

MELEWAR INDUSTRIAL GROUP BERHAD

(Co. Reg. No. 8444-W)
(Incorporated in Malaysia)

SUMMARY OF MINUTES OF THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF THE COMPANY HELD AT THE CRYSTAL FUNCTION ROOM, 4TH FLOOR, MUTIARA COMPLEX, 3½ MILES, JALAN IPOH, 51200 KUALA LUMPUR ON FRIDAY, 20 APRIL 2018 AT 10.00 A.M.

PRESENT	:	<u>Board of Directors</u> Tunku Dato' Yaacob Khyra (Chairman) Tunku Yahaya @ Yahya bin Tunku Tan Sri Abdullah Encik Azlan bin Abdullah Encik Shazal Yusuf bin Mohamed Zain Mr Muk Sai Tat Dato' Indera Naresh Mohan
ABSENT WITH APOLOGY	:	General Tan Sri Dato' Sri Hj Suleiman bin Mahmud RMAF (Rtd)
SHAREHOLDERS & PROXIES	:	As per attendance list
BY INVITATION	:	Ms Tan Poh Lin } Representing TA Securities Mr Kenderick Lee } Holdings Berhad Ms Florence Kek } Dato' Feizal Mustapha } Representing BDO Capital Ms Jeannie Tai } Consultants Sdn Bhd Mr Yoon Ming Sun } Representing Cheang & Ariff Ms Wong Mei Ying } Mr Ngiam Mia Teck } Representing Crowe Horwath Ms Elsa So Bee Keik } Mr Koichiro Nakazawa } Representing Marubeni-Itochu Mr Woo Chuen Seng } Steel Inc.
IN ATTENDANCE	:	Ms Lily Yin Kam May } Company Secretary

1. OPENING / SHAREHOLDERS' RIGHTS AS TO VOTING

Upon the request of the Chairman, the Secretary confirmed the presence of a quorum. Shareholders of 95,324,678 shares lodged their proxies within the stipulated time and none of the shareholders appointed the Chairman of the meeting to be their proxy.

Having confirmed the presence of a quorum with the Secretary, the Chairman proceeded with the Meeting.

The Chairman informed that the voting on all resolutions as set out in the notice of this EGM would be conducted by way of poll and not by show of hands pursuant to the recent amendments prescribed under the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) by way of electronic voting (“e-voting”).

On a poll, every member present in person or by proxy or by attorney or other duly authorized representative shall have one vote per share.

Shareworks Sdn Bhd was appointed as Independent Scrutineers to verify the poll results. E-voting for each of the resolutions as set out in the Notice of the Meeting would be conducted upon the conclusion of the deliberation, if any, on each resolution tabled at the Meeting.

The Chairman further informed the Meeting that the representatives from the Company's Principal Adviser, Independent Adviser, Lawyers, Reporting Accountants and Key Management staff were present at this meeting to assist in any clarification required by the shareholders.

2. DECLARATION OF POLL RESULTS

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 225,522,808 SHARES IN MIGB ("MIGB SHARES") ("RIGHTS SHARE(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) MIGB SHARE HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY, TOGETHER WITH UP TO 112,761,404 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) RIGHTS SHARES SUBSCRIBED AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

The Chairman announced the poll result in respect of **Ordinary Resolution 1** which was carried as follows :

Number of Shares		Percentage	
For	Against	For	Against
207,241	142,793	59.2060%	40.7940%

The Chairman declared that the **Ordinary Resolution 1** was duly passed as follows:

"THAT, subject to and conditional upon the approvals of all relevant authorities and/or parties being obtained (if required), approval be and is hereby given to the Board of Directors of MIGB ("Board") to:-

- (a) provisionally allot and issue by way of a renounceable rights issue of up to 225,522,808 Rights Shares on the basis of one (1) Rights Share for every one (1) existing MIGB Share held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board ("Entitlement Date")("Entitled Shareholders"), together with up to 112,761,404 Warrants on the basis of one (1) Warrant for every two (2) Rights Shares subscribed, at an issue price to be determined later to the Entitled Shareholders and/or their renounee(s). The Rights Shares shall upon allotment and issue, rank *pari passu* in all respects with the then existing MIGB Shares, save and except that the Rights Shares will not be entitled to any dividends, rights, allotment and/or other distributions, the entitlement date of which is prior to the date of allotment of the Rights Shares;
- (b) determine and fix the issue price of the Rights Shares at a later date, after receipt of all relevant approvals but before the announcement of the Entitlement Date, after taking into consideration, amongst others, the historical share price movement of MIGB;
- (c) determine the final exercise price of the Warrants after taking into consideration the theoretical ex-rights price ("TERP") of MIGB Shares, based on the five (5)-day volume weighted average market price ("5D-VWAMP") of MIGB Shares, with a discount to the TERP deemed appropriate by the Board prior to the price fixing date to be determined later by the Board;

