

SELANGOR DREDGING BERHAD

(Company No. 4624-U)

(Incorporated in Malaysia)

Minutes of the Fifty-Fifth Annual General Meeting of the Company held at Ballroom, Hotel Maya Kuala Lumpur, 138, Jalan Ampang, 50450 Kuala Lumpur on Friday, 26 August 2016 at 9.30 a.m.

PRESENT

Eddy Chieng Ing Huong	Chairman
Teh Lip Kim	Managing Director
Teh Lip Pink	Non-Independent and Non-Executive Director
Tan Sri Mohd Ismail Bin Che Rus	Senior Independent Non-Executive Director
Tee Keng Hoon	Independent Non-Executive Director
458 Members and 336 Proxies as per Attendance List	

IN ATTENDANCE

Won See Yee	Secretary
Seow Fei San	Secretary

QUORUM

The requisite quorum being present, the Chairman called the meeting to order.

NOTICE

The notice convening the meeting was tabled and taken as read.

The Meeting was informed that in line with the recent amendments to the Main Market Listing Requirements on strengthening corporate governance practices of listed corporation, all proposed resolutions set out in the Notice of today's meeting would be put into consideration through poll voting.

The members present noted the new requirements and the voting process for all proposed resolutions would be carried out after the discussion of all agenda items of the meeting.

1. FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016 AND THE DIRECTORS' AND AUDITORS' REPORTS

The Audited Financial Statements and Reports of the Directors and Auditors for the financial year ended 31 March 2016 having been circulated to all the members of the Company within the prescribed period were tabled to the meeting.

The Chairman invited members to put forth questions on the financial statements and reports.

After the questions raised by the members were answered, the Chairman concluded that the Audited Financial Statements for the financial year ended 31 March 2016 and the Report of Directors and Auditors thereon submitted to the meeting were received and noted.

2. TO APPROVE FIRST AND FINAL DIVIDEND

The Meeting proceeded to consider the proposed Ordinary Resolution 1 on payment of final dividend.

The Chairman put the following resolution to the shareholders for consideration and informed that the poll would be taken after the Meeting had gone through the formality and discussion of the rest of the resolutions of the meeting:

"THAT approval be and is hereby given for a first and final single tier dividend of 5% in respect of the financial year ended 31 March 2016."

3. TO APPROVE DIRECTORS' FEES

The Meeting proceeded to consider the proposed Ordinary Resolution 2 on payment of Directors' fees of RM272,000 for the financial year ended 31 March 2016 for their services as directors of the Company.

The Chairman put the following resolution to the shareholders for consideration and informed that the poll would be taken after the Meeting had gone through the formality and discussion of the rest of the resolutions of the meeting:

"THAT approval be and is hereby given for the payment of the directors' fee of RM272,000.00 for the year ended 31 March 2016 for their services as directors of the Company."

4. RE-ELECTION OF DIRECTOR

The Meeting was informed that Ms Teh Lip Pink was retiring in accordance with Article 80 of the Articles of Association of the Company and being eligible, had accordingly offered herself for re-election.

The following motion pertaining to the re-election of the aforesaid director would be voted on after the Meeting had gone through the formality and discussion of the rest of the resolutions of the meeting:

"THAT Ms Teh Lip Pink retiring pursuant to Article 80 of the Company's Articles of Association, be and is hereby re-elected as the director of the Company."

5. RE-APPOINTMENT OF DIRECTOR

The Meeting then proceeded to re-appoint Tan Sri Mohd Ismail bin Che Rus, who was retiring in accordance with Section 129 of the Companies Act, 1965 and being eligible, had offered himself for re-election.

The following motion pertaining to the re-appointment of Tan Sri Mohd Ismail bin Che Rus would be voted on after the Meeting had gone through the discussion of the rest of the resolutions of the meeting

“THAT pursuant to Section 129 of the Companies Act, 1965, Tan Sri Mohd Ismail bin Che Rus be and is hereby re-appointed as Director to hold office until the conclusion of the next Annual General Meeting of the Company”.

