

(c) Resolutions 12 and 13

The following Directors were appointed as Independent Non-Executive Directors of the Company and have reached the cumulative nine (9) years term limit as recommended by Malaysian Code on Corporate Governance:-

<u>Directors</u>	<u>Appointed on</u>
(i) Encik Azizan bin Mohd Noor	2 April 2003
(ii) Dato' Rosman bin Abdullah	5 May 2004

The Nomination and Remuneration Committee and the Board, through the annual assessment carried out for the financial year ended 31 March 2019, concluded that the above Directors remain independent and recommended them to continue to act as Independent Non-Executive Directors based on the following justifications:-

- (a) Have fulfilled the criteria as an Independent Director as defined in the Bursa Listing Requirements, and therefore is able to bring independent and objective judgement to the Board;
- (b) Have provided effective check and balance in the proceedings of the Board and the Board Committees;
- (c) Have provided objectivity in decision making through unbiased and independent views as well as advice and judgement, to the Board;
- (d) Have contributed sufficient time and effort and attended all Board and Committees Meetings for an informed and balanced decision making; and

- (e) Have exercised due care during their tenure as Independent Non-Executive Director of the Company and carried out professional duties in the interest of the Company and shareholders.

Notes:-

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may not be a member of the Company and a member may appoint up to two (2) proxies by specifying the proportion of his shareholding to be represented by each proxy.
2. Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
3. The instrument appointing a proxy must be completed and deposited at the registered office of the Company not less than twenty-four (24) hours before the time of holding the meeting or any adjournment thereof.
4. Only members registered in the General Meeting Record of Depositors as at 23 August 2019 shall be eligible to attend the 47th AGM or appoint proxy(ies) to attend and/or vote on their behalf.
5. The voting at the 47th AGM will be conducted on a poll. The Company will appoint independent scrutineers to verify the results of the poll.