

ATLAN HOLDINGS BHD. (173250-W)
(Incorporated in Malaysia)

Extract of Minutes of the Twenty-seventh Annual General Meeting of the Company (or "AHB") held at the Meeting Room, Wisma Atlan, 8, Persiaran Kampung Jawa, 11900 Bayan Lepas, Penang on Wednesday, 20 July 2016 at 11:30 a.m..

DIRECTORS PRESENT : Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Amad (B) (Chairman)
Mr. Lee Sze Siang
Dato' Shagul Hamid bin K.R. Williams @ Abdullah
En. Mohd Sharif bin Hj Yusof
Mr. Tan Thiam Chai
Dato' Woo Hon Kong
Mr. Ong Bok Siong

ABSENT WITH APOLOGIES : Dato' Sri Adam Sani Bin Abdullah
Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Ah-Mustain Billah, DK II, SSAP
Dato' Sri Robin Tan Yeong Ching

PRESENT: As per attendance list.

BY INVITATION: As per attendance list.

IN ATTENDANCE: Ms. Chua Siew Chuan (Company Secretary)

CHAIRMAN'S ADDRESS

In the absence of the Chairman of the Board, Dato' Sri Adam Sani Bin Abdullah and pursuant to Article 62 of the Company's Articles of Association, the Board had elected Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Ahmad (B) ("Jeneral Tan Sri Chairman") to chair the Meeting.

Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Amad (B) welcomed all present to the Twenty-seventh Annual Meeting of the Company ("**the Meeting**") and called the Meeting to order at 11:30 a.m.

Jeneral Tan Sri Chairman conveyed the apologies from the following Directors who were unable to attend the Meeting:-

- i) Dato' Sri Adam Sani Bin Abdullah
- ii) Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Hj. Ahmad Shah Ah-Mustain Billah, DK II, SSAP; and
- iii) Dato' Sri Robin Tan Yeong Ching.

Jeneral Tan Sri Chairman then introduced the Directors present and Company Secretary to the Meeting.

QUORUM

The requisite quorum being present pursuant to Article 60 of the Company's Articles of Association, Jeneral Tan Sri Chairman declared the Meeting duly convened.

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NOTICE

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

Jeneral Tan Sri Chairman informed all present that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Article 64 of the Company's Articles of Association, he would exercise his rights as the Chairman of the Meeting to demand for a poll for all resolutions which would be put forth for voting at this meeting. Jeneral Tan Sri Chairman also highlighted to all present that shareholders present in persons or via their representatives or proxies shall have one vote for every share held in accordance with Article 67 of the Company's Articles of Association.

The Meeting noted that the Company's Share Registrar, Securities Services (Holdings) Sdn. Bhd. would act as the Poll Administrator and Commercial Quest Sdn. Bhd. would act as the Independent Scrutineers to verify the results of the poll. Jeneral Tan Sri Chairman also informed the Meeting that the poll on all resolutions indicated in the Notice of the Meeting 28 June 2016 would be conducted after the Meeting had dealt with all the deliberations and questions on all these resolutions.

1. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 29 FEBRUARY 2016 TOGETHER WITH THE REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON

The Audited Financial Statements for year ended 29 February 2016 together with the Reports of the Directors and of the Auditors thereon ("AFS 2016") were tabled for consideration and adoption.

The Meeting noted that the AFS 2016 had been approved by the Board of Directors of the Company on 8 June 2016 and forwarded to the shareholders of the Company on 28 June 2016.

There being no question from the floor, Jeneral Tan Sri Chairman declared that the Audited Financial Statements of the Company for the financial year ended 29 February, 2016 together with the Reports of the Directors and the Auditors thereon, be received.

2. PAYMENT OF DIRECTORS' FEES FOR THE YEAR ENDED 29 FEBRUARY 2016

Jeneral Tan Sri Chairman informed that the second item on the Agenda was to consider and to approve the payment of Directors' fees of RM253,000.00 for the financial year ended 29 February 2016.

The resolution on the payment of Directors' fees of RM253,000.00 for the financial year ended 29 February 2016 was proposed by Ms. Lim Lay Hong (proxy holder for Khoo Chun Keong) and seconded by Ms. Ch'ng Peik Hoei (proxy holder for ABB Nominee (Tempatan) Sdn. Bhd.).

The meeting noted that a poll had been demanded by Jeneral Tan Sri Chairman earlier and the poll would be conducted upon completion of the remaining business of the Meeting.

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3. RE-ELECTION OF RETIRING DIRECTORS PURSUANT TO ARTICLE 78 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Jeneral Tan Sri Chairman briefed the Meeting that pursuant to Article 78 of the Company's Articles of Association, an election of Directors shall take place each year. At each Annual General Meeting ("AGM"), one third (1/3) of the Board of Directors shall retire from office by rotation, so as all Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election.