6. RE-APPOINTMENT OF AUDITORS

The following proposed Ordinary Resolution 5 on re-appointment of auditors was put to the Meeting for consideration and would be put to poll voting after the discussion of the rest of the resolutions of the meeting:

“THAT Messrs BDO be and are hereby appointed as auditors of the Company to hold office until the conclusion of the next annual general meeting and that the directors be and are hereby authorised to determine their remuneration.”

7. AUTHORITY TO ISSUE SHARES

The Meeting proceeded to consider proposed Ordinary Resolution 6 on authority to the Directors to issue shares.

The following Ordinary Resolution would be put to the Meeting for a vote after the Meeting had gone through the remaining agenda item of this meeting:

“THAT, subject always to the Companies Act, 1965 and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time at such price, upon such terms and to such person/persons or party/parties whomsoever the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being, and that such authority shall continue in force until the conclusion of the next Annual General Meeting.”

8. APPROVAL TO CONTINUE IN OFFICE AS SENIOR INDEPENDENT DIRECTOR

The next item was to retain Tan Sri Ismail bin Che Rus as the Senior Independent Non-Executive Director of the Company, who has served the Board as Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 10 September 2012.

The following Ordinary Resolution would be put to the Meeting for a vote after the Meeting had gone through the last agenda item of this meeting:

“THAT Tan Sri Mohd Ismail bin Che Rus who has served the Board as the Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 10 September 2002 be and is hereby retained as the Senior Independent Non-Executive Director of the Company.”

9. APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT DIRECTOR

The next item was to retain Mr. Tee Keng Hoon as the Independent Non-Executive Director of the Company, who has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 30 April 2004.

The following Ordinary Resolution would be put to the Meeting for a vote after the Meeting had gone through the last agenda item of this meeting:

“THAT Mr. Tee Keng Hoon has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 30 April 2004 be and is hereby retained as Independent Non-Executive Director of the Company.”

10. ANY OTHER BUSINESS

The last item on the agenda today was to transact any other business of which due notices shall have been received in accordance with the Companies Act, 1965. The Meeting noted that no notice of any other business for transacting at the meeting was received.

As such, the Meeting proceeded to take a poll on all the resolutions tabled to the Meeting.

The Meeting was informed that the Company had appointed Mr. Avtaran Singh as the Scrutineer for the vote counting process and shareholders and proxies were requested to complete the poll forms which were given to them during registration.

The meeting was then adjourned at 10.15 a.m. to facilitate voting and counting of votes.

The Meeting resumed at 10.50 a.m. and the Scrutineer proceeded to announce the poll result as follows:-

Ordinary Resolutions	Voted For		Voted Against		Result
	No. of Shares	%	No. of Shares	%	
Resolution 1 – Approval of the first and final single tier dividend of 5% for the financial year ended 31 March 2016	293,713,051	99.999	4,050	0.001	Carried
Resolution 2 – Approval of the payment of Directors' fees of RM272,000 for the financial year ended 31 March 2016	293,710,901	99.999	4,000	0.001	Carried
Resolution 3 – Re-election of Ms Teh Lip Pink as Director of the Company pursuant to Article 80 of the Company's Articles of Association	293,680,201	99.998	34,700	0.012	Carried
Resolution 4 – Re-appointment of Tan Sri Mohd Ismail bin Che Rus as Director of the Company pursuant to Section 129(6) of the Companies Act, 1965	293,680,201	99.998	34,700	0.012	Carried
Resolution 5 – Re-appointment of Messrs. BDO as Auditors of the Company and authorisation to the Directors to fix their remuneration	293,710,901	99.999	4,000	0.001	Carried
Resolution 6 – Approval of the authority to issue shares pursuant to Section 132D of the Companies Act, 1965	293,710,901	99.999	4,000	0.001	Carried
Resolution 7 - Retention of Tan Sri Mohd Ismail bin Che Rus as Independent Director	293,700,211	99.995	14,690	0.005	Carried
Resolution 8 - Retention of Mr. Tee Keng Hoon Khan as Independent Director	293,710,751	99.999	4,150	0.001	Carried

CLOSURE

There being no further business, the meeting closed at 10.55 a.m. with a vote of thanks to the Chairman.

CONFIRMED CORRECT

CHAIRMAN

Date:

DRAFT