

**JF TECHNOLOGY BERHAD**

(Company No. 747681-H)

(Incorporated in Malaysia)

**MINUTES OF THE TWELFTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT GREENS II, TROPICANA GOLF & COUNTRY RESORTS, JALAN KELAB TROPICANA, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON THURSDAY, 6 DECEMBER 2018 AT 9:00 A.M.**

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DIRECTORS	:	Datuk Phang Ah Tong ( <i>Independent Non-Executive Chairman</i> ) Dato' Foong Wei Kuong ( <i>Managing Director</i> ) Datin Wang Mei Ling ( <i>Executive Director</i> ) Mr. Goh Kok Sing ( <i>Executive Director</i> ) Mr. Koay Kah Ee ( <i>Senior Independent Non-Executive Director</i> ) Mr. Lew Jin Aun ( <i>Independent Non-Executive Director</i> ) Dato' Philip Chan Hon Keong ( <i>Independent Non-Executive Director</i> )
MEMBERS	:	As per Attendance List
PROXY HOLDERS	:	As per Attendance List
CORPORATE REPRESENTATIVES	:	As per Attendance List
INVITEES	:	As per Attendance List
IN ATTENDANCE	:	Ms. Chua Siew Chuan ( <i>Company Secretary</i> ) Ms. Chin Mun Yee ( <i>Company Secretary</i> )

**CHAIRMAN**

Datuk Phang Ah Tong ("**Datuk Chairman**") was in the chair. Datuk' Chairman welcomed all present to the Twelfth Annual General Meeting of the Company and called the Meeting to order at 9:00 a.m.

Datuk Chairman then proceeded to introduce his fellow Directors and the Company Secretary of the Company to the shareholders.

**QUORUM**

The requisite quorum being present pursuant to Article 84 of the Company's Articles of Association, Datuk Chairman declared the Meeting duly convened.

**NOTICE OF MEETING**

The Notice convening the Meeting having been circulated within the prescribed period, was with the permission of the Meeting, taken as read.

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The Meeting noted that only members whose names appear in the Record of Depositors on 29 November 2019 shall be eligible to attend the Meeting.

The Meeting was informed that nine (9) proxy forms had been received from nine (9) shareholders, representing 23,290,748 shares or 11.09% within the stipulated prescribed period of forty-eight (48) hours before the time for convening the Meeting.

The Meeting was further informed that Bursa Malaysia Securities Berhad ("**Bursa Securities**") has mandated poll voting for all resolutions set out in the notice of general meetings.

Datuk Chairman then exercised his right as a Chairman pursuant to Article 91 of the Company's Articles of Association to direct the vote on all resolutions set out in the Notice of the Meeting be conducted by way of poll to comply with the Listing Requirements of Bursa Securities.

The Meeting was informed that the Share Registrar, Securities Services (Holdings) Sdn. Bhd. was appointed to act as the Poll Administrator and Commercial Quest Sdn. Bhd. was appointed to act as the Independent Scrutineer to verify the results of the poll voting.

**1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON**

Datuk Chairman informed the Meeting that the first item on the Agenda was to receive the Audited Financial Statements of the Company for the financial year ended 30 June 2018 together with the Reports of the Directors and the Auditors thereon.

There were no queries raised from the shareholders, Datuk Chairman informed that in view that the aforesaid item was meant for discussion only, it shall not be put forward for voting. Datuk Chairman then declared that the Audited Financial Statements for the financial year ended 30 June 2018 together with the Reports of the Directors and the Auditors thereon, be received.

**2.0 APPROVAL OF THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM106,800.00 FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018**

Datuk Chairman informed the Meeting that the next item on the Agenda was to approve the payment of Directors' fees amounting to RM106,800.00 for the financial year ended 30 June 2018.

The Meeting noted that the amount of Directors' fees for Non-Executive Directors provided for the financial year ended 30 June 2018 was RM106,800.00 as shown on

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pages 27 and 28 of the Corporate Governance Report announced to Bursa Securities which was also available on the Company's website.

The resolution was duly proposed by Mr. Goh Joo Hwa (*a shareholder*) and seconded by Mr. Choo Choon Seng (*proxy for Datin Wang Mei Ling*).