The following three (3) Directors were subject to retirement pursuant to Article 78 of the Articles of Association of the Company:-

- i) Dato' Sri Adam Sani Bin Abdullah;
- ii) Dato' Sri Robin Tan Yeong Ching; and
- iii) Mr. Tan Thiam Chai.

i) Resolution 2 - Re-election of Dato' Sri Adam Sani Bin Abdullah as Director

The resolution for the re-election of Dato' Sri Adam Sani Bin Abdullah as director of Company was proposed by Mr. Ng Chun How (proxy holder for Alpretz Capital Sdn. Bhd.) and seconded by Ms. Leong Yoke Mei (proxy holder for RHB Nominees (Tempatan) Sdn. Bhd.).

The meeting noted that a poll had been demanded by Jeneral Tan Sri Chairman earlier and the poll would be conducted upon completion of the remaining business of the Meeting.

ii) Resolution 3 - Re-election of Dato' Sri Robin Tan Yeong Ching as Director

The resolution for the re-election of Dato' Sri Robin Tan Yeong Ching as a director of the Company was proposed by Ms. Toh Leong Ean (proxy holder for Inter-Pacific Equity Nominees (Tempatan) Sdn. Bhd.) and seconded by Ms. Tan Mee Yen (proxy holder for ABB Nominee (Tempatan) Sdn. Bhd.).

The meeting noted that a poll had been demanded by Jeneral Tan Sri Chairman earlier and the poll would be conducted upon completion of the remaining business of the Meeting.

iii) Resolution 4 - Re-election of Mr. Tan Thiam Chai as Director

The resolution for the re-election of Mr. Tan Thiam Chai as a director of the Company was proposed by Ms. Tneh Shu Hoay (proxy holder for Stuart Saw Teik Siew) and seconded by Mr. Ng Chun How (proxy holder for Alpretz Capital Sdn. Bhd.).

The meeting noted that a poll had been demanded by Jeneral Tan Sri Chairman earlier and the poll would be conducted upon completion of the remaining business of the Meeting.

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4. RE-APPOINTMENT OF EN. MOHD SHARIF BIN HJ YUSOF, WHO IS RETIRING IN ACCORDANCE WITH SECTION 129(6) OF THE COMPANIES ACT 1965

The Meeting noted that En. Mohd Sharif Bin Hj Yusof who is over the age of seventy years was subject to the retirement in accordance with Section 129(6) of the Companies Act, 1965 ("Act"). It was noted that En. Mohd Sharif Bin Hj Yusof had offered himself for re-appointment on the same position and if being re-appointed, he would hold office until the conclusion of the next AGM.

The resolution for the re-appointment of En. Mohd Sharif Bin Hj Yusof as the director of the Company was proposed by Ms. Tan Guat Hong (proxy holder for Kenanga Nominees (Tempatan) Sdn. Bhd.) and seconded by Ms. Lim Ee Hiang (proxy holder for Distinct Continent Sdn. Bhd.).

The meeting noted that a poll had been demanded by Jeneral Tan Sri Chairman earlier and the poll would be conducted upon completion of the remaining business of the Meeting.

5. RE-APPOINTMENT OF MESSRS. ERNST & YOUNG AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR

The Meeting noted that the existing Auditors, Messrs. Ernst & Young, who retired at this AGM, had indicated their willingness to continue in office.

The resolution for the re-appointment of Messrs Ernst & Young as auditors of the Company for the ensuing year, was proposed by Mr. Ng Chun How (proxy holder for Alpretz Capital Sdn. Bhd.) and seconded by Ms. Wong Choy Lan (proxy holder for Stuart E-FOS Sdn. Bhd.).

The meeting noted that a poll had been demanded by Jeneral Tan Sri Chairman earlier and the poll would be conducted upon completion of the remaining business of the Meeting.

**6. ORDINARY RESOLUTION
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 ("PROPOSED AUTHORITY TO ISSUE SHARES")**

The Meeting was advised that the proposed adoption of this ordinary resolution was primarily to give flexibility to the Directors to issue and allot shares up to 10% of the total issued share capital of the Company pursuant to Section 132D of the Act at any time in their absolute discretion without convening a general meeting. This authority shall, unless revoked or varied by the Company in a general meeting, expire at the next AGM.

The resolution for Proposed Authority to Issue Shares was proposed by Ms. Ch'ng Peik Hoei (proxy holder for ABB Nominee (Tempatan) Sdn. Bhd.) and seconded by Ms. Tan Mee Yen (proxy holder for ABB Nominee (Tempatan) Sdn. Bhd.).

