUTION 2 To re-elect Tan Sri Megat Najmuddin Khas as Director.	1,008,242,850	100	0	0
RESOLUTION 3 To re-elect Dato’ Seri Mohamed Azahari as Director.	1,008,236,099	100	0	0
RESOLUTION 4 To re-elect Ms. Hew Moi Lan as Director.	1,008,240,809	100	0	0
RESOLUTION 5 To re-appoint Messrs. Ernst & Young as Auditors of the Company.	1,008,238,316	100	0	0
RESOLUTION 6 To authorise the allotment and issuance of shares pursuant to Section 75 of the Act.	1,008,227,609	100	900	0
RESOLUTION 7 Approval for the Proposed Renewal of Share Buy-Back Authority.	1,008,242,809	100	0	0
RESOLUTION 8 – Tier-1 To approve the retention of Tan Sri Megat Najmuddin as Independence Director.	856,262,363	100	0	0
RESOLUTION 8 – Tier-2 To approve the retention of Tan Sri Megat Najmuddin as Independence Director.	151,986,185	100	2,000	0
RESOLUTION 9 – Tier-1 To approve the retention of Dato’ Amos Siew as Independent Director.	856,262,363	100	0	0

	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
RESOLUTION 9 – Tier-2 To approve the retention of Dato’ Amos Siew as Independent Director.	151,987,085	100	0	0
RESOLUTION 10 To approve the retention of Dato Goh Leng Chua as Independent Director.	1,008,237,239	100	0	0
SPECIAL RESOLUTION 1 To approve the proposed adoption of a new Constitution of the Company.	1,008,238,076	100	900	0

6. ANY OTHER BUSINESS

Tan Sri Chairman sought confirmation from the Company Secretary whether the Company had received any notice for transaction of other business which had been given in accordance with the Act and the Constitution of the Company. The Company Secretary confirmed that the Company had not received any notice for transaction of any other business at the Meeting.

7. CONCLUSION

There being no further business to be transacted, the Meeting concluded at 11.15 a.m. with a vote of thanks to the Chair.