

PERUSAHAAN SADUR TIMAH MALAYSIA (PERSTIMA) BERHAD
(Company No. 49971-D)

MINUTES OF THE FORTIETH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT DEWAN BERJAYA, BUKIT KIARA EQUESTRIAN & COUNTRY RESORT, JALAN BUKIT KIARA, OFF JALAN DAMANSARA, 60000 KUALA LUMPUR, MALAYSIA ON THURSDAY, 23 AUGUST 2018 AT 2.00 P.M.

PRESENT:-

DIRECTORS

Dato' Wee Hoe Soon @ Gooi Hoe Soon : Chairman
Mr Hiroaki Yano : Managing Director ("MD")
Mr Rin Nan Yoong : *Also a Shareholder*
Ms Ranko Kume
Pn Mastura Binti Mansor
Mr Dominic Aw Kian-Wee

SHAREHOLDERS AND PROXIES

As per the Attendance Lists marked as Appendix I

IN ATTENDANCE

Ms Chan Yoke Peng - Company Secretary

BY INVITATION

Mr Yuji Numa - General Director, Perstima (Vietnam) Co., Ltd
Ms Ng Meng Yoong - Senior Finance & Corporate Affair Manager
Encik Rahizan Khalid - Finance Manager
Ms Ong Huei Lin - Audit Partner, KPMG PLT
Ms Chan Yen Ing - Audit Partner, KPMG PLT
Ms Tan Ping Sin - Representing Boardroom Corporate Services (KL) Sdn. Bhd.
(“Boardroom”)
Mr Raymond Wong - Representing Boardroom
Ms Alice Low - Representing Boardroom

CHAIRMAN

Dato' Wee Hoe Soon @ Gooi Hoe Soon chaired the Meeting and welcomed all members and guests present to the Fortieth Annual General Meeting (“40th AGM”) of the Company. The Chairman then took the opportunity to introduce the other Board members to all present at the Meeting.

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The representatives from the external auditors, Messrs KPMG PLT were also present at the Meeting.

QUORUM

The Secretary confirmed that a quorum was present. With the requisite quorum being present, the Meeting was called to order at 2.00 p.m.

The Secretary further reported that the Company had received in total 116 proxy forms from the shareholders of the Company for a total of 34,933,243 ordinary shares representing 35.18% of the total voting shares of the Company. The Company had also received 1 corporate representative form for a total of 32,617,544 ordinary shares representing 32.85% of the total voting shares of the Company.

NOTICE

With the consent of the Members, the Notice convening the AGM having been circulated for the prescribed period was taken as read. The Chairman then proceeded with the business on the agenda.

DISCUSSION ITEM

- AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2018

The Audited Financial Statements of the Company for the financial year ended 31 March 2018 together with the Directors' and Auditors' Reports thereon having been circulated to all the shareholders of the Company within the statutory period were taken as read.

The Chairman informed the meeting that this item in the agenda was meant for discussion. It would not be put to vote by shareholders as it did not require approval from the shareholders of the Company.

The Chairman then invited questions from the floor and took cognizance of the following enquiries and/or comments by the Members during the Meeting:-

KEY MATTERS DISCUSSED

A. Manufacturer of tinplate in Malaysia

Responding to an enquiry from a shareholder on whether there is other manufacturer of tinplate in Malaysia, the MD informed that the Company is the sole manufacturer of tinplate in Malaysia.

B. Selling price of tinfoil

The Board was asked on the selling price of tinfoil from China. The MD replied that the selling price of tinfoil depends on the market demand and supply. Occasionally, the selling price of tinfoil from China is cheaper than the Company's tinfoil.

C. Termination of the imposition of anti-dumping duties on imports of tinfoil

There were questions raised on what would be the selling price of the competitors' tinfoil after the anti-dumping duties imposed on imports of tinfoil from the People's Republic of China and the Republic of Korea is due to expire in November 2018 and the actions to be taken by the Company to address this termination of imposition of anti-dumping duties. The MD replied that the selling price of the competitors' tinfoil is possibility cheaper than the Company's tinfoil. The MD further explained that the customers evaluate the tinfoil are not solely based on the pricing but also look into the quality of products as well as after-sales services. Nonetheless, the Company would endeavour to improve the quality of tinfoil to ensure that the Company's tinfoil remains competitive.

