

MINUTES OF THE EXTRAORDINARY GENERAL MEETING ("EGM") OF SILK HOLDINGS BERHAD ("Company") HELD AT DEWAN PERDANA, BUKIT KIARA EQUESTRIAN & COUNTRY RESORT, JALAN BUKIT KIARA OFF JALAN DAMANSARA, 60000 KUALA LUMPUR ON TUESDAY, 21 MARCH 2017 AT 10.00 AM

Present: As per attendance sheet

OPENING OF MEETING

YBhg Dato' Mohammed Azlan bin Hashim, as Chairman ("**Dato' Chairman**") of the Board of Directors ("**Board**"), took the Chair at 10.00 am and welcomed all those present at the meeting.

QUORUM OF MEETING

Dato' Chairman called upon the Secretary to confirm the quorum.

The Secretary informed that in accordance with Article 68 of the Constitution, the quorum for general meetings shall be 2 members present in person or by proxy.

The Secretary further informed that there were 19 members and 9 proxies present at the Meeting.

As confirmed by the Secretary, a quorum was present at the meeting.

NOTICE OF MEETING

The notice of meeting, being circulated to all Shareholders, was taken as read and the meeting was declared duly convened.

PRELIMINARY

Before the commencement of the Meeting with the sole agenda as set out in the notice of EGM dated 6 March 2016, Ms. Stella Choy, the representative of the Principal Advisers, Affin Hwang Investment Bank Berhad was invited to give a brief presentation on the Proposed Disposal of the entire equity interest in Sistem Lingkaran-Lebuhraya Kajang Sdn Bhd ("**SILK**"), a wholly owned subsidiary of the Company, to Permodalan Nasional Berhad or its nominee ("**Proposed Disposal**"), The details of the said presentation encompassed the following:

- (i) Introduction;
- (ii) The disposal consideration;
- (iii) Utilisation of proceeds;
- (iv) Rationale for the Proposed Disposal;
- (v) Effects of the Proposed Disposal;
- (vi) Risk factors; and
- (vii) Status of the approval required.

After the presentation, Dato' Chairman opened to the floor to raise questions pertaining to the Proposed Disposal.

En. Muhammed Amin Bin Mahmud enquired whether the Company was going to get an additional RM20 million on top of the RM380 million when the Proposed Disposal is completed. Dato' Chairman replied that the disposal consideration is RM380 million in cash. The possibility of a further payment of RM20 million is subject to the satisfaction of certain conditions precedent as stated in the share purchase agreement dated 18 January 2017.

An invitee known as Mr. P.Y. Lim ("Mr. Lim") expressed his dissatisfaction for not being able to vote as the proxy form giving such authority was not registered. Mr. Lim claimed that he was a proxy appointed by his son, a member of the Company. Mr. Lim claimed that on Saturday, 18 March 2017 at 9.15 a.m. he went to the Registered Office of the Company at Axiata Tower, Kuala Lumpur Sentral but the registered office was closed. He further claimed that he had deposited the proxy form in the letter box located at the Ground Floor of the building. According to him, the letter box (for both levels 21 and 22) was unlocked when he deposited the proxy form.

Mr. Lim also alleged that there were a handful of proxy forms in the letter box and he speculated that there could be other proxy holders facing the same problem as he. He then asked why the proxy forms were not handled by Symphony Share Registrars Sdn Bhd as in his view, they are more efficient and capable of handling such matters.

Mr. Lim further informed the meeting that when he "created a scene" outside the meeting room earlier, a lawyer had asked him to leave. Mr. Lim also said that the lawyer later threatened to sue him for defamation.

Dato' Chairman took note of the concerns raised and informed the meeting that he would look into the matter. Dato Chairman asked Mr. Lim if he was supportive of the Proposed Disposal, to which he replied in the affirmative although he could not vote.

There being no further questions raised by the floor, the Meeting proceeded with the following agenda.

AGENDA 1

PROPOSED DISPOSAL OF THE ENTIRE EQUITY INTEREST IN SISTEM LINGKARAN-LEBUHRAYA KAJANG SDN BHD ("SILK"), A WHOLLY OWNED SUBSIDIARY OF THE COMPANY, TO PERMODALAN NASIONAL BERHAD OR ITS NOMINEE ("PROPOSED DISPOSAL")

Dato' Chairman continued to inform that there was a total of 21 proxies forms received by the Company, details of the votes were summarized as follows:-

	FOR	AGAINST	NO INDICATION
Ordinary Resolution	51,837,691 votes	-	104,048,016 votes

Dato' Chairman further announced that the Company has appointed Messrs Kalis & Co. as the Independent Scrutineers to verify the poll voting by the members/proxies.

Subsequently, the Company Secretary was invited to read out the instruction on the poll. Members/proxies were requested to put their polling slips into the ballot box carried around by the representative from Messrs Symphony Share Registrars Sdn Bhd, En. Mohd Sophiee.

Thereafter, the members/proxies were invited to the refreshment served outside Dewan Perdana while waiting for the results of the poll to be verified by the Scrutineers.

At 10.55 a.m, Dato' Chairman called the Meeting to order for the announcement of the poll results.

Dato' Chairman announced that the poll results of the ordinary resolution which was carried as follows:-

	FOR		AGAINST	
	No. of shares	%	No. of Shares	%
Ordinary Resolution	351,502,574	100	-	-

Dato' Chairman declared that the Ordinary Resolution was unanimously passed as follows:-

“THAT, subject to all approvals being obtained from the relevant regulatory authorities and parties (if required) and the conditions precedent in the share purchase agreement dated 18 January 2017 (**“SPA”**) for the Proposed Disposal being fulfilled or waived (as the case may be), approval be and is hereby given to the Company to dispose 220,000,000 ordinary shares in SILK, representing the entire equity interest in SILK, to Permodalan Nasional Berhad (or its nominee, Projek Lintasan Kota Holdings Sdn Bhd or such other wholly-owned subsidiary of Permodalan Nasional Berhad) for a cash consideration of RM380,000,000, subject to the terms and conditions as set out in the SPA;

AND THAT, in order to implement, complete and give full effect to the Proposed Disposal, approval be and is hereby given to the Board of Directors of the Company with full power and authority, for and on behalf of the Company:

- (a) to enter into and execute such further or other agreements, arrangements, undertakings, instruments, documents and/or deeds with any party or parties as the Board of Directors of the Company may from time to time deem fit, expedient or advisable for or in connection with the Proposed Disposal;
- (b) to negotiate, approve, agree, assent and/or give effect to any conditions, variations, modifications, additions and/or amendments in respect of the Proposed Disposal and the SPA (including other documents in relation thereto) and/or any provisions, terms and conditions thereof as may be agreed to/required by any relevant regulatory authorities or as a consequent of any such requirements and/or as the Board of Directors of the Company deems fit, expedient or advisable; and

- (c) to do all such other acts, deeds and things as the Board of Directors of the Company may from time to time deem fit, necessary, expedient or advisable to implement, finalise and give full effect to the Proposed Disposal and in the best interest of the Company.”

CLOSE OF MEETING

There being no other business to transact, Dato' Chairman declared the meeting closed at 11.00 am and thanked all those present for their attendance.

Confirmed as True and Correct Record of Proceedings,



Dato' Mohammed Azlan bin Hashim
Chairman

Dated: 30 March 2017