- (d) allot and issue such number of MIGB Shares upon full payment arising from any exercise by the holders of the Warrants of their rights in accordance with the provisions of the deed poll constituting the Warrants to be executed by the Company ("Deed Poll") and such new MIGB Shares shall upon allotment and issuance, rank *pari passu* in all respects with the then existing MIGB Shares, save and except that it will not be entitled to any dividends, rights, allotment and/or other distributions, the entitlement date of which is prior to the date of allotment of the new MIGB Shares to be issued pursuant to the exercise of the Warrants;
- (e) disregard and deal with fractional entitlements of the Rights Shares and/or Warrants, if any, in such manner and on such terms and conditions as the Board in its absolute discretion deem fit or expedient or in the best interest of the Company;
- (f) make available for excess shares application to the Entitled Shareholders and/or their renounee(s) who have applied for the excess Rights Shares with Warrants, in the event there are any Rights Shares with Warrants which are not taken up or not validly taken up, and such excess Rights Shares with Warrants will be allocated in a fair and equitable manner on a basis to be determined by the Board;
- (g) utilise the proceeds from the Proposed Rights Issue for such purposes and in such manner as set out in Section 2.1.9, Part A of the Circular to Shareholders of the Company dated 5 April 2018 ("Circular") and the Board be authorised to revise the purpose and manner of the utilisation of proceeds as it may deem fit or expedient or in the best interest of the Company, subject to the approval of the relevant authorities, (where required);
- (h) execute, sign and enter into the Deed Poll with full powers to assent to any condition, variation, modification and/or amendment from time to time, in accordance with and subject to the terms of the Deed Poll and in any manner as may be required by the relevant authorities or deemed necessary by the Board, and with full powers to implement and give effect to the terms and conditions of the Deed Poll and in the best interest of the Company; and
- (i) issue and allot such additional Warrants and adjust from time to time the exercise price of the Warrants as may be required or permitted to be issued/adjusted as a consequence of the adjustments under the provisions of the Deed Poll, and issue and allot such additional number of MIGB Shares arising from any exercise of the additional Warrants and such new MIGB Shares shall upon allotment and issuance, rank *pari passu* in all respects with the then existing MIGB Shares, save and except that the new MIGB Shares will not be entitled to any dividends, rights, allotment and/or other distributions, the entitlement date of which is prior to the date of allotment of the new MIGB Shares to be issued pursuant to the exercise of such additional Warrants; and

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such documents and/or arrangements (including without limitation, the affixing of the Company's common seal) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Rights Issue with Warrants and with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors may deem necessary or expedient in the best interest of the Company."

3. ORDINARY RESOLUTION 2

PROPOSED EXEMPTION UNDER PARAGRAPH 4.08(1)(B) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS 2016 (“RULES”) TO MELEWAR KHYRA SDN BHD (“MKSB”), MELEWAR EQUITIES (BVI) LTD (“MEL”) AND THE PERSONS ACTING IN CONCERT WITH THEM (“PACS”) FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR ALL THE REMAINING MIGB SHARES NOT ALREADY HELD BY THEM (“PROPOSED EXEMPTION”)

The Chairman announced the poll result in respect of **Ordinary Resolution 2** which was carried as follows :

Number of Shares		Percentage	
For	Against	For	Against
12,875,767	140,483	98.9207%	1.0793%

The Chairman declared that the **Ordinary Resolution 2** was duly passed as follows:

“THAT subject to the passing of Ordinary Resolution 1 and the approvals and/or consents of the SC and/or any other relevant authorities or parties (where required) including such conditions as may be imposed by the SC, approval be and is hereby given for MKSB, MEL and their PACs to be exempted from the obligation to undertake a mandatory take-over offer to acquire all the remaining MIGB Shares of the Company not already held by MKSB, MEL and their PACs which would arise pursuant to the Revised Undertaking (as defined in the Definition section in the Circular) in accordance with Paragraph 4.08(1)(b) of the Rules on Take-Overs, Mergers and Compulsory Acquisitions 2016.

AND THAT in order to implement, complete and give full effect to the Proposed Exemption, approval be and is hereby given to the Board to do or procure to be done all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to and complete the Proposed Exemption, with full powers to assent to any conditions, modifications, variations and/or amendments thereto as may be imposed by the relevant authority and/or as the Board may deem fit.”

There being no further business, the Meeting terminated at 10.50 a.m. with a vote of thanks to the Chair.

Signed as Correct Record

**TUNKU DATO' YAACOB KHYRA
CHAIRMAN**

KUALA LUMPUR
DATED : 20 APRIL 2018