D. Business Prospects of the Group

A question was raised on the business prospects of the Group for the next six years in view of the current challenging economic environment. The Chairman informed the Meeting that the Company endeavours to improve the quality of the tinfoil to retain the long-term customers and thereby, it resulted the higher selling price compared with the competitors. In order to leverage the cost, Management seeks possible ways to improve the production efficiency and closely monitors the production ratio. The Chairman further informed the Meeting that the Board was briefed on the performance of subsidiary in Vietnam and the production ratio as well as the wastage in every board meeting. The Chairman added that the Board and Management would endeavour to improve the results of the Group for sustainability.

E. Bonus Issue

The Board was requested to consider a bonus issue of new shares to shareholders. The Chairman informed the Meeting that the Board would explore the possibility of bonus issue at the near future.

F. Dividend Policy

A question was raised on any dividend policy adopted by the Company. The Chairman replied that the Company has not formalised any dividend policy. Nevertheless, the Company had declared dividend consistently for the past few years. The Board would discuss on the feasibility for adopting of a dividend policy.

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After addressing all the questions received, the Chairman declared that the Audited Financial Statements of the Company for the financial year ended 31 March 2018 had been duly received.

RESOLUTIONS TO BE VOTED BY POLL

At this juncture, the Chairman informed the Meeting that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the 40th AGM must be voted by poll. Accordingly, the Chairman demanded for a poll to be taken on all the resolutions set forth in the Notice of the 40th AGM pursuant to the Company's Articles of Association. The Chairman further informed the Meeting that the poll shall be taken in such manner as the Chairman directs.

The Chairman also informed Meeting that Symphony Share Registrars Sdn. Bhd. has been appointed as the Poll Administrator to facilitate the poll voting electronically and Symphony Corporatehouse Sdn. Bhd. has been appointed as Scrutineers to validate the poll results. The Chairman added that the Meeting shall go through all the resolutions. After the last resolution has been tabled, the Meeting shall then proceed with the polling process.

The Chairman then proceeded with the resolutions set out in the Agenda.

ORDINARY RESOLUTION 1

- RE-ELECTION OF MR RIN NAN YOONG AS DIRECTOR

The Meeting was informed that the first resolution on the Agenda was the re-election of Mr Rin Nan Yoong as a Director retiring pursuant to the Articles of Association of the Company and being eligible, offered himself for re-election.

ORDINARY RESOLUTION 2

- RE-ELECTION OF MS RANKO KUME AS DIRECTOR

The Meeting was informed that the second resolution on the Agenda was the re-election of Ms Ranko Kume as a Director retiring pursuant to the Articles of Association of the Company and being eligible, offered herself for re-election.

ORDINARY RESOLUTION 3

- DIRECTORS' FEES OF RM640,753/- FOR THE FINANCIAL YEAR ENDED 31 MARCH 2018

The Meeting was informed that the third resolution on the Agenda was to approve the payment of the Directors' fees of RM640,753/- for the financial year ended for 31 March 2018.

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ORDINARY RESOLUTION 4

- FINAL SINGLE-TIER DIVIDEND OF 20.0 SEN PER ORDINARY SHARE

The Meeting was informed that the fourth resolution on the Agenda was to approve the payment of a final single-tier dividend of 20.0 sen per ordinary share in respect of the financial year ended 31 March 2018.

ORDINARY RESOLUTION 5

- RE-APPOINTMENT OF AUDITORS

The Chairman informed the Meeting that the fifth resolution on the Agenda was to re-appoint the retiring Auditors, Messrs KPMG PLT, that having indicated their willingness to continue in office. The Audit Committee and the Board of Directors have reviewed their effectiveness and had recommended the re-appointment of Messrs KPMG PLT as the Auditors of the Company for the ensuing year until the conclusion of the next Annual General Meeting of the Company and that the Directors be authorised to fix their remuneration.