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The meeting noted that a poll had been demanded by Jeneral Tan Sri Chairman earlier and the poll would be conducted upon completion of the remaining business of the Meeting.

7. ORDINARY RESOLUTION

MANDATE FOR YANG AMAT MULIA TENGKU ABDUL RAHMAN IBNI SULTAN HAJI AHMAD SHAH AL-MUSTAIN BILLAH, DK II., SSAP 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

The Meeting was informed that both the Nomination Committee and the Board had assessed the independence of Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Al-Mustain Billah, DK II., SSAP and recommended him to continue to serve as an Independent Non-Executive Director of the Company based on justifications as set out in the explanatory notes to the Notice of AGM.

The resolution for giving the mandate to Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Al-Mustain Billah, DK II, SSAP to continue to act as an Independent Non-Executive Director of the Company was proposed by Ms. Wong Choy Lan (proxy holder for E-FOS Sdn. Bhd.) and seconded by Ms. Tan Guat Hong (proxy holder for Kenanga Nominees (Tempatan) Sdn. Bhd.).

The meeting noted that a poll had been demanded by Jeneral Tan Sri Chairman earlier and the poll would be conducted upon completion of the remaining business of the Meeting.

8. ORDINARY RESOLUTION

MANDATE FOR DATO' SHAGUL HAMID BIN K.R. WILLIAMS @ 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

The Meeting was notified that both the Nomination Committee and the Board had assessed the independence of Dato' Shagul Hamid Bin K.R. Williams @ Abdullah and recommended him to continue to serve as an Independent Non-Executive Director of the Company based on justifications as set out in the explanatory notes to the Notice of AGM.

The resolution for giving the mandate for giving mandate to Dato' Shagul Hamid Bin K.R. Williams @ Abdullah to continue to act as an Independent Non-Executive Director of the Company upon a proposed from Ms. Toh Leong Ean (proxy holder for Inter-Pacific Equity Nominees (Tempatan) Sdn. Bhd.) and seconded by Ms. Chin Mei Fong (proxy holder for Stuart Saw Teik Siew).

The meeting noted that a poll had been demanded by Jeneral Tan Sri Chairman earlier and the poll would be conducted upon completion of the remaining business of the Meeting.

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**9. SPECIAL RESOLUTION
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE
COMPANY**

The Meeting was notified that the Proposed Amendments to the Articles of Association of the Company as set out in the Resolution 10 of this meeting was mainly to align the existing Articles of Association of the Company so as to be in line with the amendments made to the Listing Requirements of Bursa Malaysia Securities Berhad.

The resolution for Proposed Amendments to the Articles of Association of the Company was proposed by Ms. Theh Shu Hoay (proxy holder for Stuart Saw Teik Siew) and seconded by Ms. Lim Lay Hong (proxy holder for Khoo Chun Keong).

The meeting noted that a poll had been demanded by Jeneral Tan Sri Chairman earlier and the poll would be conducted upon completion of the remaining business of the Meeting.

**10. TO TRANSACT ANY OTHER BUSINESS FOR WHICH DUE NOTICE SHALL
HAVE BEEN GIVEN IN ACCORDANCE WITH THE ACT AND THE COMPANY'S
ARTICLES OF ASSOCIATION**

After completing the business on hand for the meeting, the Company Secretary reported that the Company did not receive any notice from the members of the Company for any other business that needs to be deliberated at this Meeting.

11. POLLING PROCESS

Jeneral Tan Sri Chairman announced the commencement of the polling process after deliberating all the motions as stated in the Notice of AGM and invited the Company Secretary to brief the poll procedure.

After the briefing, Jeneral Tan Sri Chairman adjourned the meeting at 10:45 a.m. for the polling process.

After the finalisation of the report by scrutineers on the poll results, the Meeting resumed at 11:10 a.m.

11.1 Announcement of Poll Results

Based on the results of the poll and the report from the scrutineers, Jeneral Tan Sri Chairman announced the results of the polls as follows:-

11.1.1 Payment of Directors' fees of RM253,000 for financial year ended 29 February 2016 (Resolution 1)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
185,226,491	185,226,491	100%	0	0%

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Based on the poll results, Jeneral Tan Sri Chairman informed that the Resolution 1 was passed by 185,226,491 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

The meeting RESOLVED that the resolution for payment of Directors' fees of RM253,000 for financial year ended 29 February 2016 be carried.

