

FORMOSA PROSONIC INDUSTRIES BERHAD
(Company No. 172312-K)

Minutes of the **Thirtieth Annual General Meeting** of Formosa Prosonic Industries Berhad ("FPI" or "the Company") held at Crystal Room, Level 1, Crystal Crown Hotel Harbour View, 217 Persiaran Raja Muda Musa, 42000 Port Klang, Selangor Darul Ehsan on Friday, 25 May 2018 at 10.00 a.m.

Present : As per attendance list

1. OPENING

The Chairman of the Meeting, Mr Shih Chao Yuan, welcomed everyone to the Meeting.

As the requisite quorum was present, Chairman called the Meeting to order.

The Notice convening the Meeting having been circulated and advertised in the newspaper was, with the consent of the Meeting, taken as read.

The Chairman informed shareholders that pursuant to Paragraph 8.29(A)(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions as set out in the notice of the Annual General Meeting ("AGM") would be decided by poll, which would be taken at the end of the Meeting after the Directors had dealt with questions from the shareholders.

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

- 2.1 The Chairman informed that under the Companies Act, 2016 ("the Act"), the audited financial statements were required to be laid before the Meeting and was not an item requiring a resolution to be put to vote.
- 2.2 Questions were raised by shareholders on the Group's prospects to increase sales and to expand the current operations. Queries on the reasons for the better performance and whether the board would consider a bonus issue were also discussed. The Board was also asked questions on the impact of forex and oil price on the costs of raw materials and suggestions for the Company to put in more Environmental, Social and Governance practices were raised.
- 2.3 After all questions had been dealt with, the Chairman declared that the audited financial statements for the financial year ended 31 December 2017 have, in accordance with the Act, been properly laid and received.

3. ORDINARY RESOLUTION 1

Payment of Directors' Fees in respect of the financial year ended 31 December 2017

The Chairman proceeded with the second item of the agenda which was to approve the payment of Directors' Fees of RM300,000.00 in respect of the financial year ended 31 December 2017.

There being no question asked, Chairman informed that the poll for Ordinary Resolution 1 would be taken at the end of the Meeting.

4. ORDINARY RESOLUTION 2

Payment of Directors' benefits of up to RM1,200,000 for the financial period from 1 July 2018 to 30 June 2019

The Meeting then proceeded with the next item of the agenda which was to approve the payment of Directors' benefit of up to RM1,200,000.00 for the financial period from 1 July 2018 to 30 June 2019.

There being no question asked, the Chairman informed that the poll for Ordinary Resolution 2 would be taken at the end of the Meeting.

5. ORDINARY RESOLUTION 3

Re-Election of Mr Leow Ing Seng

The Meeting then proceeded with the agenda item on the re-election of Mr Leow Ing Seng, who would be retiring in accordance with Article 109 of the Constitution of the Company and who had offered himself for re-election, as a Director of the Company.

There being no question asked, the Chairman informed that the poll for Ordinary Resolution 3 would be taken at the end of the Meeting.

6. ORDINARY RESOLUTION 4

Re-Election of Mr Shen, Ching Yao

Next on the agenda was the re-election of Mr Shen, Ching Yao, who would be retiring in accordance with Article 109 of the Constitution of the Company and who had offered himself for re-election, as a Director of the Company.

There being no question asked, the Chairman informed that the poll for Ordinary Resolution 4 would be taken at the end of the Meeting.

7. ORDINARY RESOLUTION 5

Re-Election of Puan Hartini Binti Zainal Abidin

The Meeting then considered the agenda item on the re-election of Puan Hartini Binti Zainal Abidin, who would be retiring in accordance with Article 114 of the

Constitution of the Company and who had offered herself for re-election, as a Director of the Company.

There being no question asked, the Chairman informed that the poll for Ordinary Resolution 5 would be taken at the end of the Meeting.

**8. ORDINARY RESOLUTION 6
Re-Appointment of Auditors**

The Meeting next moved on to the agenda item on the re-appointment Messrs BDO as the Auditors of the Company and to authorise the Directors to fix their remuneration.

There being no question asked, the Chairman informed that the poll for Ordinary Resolution 6 would be taken at the end of the Meeting.

**9. ORDINARY RESOLUTION 7
Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016**

The Meeting then proceeded to the next item on the agenda which was the proposed resolution to obtain authority from shareholders to authorise the Directors to allot and issue shares of the Company pursuant to Section 75 and 76 of the Companies Act 2016.

There being no question asked, the Chairman informed that the poll for Ordinary Resolution 7 would be taken at the end of the Meeting.

**10. ORDINARY RESOLUTION 8
Proposed Authority for Share Buy-Back**

The Chairman informed that the next agenda item was the proposed resolution to obtain a mandate from shareholders for the Company to purchase its own shares up to 10% of the issued and paid up share capital at any given point in time during the authorised period.

There being no question asked, the Chairman informed that the poll for Ordinary Resolution 8 would be taken at the end of the Meeting.

**11. ORDINARY RESOLUTION 9
Retention of Independent Director**

The Meeting then considered the next item on the agenda, in line with the Malaysian Code of Corporate Governance 2017, which was the retention of Mr Leow Ing Seng who had served for more than nine (9) years, as an Independent Director of the Company.

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There being no question asked, the Chairman informed that the poll for Ordinary Resolution no. 9 would be taken at the end of the Meeting.

