

**SUIWAH CORPORATION BHD (253837 H)**  
(Incorporated in Malaysia)

Summary of key matters discussed at the Twenty-third Annual General Meeting of the Company held at Sunshine Banquet Hall, Level 4, Sunshine Square Complex, 1, Jalan Mayang Pasir, 11950 Bayan Baru, Penang on Friday, 28 October 2016 at 11.10 a.m..

**Attendees:**

- 1) All members of the Board of Directors
- 2) Company Secretary
- 3) Representatives from Messrs. Ernst & Young, the external auditors
- 4) Shareholders / Proxies / Authorised Representatives / Invitees and others as per attendance lists.

**ITEM 1 ON AGENDA:  
AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MAY 2016 AND REPORTS OF THE DIRECTORS AND AUDITORS**

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The Company's Audited Financial Statements for the year ended 31 May 2016 together with the Reports of Directors and Auditors were tabled and duly adopted by the shareholders at the Twenty-third Annual General Meeting.

**ITEM 2 ON AGENDA:  
ORDINARY RESOLUTION NO. 1 - DECLARATION OF A FIRST AND FINAL SINGLE TIER DIVIDEND OF 3.5% FOR THE FINANCIAL YEAR ENDED 31 MAY 2016**

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The payment of a first and final single tier dividend of 3.5% for the year ended 31 May 2016 on 17 November 2016 was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.

**ITEM 3 ON AGENDA:  
RE-ELECTION OF YBHG. DATO' HWANG THEAN LONG, YBHG. DATUK HAJI RADZALI BIN HASSAN AND MR. WONG THAI SUN, WHO ARE RETIRING IN ACCORDANCE WITH THE COMPANY'S ARTICLES OF ASSOCIATION**

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**a) ORDINARY RESOLUTION NO. 2 - TO RE-ELECT YBHG. DATO' HWANG THEAN LONG**

The re-election of YBhg. Dato' Hwang Thean Long as Director of the Company pursuant to Article 87 of the Company's Articles and Association was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.

**b) ORDINARY RESOLUTION NO. 3 - TO RE-ELECT YBHG. DATUK HAJI RADZALI BIN HASSAN AS DIRECTOR OF THE COMPANY**

The re-election of YBhg. Datuk Haji Radzali Bin Hassan as Director of the Company pursuant to Article 87 of the Company's Articles and Association was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.

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**c) ORDINARY RESOLUTION NO. 4 - TO RE-ELECT MR. WONG THAI SUN AS DIRECTOR OF THE COMPANY**

The re-election of Mr. Wong Thai Sun as Director of the Company pursuant to Article 87 of the Company's Articles and Association was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.

**ITEM 4 ON AGENDA:**

**ORDINARY RESOLUTION NO. 5 – RE-APPOINTMENT OF DATO' AHMAD HASSAN BIN OSMAN PURSUANT TO SECTION 129 OF THE COMPANIES ACT, 1965 ("THE ACT")**

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The re-election of Dato' Ahmad Hassan Bin Osman as Director of the Company pursuant to Section 129(6) of the Act was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.

**ITEM 5 ON AGENDA:**

**ORDINARY RESOLUTION NO. 6 - PAYMENT OF DIRECTORS' FEES OF RINGGIT MALAYSIA TWO HUNDRED AND EIGHTY-TWO THOUSAND (RM282,000) FOR THE FINANCIAL YEAR ENDED 31 MAY 2016**

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The payment of Directors' fee totaling RM282,000.00 for the financial year ended 31 May 2016 was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.

**ITEM 6 ON AGENDA:**

**ORDINARY RESOLUTION NO. 7 - RE-APPOINTMENT OF MESSRS. ERNST & YOUNG AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

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The re-appointment of Messrs. Ernst & Young as Auditors of the Company on a remuneration to be determined by the Directors was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.

**ITEM 7.1 ON AGENDA (SPECIAL BUSINESS):**

**ORDINARY RESOLUTION NO. 8 - AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE ACT**

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The mandate for the Directors to issue and allot shares pursuant to Section 132D of the Act was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.