**3.0 APPROVAL FOR AN AMOUNT OF UP TO RM30,000.00 AS BENEFITS PAYABLE TO THE NON-EXECUTIVE DIRECTORS FROM 7 DECEMBER 2018 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2019**

Datuk Chairman informed the Meeting that the next item on the Agenda was to approve an amount of up to RM30,000.00 as benefits payable to the Non-Executive Directors from 7 December 2018 until the next Annual General Meeting of the Company to be held in 2019.

The resolution was proposed by Mr. Lee Eng Kiat (*a shareholder*) and seconded by Ms. Wong Siew Pin (*a shareholder*).

**4.0 RE-ELECTION OF THE FOLLOWING DIRECTORS WHO SHALL RETIRE PURSUANT TO ARTICLE 129 OF THE COMPANY'S ARTICLES OF ASSOCIATION AND BEING ELIGIBLE, HAVE OFFERED THEMSELVES FOR RE-ELECTION:**

**A) MR. KOAY KAH EE**

**B) MR. LEW JIN AUN**

Datuk Chairman informed the Meeting that the next item on the Agenda was in relation to the re-election of Directors of the Company pursuant to Article 129 of the Company's Articles of Association. The Meeting noted that Mr. Koay Kah Ee and Mr. Lew Jin Aun, being eligible for re-election, have offered themselves for re-election.

The proposed re-election of the retiring Director, Mr. Koay Kah Ee was proposed by Ms. Foong Mei Leng (*a shareholder*) and seconded by Ms. Lim Shie Yie (*proxy for Ms. Lim Shin Ju*).

The proposed re-election of the retiring Director, Mr. Lew Jin Aun was proposed by Mr. Phang Swee Tian (*a shareholder*) and seconded by Encik Mohd Nazri Bin Mokhtar (*a shareholder*).

**5.0 RE-ELECTION OF DATUK PHANG AH TONG WHO SHALL RETIRE PURSUANT TO ARTICLE 134 OF THE COMPANY'S ARTICLES OF ASSOCIATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**

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The Meeting noted that the next item on the Agenda was in relation to the re-election of Datuk Phang Ah Tong as Director of the Company pursuant to Article 134 of the Company's Articles of Association.

At this juncture, Datuk Chairman declared his interest and proposed to hand over the Chair of the Meeting to Dato' Foong Wei Kuong ("**Dato' Foong**") to chair the Meeting for this segment of the Agenda. The Meeting unanimously accepted the aforesaid proposal.

Dato' Foong took over the Chair and thanked Datuk Chairman for his nomination as Chairman for this segment of the Agenda.

Dato' Foong informed the Meeting that the next item on the Agenda was to re-elect Datuk Phang Ah Tong who retired pursuant to Article 134 of the Company's Articles of Association. The Meeting noted that Datuk Phang Ah Tong, being eligible for re-election, has offered himself for re-election.

The proposed re-election of the retiring Director, Datuk Phang Ah Tong was proposed by Mr. Tan Kim Chong (*a shareholder*) and seconded by Mr. Yeow Teck Chai (*a shareholder*).

Dato' Foong thereafter handed back the Chair of the Meeting to Datuk Chairman.

Datuk Chairman thanked Dato' Foong for chairing the Meeting in respect of this segment of the Agenda.

**6.0 RE-APPOINTMENT OF MESSRS. CROWE MALAYSIA AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND AUTHORISATION TO THE DIRECTORS TO FIX THEIR REMUNERATION**

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Datuk Chairman informed the Meeting that the next item on the Agenda was to re-appoint Messrs. Crowe Malaysia as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

Messrs. Crowe Malaysia had indicated their willingness to continue as Auditors of the Company.

The resolution was proposed by Mr. Yeow Teck Chai (*a shareholder*) and seconded by Mr. Tan Suan Tiam (*a shareholder*).

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**7.0 SPECIAL BUSINESS**  
**ORDINARY RESOLUTION NO. 1**  
**- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

Datuk Chairman informed the Meeting that the next item on the Agenda was a special business for the approval of the Ordinary Resolution no. 1 for authority to issue shares pursuant to the Companies Act 2016.

The Meeting noted that the proposed adoption of the Ordinary Resolution no. 1 was to empower the Directors of the Company to issue new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of issued shares of the Company for the time being.

The resolution was proposed by Ms. Foong Mei Leng (*a shareholder*) and seconded by Mr. Lee Eng Kiat (*a shareholder*).