**12. ORDINARY RESOLUTION 10
Retention of Independent Director**

In addition, the Chairman informed that the next item on the agenda, in line with the Malaysian Code of Corporate Governance 2017, was on the retention of Mr Lim Chung Yin who also had served for more than nine (9) years, as an Independent Director of the Company.

There being no question asked, the Chairman informed that the poll for Ordinary Resolution no. 10 would be taken at the end of the Meeting.

13. ADJOURNMENT OF MEETING

With the permission from shareholders, the Chairman adjourned the meeting at 11.00 a.m. to conduct the Extraordinary General Meeting of the Company. The poll for the resolutions items of the AGM was conducted together with the EGM agenda item.

14. ANNOUNCEMENT OF POLL RESULTS

At the receipt of the results of the poll, the Chairman reconvened the Meeting at 11.55 a.m. and invited the Company Secretary to read out the results which were as follows:-

Resolutions	Vote For		Vote Against		Total Votes	
	No of Units	%	No of Units	%	No of Units	%
Resolution 1	130,082,600	100.00	0	0	130,082,600	100.00
Resolution 2	93,125,500	100.00	0	0	93,125,500	100.00
Resolution 3	91,549,500	71.24	36,957,100	28.76	128,506,600	100.00
Resolution 4	128,506,600	100.00	0	0	128,506,600	100.00
Resolution 5	128,506,600	100.00	0	0	128,506,600	100.00
Resolution 6	130,082,600	100.00	0	0	130,082,600	100.00
Resolution 7	93,125,500	71.59	36,957,100	28.41	130,082,600	100.00
Resolution 8	130,082,600	100.00	0	0	130,082,600	100.00
Resolution 9	91,549,500	71.24	36,957,100	28.76	128,506,600	100.00
Resolution 10	91,549,500	71.24	36,957,100	28.76	128,506,600	100.00

Based on the poll results, the Chairman declared that Ordinary Resolution 1 to Ordinary Resolution 10 as tabled at the Meeting were carried.

It was RESOLVED as follows:-

ORDINARY RESOLUTION 1

Payment of Directors' Fees in respect of the financial year ended 31 December 2017

"THAT the payment of Directors' Fees in respect of the financial year ended 31 December 2017 be and is hereby approved."

ORDINARY RESOLUTION 2

Payment of Directors' benefits of up to RM1,200,000 for the financial period from 1 July 2018 to 30 June 2019

"THAT the payment of Directors' benefits of up to RM1,200,000 for the financial year period from 1 July 2018 to 30 June 2019 be and is hereby approved."

ORDINARY RESOLUTION 3

Re-Election of Mr Leow Ing Seng

"THAT Mr Leow Ing Seng, the Director retiring in accordance with Article 109 of the Constitution of the Company, be and is hereby re-elected as Director of the Company."

ORDINARY RESOLUTION 4

Re-Election of Mr Shen, Ching Yao

"THAT Mr Shen, Ching Yao, the Director retiring in accordance with Article 109 of the Constitution of the Company, be and is hereby re-elected as Director of the Company."

ORDINARY RESOLUTION 5

Re-Election of Puan Hartini Binti Zainal Abidin

"THAT Puan Hartini Binti Zainal Abidin, the Director retiring in accordance with Article 114 of the Constitution of the Company, be and is hereby re-elected as Director of the Company."

ORDINARY RESOLUTION 6

Re-Appointment of Auditors

"THAT the retiring auditors, Messrs BDO, having indicated their willingness to continue in office be hereby re-appointed as the Auditors of the Company and that the Directors be hereby authorised to fix their remuneration."

ORDINARY RESOLUTION 7

Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016

"THAT pursuant to Section 75 and 76 of the Companies Act 2016 and approvals from Bursa Malaysia for the listing of and quotation for the additional shares so issued and other relevant authorities, where approval is necessary, authority be

and is hereby given to the Directors to allot and issue shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued shall not exceed 10% of the total number of issued shares of the Company at any point of time AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

ORDINARY RESOLUTION 8
Proposed Authority for Share Buy-Back

“THAT subject to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorized to purchase such number of ordinary shares in the Company as may be determined by the Board from time to time on Bursa Malaysia Securities Berhad upon such terms and conditions as the Board may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Malaysia Securities Berhad as at the time of purchase(s) and an amount not exceeding the retained profits of the Company based on the latest audited accounts of the Company as at 31 December 2016, at the time of purchase(s).

THAT such authority shall commence upon the passing of this resolution and shall remain in force until the conclusion of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting.

THAT authority be and is hereby given to the Directors of the Company to decide in their discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or cancel them and/or resell the treasury shares or distribute them as share dividend and/or subsequently cancel them.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary (including executing all such documents as may be required) and to enter into any agreements and arrangements with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interest of the Company.”

ORDINARY RESOLUTION 9
Retention of Independent Director in accordance with the Malaysian Code on Corporate Governance 2017

“THAT Mr Leow Ing Seng, an Independent Director who has served in the Company for more than nine (9) years be hereby retained as an Independent Director and to hold office until the next Annual General Meeting.”

ORDINARY RESOLUTION 10

Retention of Independent Director in accordance with the Malaysian Code on Corporate Governance 2017

“THAT Mr Lim Chung Yin, an Independent Director who has served in the Company for more than nine (9) years be hereby retained as an Independent Director and to hold office until the next Annual General Meeting.”

15. CLOSURE

There being no other business the Meeting was closed at 11.57 am with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD



CHAIRMAN

Date: 16 August 2018