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**ITEM 7.2 ON AGENDA (SPECIAL BUSINESS):**

**ORDINARY RESOLUTION NO. 9 - RENEWAL AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING DATO' HWANG THEAN LONG, DATIN CHEAH GAIK HUANG, HWANG POH CHOO, HWANG SIEW PENG, HWANG SHIN HUNG, HWANG YEN MING, SUIWAH HOLDINGS SDN BHD AND SUIWAH SUPERMARKET SENDIRIAN BERHAD**

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The renewal and new shareholders' mandate to enable the Company's subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with Dato' Hwang Thean Long, Datin Cheah Gaik Huang, Ms. Hwang Poh Choo, Ms. Hwang Siew Peng, Mr. Hwang Shin Hung, Mr. Hwang Yen Ming, Suiwah Holdings Sdn Bhd and Suiwah Supermarket Sendirian Berhad was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.

**ITEM 7.3 ON AGENDA (SPECIAL BUSINESS):**

**ORDINARY RESOLUTION NO. 10 - RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING DATUK HAJI RADZALI BIN HASSAN AND HOZONE SDN BHD**

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The renewal of shareholders' mandate to enable the Company's subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with Datuk Haji Radzali Bin Hassan and person connected to him, namely Hozone Sdn Bhd was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.

**ITEM 7.4 ON AGENDA (SPECIAL BUSINESS):**

**ORDINARY RESOLUTION NO. 11 - RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING A DIRECTOR OF A SUBSIDIARY, NAMELY LEONG KONG MENG**

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The renewal of shareholders' mandate to enable the Company's subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with a Director of a subsidiary, namely Mr. Leong Kong Meng was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.

**ITEM 7.5 ON AGENDA (SPECIAL BUSINESS):**

**ORDINARY RESOLUTION NO. 12 - RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO 10% OF ITS ISSUED AND PAID-UP ORDINARY SHARE CAPITAL ("PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE")**

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The renewal of Share Buy-Back Mandate was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.

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**ITEM 7.6 ON AGENDA (SPECIAL BUSINESS):  
ORDINARY RESOLUTION NO. 13 – MANDATE FOR YB SENATOR DATO’ HAJI  
MOHD SUHAIMI BIN ABDULLAH TO CONTINUE TO ACT AS AN INDEPENDENT  
NON-EXECUTIVE DIRECTOR OF THE COMPANY**

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The retention of YB Senator Dato’ Haji Mohd Suhaimi Bin Abdullah, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company pursuant to the recommendation of the MCCG 2012 was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.

**ITEM 7.7 ON AGENDA (SPECIAL BUSINESS):  
ORDINARY RESOLUTION NO. 14 – MANDATE FOR DATO’ AHMAD HASSAN BIN  
OSMAN TO CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE  
DIRECTOR OF THE COMPANY**

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The retention of Dato’ Ahmad Hassan Bin Osman, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company pursuant to the recommendation of the MCCG 2012 was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.

**ITEM 7.8 ON AGENDA (SPECIAL BUSINESS):  
ORDINARY RESOLUTION NO. 15 – MANDATE FOR MR. JEN SHEK VOON TO  
CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE  
COMPANY**

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The retention of Mr. Jen Shek Voon, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company pursuant to the recommendation of the MCCG 2012 was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.

**ITEM 7.9 ON AGENDA (SPECIAL BUSINESS):  
ORDINARY RESOLUTION NO. 16 – MANDATE FOR MR. WONG THAI SUN TO  
CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE  
COMPANY**

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The retention of Mr. Wong Thai Sun as an Independent Non-Executive Director pursuant to the recommendation of the MCCG 2012 was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.

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**ITEM 7.10 ON AGENDA (SPECIAL BUSINESS):  
SPECIAL RESOLUTION NO. 17 - AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY**

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The proposed Amendments to the Articles of Association of the Company as set out in the Special Resolution under the agenda was approved by the shareholders.

No matter was raised by the shareholders of the Company on this agenda.