ORDINARY RESOLUTION 6

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR PERUSAHAAN SADUR TIMAH MALAYSIA (PERSTIMA) BERHAD AND ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

The Chairman drew the attention of the members that the Company was seeking approval from the shareholders to renew the Proposed Shareholders' Mandate for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature necessary for day-to-day operations as set out in the Circular to Shareholders dated 25 July 2018.

The Chairman reminded the major shareholders, namely JFE Shoji Trade Corporation and JFE Steel Corporation and persons connected to them, being interested parties to the resolution, to abstain from all deliberations and voting on the proposed resolution to be tabled.

SPECIAL RESOLUTION

- PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY

The Chairman informed that the last resolution on the Agenda was to approve the proposed adoption of a new Constitution of the Company, details of which were set out in Part C of the Circular to Shareholders dated 25 July 2018, in substitution for and to the exclusion of the whole of the existing Memorandum and Articles of Association of the Company thereof, which would align the Constitution of the Company with the Companies Act 2016, the Main Market Listing Requirements of

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Bursa Malaysia Securities Berhad and prevailing laws, guidelines or requirements of the relevant authorities as well as to enhance administrative efficiency and provide greater clarity and consistency throughout.

POLLING PROCESS

After all the resolutions have been tabled to the Meeting, the Chairman directed that the registration of the shareholders and proxies for the meeting be closed and proceed with the polling process. The Chairman informed that the poll would be conducted electronically and invited En Aznal Bin Abdul Majid, the representative from Symphony Share Registrars Sdn. Bhd., Poll Administrator, to brief the floor on the polling process.

The Chairman informed that the conduct of polling by the shareholders and the validation of the votes cast by the Scrutineers would take about twenty minutes to complete. Representatives from Symphony Share Registrars Sdn. Bhd., the Poll Administrators, and Symphony Corporatehouse Sdn. Bhd., the Scrutineers, were invited to commence the polling process.

The Chairman then adjourned the Meeting at 2.30 p.m. for the Scrutineers to tabulate the results of the poll on all the resolutions.

At this juncture, there was a complaint from a shareholder on the insufficient food pack for the late arriving shareholders/proxies. The Board took note of the complaint and would discuss with the Management to improve this arrangement at the next annual general meeting.

The Meeting resumed at 2.46 p.m. for the declaration of the results of the poll.

ANNOUNCEMENT OF POLL RESULTS FOR RESOLUTIONS

The Chairman announced the results of the poll as follows:-

ORDINARY RESOLUTION 1

- RE-ELECTION OF MR RIN NAN YOONG AS DIRECTOR

Ordinary Resolution 1	FOR		AGAINST		Total no. of Votes	
	Shares	%	Shares	%	Shares	%
<i>Re-election of Mr Rin Nan Yoong as Director pursuant to the Articles of Association of the Company</i>	68,006,433	99.9988%	800	0.0012%	68,007,233	100%

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The Chairman declared that Ordinary Resolution 1 was approved. Accordingly, it was RESOLVED:-

“That the retiring Director, Mr Rin Nan Yoong, be and is hereby re-elected as Director of the Company.”.

ORDINARY RESOLUTION 2
- RE-ELECTION OF MS RANKO KUME AS DIRECTOR

Ordinary Resolution 2	FOR		AGAINST		Total no. of Votes	
	Shares	%	Shares	%	Shares	%
<i>Re-election of Ms Ranko Kume as Director pursuant to the Articles of Association of the Company</i>	68,050,333	99.9987%	900	0.0013%	68,051,233	100%

The Chairman declared that Ordinary Resolution 2 was approved. Accordingly, it was RESOLVED:-

“That the retiring Director, Ms Ranko Kume be and is hereby re-elected as Director of the Company.”.

ORDINARY RESOLUTION 3
- DIRECTORS’ FEES OF RM640,753/- FOR THE FINANCIAL YEAR ENDED 31 MARCH 2018

Ordinary Resolution 3	FOR		AGAINST		Total no. of Votes	
	Shares	%	Shares	%	Shares	%
<i>Approval of Directors’ Fees of RM640,753/- for the financial year ended 31 March 2018</i>	68,050,433	99.9988%	800	0.0012%	68,051,233	100%

The Chairman declared that Ordinary Resolution 3 was approved. Accordingly, it was RESOLVED:-

“That the Directors’ Fees of RM640,753/- for the financial year ended 31 March 2018 be and is hereby approved for payment to the Directors.”.