**8.0 SPECIAL BUSINESS**  
**ORDINARY RESOLUTION NO. 2**  
**- RETENTION OF DATO' PHILIP CHAN HON KEONG AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

Datuk Chairman informed the Meeting that the next item on the Agenda was a special business for the approval of the Ordinary Resolution no. 2 for retention of Dato' Philip Chan Hon Keong as Independent Non-Executive Director.

The Meeting noted that the proposed adoption of the Ordinary Resolution no. 2 was to retain Dato' Philip Chan Hon Keong as an Independent Non-Executive Director of the Company who has served as Independent Director for more than nine (9) years which has met the independence guidelines as set out in Chapter 1 of Bursa Securities ACE Market Listing Requirements ("**ACE LR**"). The Board therefore, considered him to be independent and believed that he should be retained as an Independent Non-Executive Director of the Company.

The resolution was proposed by Mr. Goh Joo Hwa (*a shareholder*) and seconded by Mr. Choo Choon Seng (*proxy for Datin Wang Mei Ling*).

**9.0 SPECIAL BUSINESS**  
**ORDINARY RESOLUTION NO. 3**  
**- RETENTION OF MR. KOAY KAH EE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

Datuk Chairman informed the Meeting that the next item on the Agenda was a special business for the approval of the Ordinary Resolution no. 3 for retention of Mr. Koay Kah Ee as Independent Non-Executive Director.

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The Meeting noted that the proposed adoption of the Ordinary Resolution no. 3 was to retain Mr. Koay Kah Ee as an Independent Non-Executive Director of the Company who has served as Independent Director for more than nine (9) years which has met the independence guidelines as set out in Chapter 1 of Bursa Securities ACE LR. The Board therefore, considered him to be independent and believed that he should be retained as an Independent Non-Executive Director of the Company.

The resolution was proposed by Mr. Hiew Kem Chon (*a shareholder*) and seconded by Ms. Ho Sey May (*a shareholder*).

**10.0 SPECIAL BUSINESS**  
**ORDINARY RESOLUTION NO. 4**  
**- RETENTION OF MR. LEW JIN AUN AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

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Datuk Chairman informed the Meeting that the next item on the Agenda was a special business for the approval of the Ordinary Resolution no. 4 for retention of Mr. Lew Jin Aun as Independent Non-Executive Director.

The Meeting noted that the proposed adoption of the Ordinary Resolution no. 4 was to retain Mr. Lew Jin Aun as an Independent Non-Executive Director of the Company who has served as Independent Director for more than nine (9) years which has met the independence guidelines as set out in Chapter 1 of Bursa Securities ACE LR. The Board therefore, considered him to be independent and believed that he should be retained as an Independent Non-Executive Director of the Company.

The resolution was proposed by Ms. Wong Siew Phin (*a shareholder*) and seconded by Ms. Ng Poh Chan (*a shareholder*).

**11.0 ANY OTHER ORDINARY BUSINESS**

There being no notice received for transaction of any other business, Datuk Chairman then declared that the registration for attendance at the Meeting closed at 9:19 a.m. and invited the Company Secretary to brief the Meeting on the conduct of the polling.

**12.0 POLLING PROCESS**

The Company Secretary then briefed the Meeting on the procedure on the polling process and the Meeting was adjourned at 9:20 a.m. for shareholders, proxies and corporate representatives to cast their votes.

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The results of the poll were verified by the Independent Scrutineer from Commercial Quest Sdn. Bhd.

**13.0 ANNOUNCEMENT OF POLL RESULTS**

The Meeting resumed at 9:30 a.m. and Datuk Chairman announced the results of the poll voting.

The results of the poll voting were as follows:

<b>Resolutions</b>	<b>Voted For</b>		<b>Voted Against</b>	
	<b>No. of shares</b>	<b>%</b>	<b>No. of shares</b>	<b>%</b>
<b><u>Resolution 1</u></b> Approval on the payment of Directors' fees amounting to RM106,800.00 for the financial year ended 30 June 2018.	109,456,135	100.00	0	0.00
<b><u>Resolution 2</u></b> Approval of an amount of up to RM30,000.00 as benefits payable to the Non-Executive Directors from 7 December 2018 until the next Annual General Meeting of the Company to be held in 2019.	109,456,135	100.00	0	0.00
<b><u>Resolution 3</u></b> Re-election of Mr. Koay Kah Ee who retired in accordance with Article 129 of the Company's Articles of Association.	112,032,800	100.00	0	0.00
<b><u>Resolution 4</u></b> Re-election of Mr. Lew Jin Aun who retired in accordance with Article 129 of the Company's Articles of Association.	112,032,800	100.00	0	0.00