11.1.2 Re-election of Dato' Sri Adam Sani Bin Abdullah as Director of the Company (Resolution 2)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
185,162,430	185,162,430	100%	0	0%

Based on the poll results, Jeneral Tan Sri Chairman informed that the Resolution 2 was passed by 185,162,430 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

The meeting RESOLVED that the resolution for re-election of Dato' Sri Adam Sani Bin Abdullah as Director of the Company be carried.

11.1.3 Re-election of Dato' Sri Robin Tan Yeong Ching as Director of the Company (Resolution 3)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
185,226,491	185,226,491	100%	0	0%

Based on the poll results, Jeneral Tan Sri Chairman informed that the Resolution 3 was passed by 185,226,491 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

The meeting RESOLVED that the resolution for re-election of Dato' Sri Robin Tan Yeong Ching as Director of the Company be carried.

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11.1.4 Re-election of Mr. Tan Thiam Chai as Director of the Company (Resolution 4)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
185,226,491	185,226,491	100%	0	0%

Based on the poll results, Jeneral Tan Sri Chairman informed that the Resolution 4 was passed by 185,226,491 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

The meeting RESOLVED that the resolution for re-election of Mr. Tan Thiam Chai as Director of the Company be carried.

11.1.5 Re-appointment of En. Mohd Sharif Bin Hj Yusof as Director of the Company (Resolution 5)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
185,226,491	185,226,491	100%	0	0%

Based on the poll results, Jeneral Tan Sri Chairman informed that the Resolution 5 was passed by 185,226,491 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

The meeting RESOLVED that the resolution for re-election of En. Mohd Sharif Bin Hj Yusof as Director of the Company be carried.

11.1.6 Re-appointment of Messrs Ernst & Young as Auditors of the Company (Resolution 6)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
185,226,49	185,226,491	100%	0	0%

Based on the poll results, Jeneral Tan Sri Chairman informed that the Resolution 6 was passed by 185,226,491 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

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The meeting RESOLVED that the resolution for re-appointment of Messrs Ernst & Young as Auditors of the Company be carried.

11.1.7 Proposed Authority to Issue Shares (Resolution 7)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
185,226,491	185,226,491	100%	0	0%

Based on the poll results, Jeneral Tan Sri Chairman informed that the Resolution 7 was passed by 185,226,491 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

The meeting RESOLVED that the following ordinary resolution for Proposed Authority to Issue Shares be carried :-

“THAT subject to Section 132D of the Companies Act, 1965, the Articles of Association of the Company and approvals of the relevant governmental or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the capital of the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company (excluding treasury shares, if any) for the time being and 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 Malaysia Securities Berhad;

AND 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.”

11.1.8 Mandate for Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Al-Mustain Billah, DK II, SSAP to continue to act as an Independent Non-Executive Director of the Company (Resolution 8)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
185,226,491	185,226,491	100%	0	0%

Based on the poll results, Jeneral Tan Sri Chairman informed that the Resolution 8 was passed by 185,226,491 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

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The meeting RESOLVED that the following ordinary resolution for giving mandate to Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Al-Mustain Billah, DK II, SSAP to continue to act as an Independent Non-Executive Director of the Company be carried :-

“THAT approval be and is hereby given to Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Al-Mustain Billah, DK II, SSAP, who had 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 in compliance with the recommendation of Malaysian Code on Corporate Governance 2012.”

11.1.9 Mandate for Dato' Shagul Hamid Bin K.R. Williams @ Abdullah to continue to act as an Independent Non-Executive Director of the Company (Resolution 9)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
185,226,491	185,226,491	100%	0	0%

Based on the poll results, Jeneral Tan Sri Chairman informed that the Resolution 9 was passed by 185,226,491 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

The meeting RESOLVED that the following ordinary resolution for giving mandate to Dato' Shagul Hamid Bin K.R. Williams @ Abdullah to continue to act as an Independent Non-Executive Director of the Company be carried :-

“THAT approval be and is hereby given to Dato' Shagul Hamid Bin K.R. Williams @ 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 in compliance with the recommendation of Malaysian Code on Corporate Governance 2012.”

11.1.10 Amendments to the Articles of Association of the Company (Resolution 10)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
185,226,491	185,226,491	100%	0	0%

Based on the poll results, Jeneral Tan Sri Chairman informed that the Resolution 10 was passed by 185,226,491 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

The meeting RESOLVED that the following ordinary resolution for Amendments to the Articles of Association of the Company be carried :-

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“THAT the amendments to the Articles of Association of the Company as set out in the Appendix I annexed to the Annual Report 2016 be and are hereby approved and adopted. AND THAT the Board of Directors be and is hereby authorised to give effect to the said amendments. ”

12. TERMINATION

There being no further matters to discuss, the Meeting terminated at 11:30 a.m. with a vote of thanks to the Chair.

Dated : 20 July 2016