ORDINARY RESOLUTION 4

- FINAL SINGLE-TIER DIVIDEND OF 20.0 SEN PER ORDINARY SHARE

Ordinary Resolution 4	FOR		AGAINST		Total no. of Votes	
	Shares	%	Shares	%	Shares	%
<i>Approval of a final single-tier dividend of 20.0 sen per ordinary share</i>	68,050,333	99.9987%	900	0.0013%	68,051,233	100%

The Chairman declared that Ordinary Resolution 4 was approved. Accordingly, it was RESOLVED:-

“That a final single-tier dividend of 20.0 sen per ordinary share in respect of the financial year ended 31 March 2018 be and is hereby approved for payment on 28 September 2018 to shareholders whose names appear in the Record of Depositors of the Company at the close of business on 7 September 2018.”.

ORDINARY RESOLUTION 5

- RE-APPOINTMENT OF AUDITORS

Ordinary Resolution 5	FOR		AGAINST		Total no. of Votes	
	Shares	%	Shares	%	Shares	%
<i>Re-appointment of Messrs KPMG PLT as Auditors of the Company and authorise the Directors to fix the Auditors' remuneration</i>	68,050,333	99.9987%	900	0.0013%	68,051,233	100%

The Chairman declared that Ordinary Resolution 5 was approved. Accordingly, it was RESOLVED:-

“That the retiring Auditors, Messrs KPMG PLT having indicated their willingness to continue in office, be and are hereby re-appointed as the Auditors of the Company for the ensuing year and to hold office until the conclusion of the next Annual General Meeting of the Company and that the Directors be authorised to fix their remuneration.”.

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ORDINARY RESOLUTION 6

- RENEWAL OF SHAREHOLDERS' MANDATE FOR PERUSAHAAN SADUR TIMAH MALAYSIA (PERSTIMA) BERHAD AND ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("SHAREHOLDERS' MANDATE")

Ordinary Resolution 6	FOR		AGAINST		Total no. of Votes	
	Shares	%	Shares	%	Shares	%
<i>Proposed Renewal of Shareholders' Mandate for recurrent related party transactions of a Revenue or Trading Nature</i>	43,048,433	99.9981%	800	0.0019%	43,049,233	100.00%

The Chairman declared that Ordinary Resolution 6 was approved. Accordingly, it was RESOLVED:-

“THAT, pursuant to Paragraph 10.09 Part E of Bursa Malaysia Securities Berhad Main Market Listing Requirements, the Company and its subsidiaries (“Perstima Group”) be and are hereby authorised to enter into any of the recurrent transactions of a revenue or trading nature as set out in Section 3.2 of Part B of the Circular to Shareholders dated 25 July 2018 with the related parties mentioned therein which are necessary for the Perstima Group’s day-to-day operations, subject further to the following:-

- (i) the transactions are in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (ii) disclosure of the aggregate value of the transactions of the Proposed Shareholders’ Mandate conducted during the financial year will be disclosed in the Annual Report for the said financial year,

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 by a resolution passed at the Meeting, the authority is renewed;

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- (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 Companies Act 2016 (“the Act”) (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by the Company in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Shareholders’ Mandate.”.

SPECIAL RESOLUTION

- ADOPTION OF A NEW CONSTITUTION OF THE COMPANY

Special Resolution	FOR		AGAINST		Total no. of Votes	
	Shares	%	Shares	%	Shares	%
<i>Proposed Adoption of New Constitution of the Company</i>	68,050,333	99.9987%	900	0.0013%	68,051,233	100%

The Chairman declared that Special Resolution was carried. Accordingly, it was RESOLVED:-

“THAT the adoption of a new Constitution of the Company, details as set out in Part C of the Circular to Shareholders dated 25 July 2018, be and is hereby approved in substitution for and to the exclusion of the whole of the existing Memorandum and Articles of Association of the Company thereof.”.

CONCLUSION

There being no other matters, the Meeting concluded at 2.55 p.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

CHAIRMAN