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<b>Resolutions</b>	<b>Voted For</b>		<b>Voted Against</b>	
	<b>No. of shares</b>	<b>%</b>	<b>No. of shares</b>	<b>%</b>
<b><u>Resolution 5</u></b> Re-election of Datuk Phang Ah Tong who retired in accordance with Article 134 of the Company's Articles of Association.	112,032,800	100.00	0	0.00
<b><u>Resolution 6</u></b> Re-appointment of Messrs. Crowe Malaysia as Auditors of the Company until conclusion of the next Annual General Meeting and authorisation to the Directors to fix their remuneration.	112,032,800	100.00	0	0.00
<b><u>Resolution 7</u></b> Authority to issue shares pursuant to the Companies Act 2016.	112,032,800	100.00	0	0.00
<b><u>Resolution 8</u></b> Retention of Dato' Philip Chan Hon Keong as Independent Non-Executive Director	112,032,800	100.00	0	0.00
<b><u>Resolution 9</u></b> Retention of Mr. Koay Kah Ee as Independent Non-Executive Director	112,032,800	100.00	0	0.00
<b><u>Resolution 10</u></b> Retention of Mr. Lew Jin Aun as Independent Non-Executive Director	112,032,800	100.00	0	0.00

Based on the results of the poll voting, Datuk Chairman declared that the following resolutions be **CARRIED**:



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**RESOLUTION 1**

*"That the payment of Directors' fees amounting to RM106,800.00 for the financial year ended 30 June 2018, be approved."*

**RESOLUTION 2**

*"That an amount of up to RM30,000.00 as benefits payable to the Non-Executive Directors from 7 December 2018 until the next Annual General Meeting of the Company to be held in 2019, be approved."*

**RESOLUTION 3**

*"That Mr. Koay Kah Ee who retired pursuant to Article 129 of the Articles of Association of the Company, being eligible for re-election, be re-elected as a Director of the Company."*

**RESOLUTION 4**

*"That Mr. Lew Jin Aun who retired pursuant to Article 129 of the Articles of Association of the Company, being eligible for re-election, be re-elected as a Director of the Company."*

**RESOLUTION 5**

*"That Datuk Phang Ah Tong who retired pursuant to Article 134 of the Articles of Association of the Company, being eligible for re-election, be re-elected as a Director of the Company."*

**RESOLUTION 6**

*"That Messrs. Crowe Malaysia be and are hereby re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting and that authority be given to the Directors to fix their remuneration."*

**SPECIAL BUSINESS**

**RESOLUTION 7**

**ORDINARY RESOLUTION NO. 1**

**- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

*"THAT subject always to the Companies Act 2016 ("**the Act**"), the Articles of Association of the Company and the approvals from Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem*

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*fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being; **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities; **AND FURTHER THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."*

**SPECIAL BUSINESS**

**RESOLUTION 8**

**ORDINARY RESOLUTION NO. 2**

**- RETENTION OF DATO' PHILIP CHAN HON KEONG AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

*"THAT approval be and is hereby given to retain Dato' Philip Chan Hon Keong as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, who has served as an Independent Director of the Company for more than nine (9) years in accordance with the Malaysian Code on Corporate Governance."*

**SPECIAL BUSINESS**

**RESOLUTION 9**

**ORDINARY RESOLUTION NO. 3**

**- RETENTION OF MR. KOAY KAH EE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

*"THAT approval be and is hereby given to retain Mr. Koay Kah Ee as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, who has served as an Independent Non-Executive Director of the Company for more than nine (9) years in accordance with the Malaysian Code on Corporate Governance."*

**SPECIAL BUSINESS**

**RESOLUTION 10**

**ORDINARY RESOLUTION NO. 4**

**- RETENTION OF MR. LEW JIN AUN AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

*"THAT approval be and is hereby given to retain Mr. Lew Jin Aun as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, who has served as an Independent Non-Executive Director of the Company for more than nine (9) years in accordance with the Malaysian Code on Corporate Governance."*

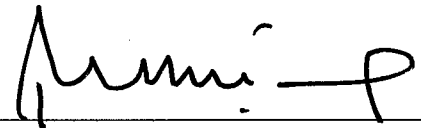
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**TERMINATION**

There being no other business, the Meeting terminated at 9:41 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD



DATUK PHANG AH TONG  
CHAIRMAN

Dated: 6 December 2018