

**DAMANSARA REALTY BERHAD**  
**(Company 4030-D)**  
**(Incorporated in Malaysia)**

**SUMMARY OF KEY MATTERS DISCUSSED AT THE 55<sup>TH</sup> ANNUAL GENERAL MEETING OF DAMANSARA REALTY BERHAD HELD AT JOHOR CONFERENCE HALL II, LEVEL II, FOREST CITY PHOENIX HOTEL, JALAN FOREST CITY 1, PULAU SATU, 81550 GELANG PATAH, JOHOR BAHRU, JOHOR ON WEDNESDAY, 24 MAY 2017 AT 11.00 A.M.**

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**CHAIRMAN OF MEETING**

YB. Dato' Ahmad Zahri bin Jamil, the Chairman of the Company chaired the meeting.

**QUORUM OF MEETING**

YB. Dato' Chairman confirmed that the quorum for the meeting is present, and proceeded to deal with the matters in the Agenda.

**NOTICE OF MEETING**

The Notice convening the Meeting, having been circulated together with the Circular to the Shareholders dated 28 April 2017 within the prescribed period, was tabled and duly taken as read.

**PRELIMINARY**

YB. Dato' Chairman introduced each member of the Board of Directors as well as the Group Chief Executive Officer ("GCEO"), Group Chief Financial Officer ("GCFO") and the Company Secretary who were in attendance. YB. Dato' Chairman also introduced representatives from the External Auditor, Messrs, Jamal Amin & Partners.

YB. Dato' Chairman then extended his apology on behalf of YB Dato' Daing A Malik bin Daing A Rahaman and YB Datuk Mohd Othman bin Hj Yusof who were not able to be present at the Meeting.

YB. Dato' Chairman then confirmed and declared that the Company has received 6 valid proxy forms representing approximately 43,965,538 ordinary shares or RM1.00 each, which is equivalent to 14.21% of the total shareholding of the Company.

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YB. Dato' Chairman further informed that the Company has appointed Messrs. Tricor Investors and Issuing House Services Sdn Bhd as Poll Administrator to conduct the polling process, and Messrs Asia Securities Sdn Bhd as Scrutineers to verify the poll results. The polling process for the Resolutions would be conducted upon completion of the deliberation of all items to be transacted at the Meeting.

**PRESENTATION ON DBHD'S FINANCIAL PERFORMANCE AND STRATEGIC TRANSFORMATION PLAN**

Encik Brian Iskandar bin Zulkarim, the GCEO and Encik Zain Azrai bin Zainuddin, the GCFO jointly presented the Company's Financial Performance for the year under review as well as the implementation of the Strategic Transformation Plan.

As there were no questions raised by the floor, YB. Dato' Chairman proceeded to the next agenda.

**ORDINARY BUSINESSES**

**ORDINARY RESOLUTION:**

**1.0 TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

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YB. Dato' Chairman declared that the Report and Audited Financial Statements for the year ended 31 December 2016 and the Reports of the Directors and Auditors be hereby received and adopted.

**2.0 RE-ELECTION OF DATO' AHMAD ZAHRI BIN JAMIL AS DIRECTOR PURSUANT TO ARTICLE 81 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

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Resolution	Vote For		Vote Against		Results
	No. of Units	%	No. of Units	%	
Resolution 1	201,809,318	100.00	0	0.00	Carried

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**3.0 RE-ELECTION OF YB DATO' DAING A MALEK BIN DAING A RAHAMAN AS DIRECTOR PURSUANT TO ARTICLE 81 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

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Resolution	Vote For		Vote Against		Results
	No. of Units	%	No. of Units	%	
Resolution 2	43,992,738	100.00	0	0.00	Carried

**4.0 RE-ELECTION OF PUAN ZAINAH BINTI MUSTAFA AS DIRECTOR PURSUANT TO ARTICLE 81 OF THE COMPANY'S ARTICLES OF ASSOCIATION AND HAVING SERVED AS A SENIOR INDEPENDENT DIRECTOR FOR MORE THAN NINE (9) YEARS**

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Resolution	Vote For		Vote Against		Results
	No. of Units	%	No. of Units	%	
Resolution 3	201,809,318	100.00	0	0.00	Carried

**5.0 TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF RM845,000 IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2016**

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Resolution	Vote For		Vote Against		Results
	No. of Units	%	No. of Units	%	
Resolution 4	201,809,318	100.00	0	0.00	Carried

**6.0 TO APPROVE THE PAYMENT OF DIRECTORS' REMUNERATION (EXCLUDING DIRECTORS' FEES) TO THE DIRECTORS UP TO AN AMOUNT OF RM800,000 FROM 1 JANUARY 2017 UNTIL THE NEXT AGM OF THE COMPANY**

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Resolution	Vote For		Vote Against		Results
	No. of Units	%	No. of Units	%	
Resolution 5	201,809,318	100.00	0	0.00	Carried

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**7.0 RE- APPOINTMENT OF MESSRS. JAMAL AMIN & PARTNERS AS AUDITORS OF THE COMPANY**

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Resolution	Vote For		Vote Against		Results
	No. of Units	%	No. of Units	%	
Resolution 6	201,809,318	100.00	0	0.00	Carried

**8.0 AUTHORITY TO ALLOT SHARES IN GENERAL PURSUANT TO SECTION 75 OF THE COMPANIES ACT, 2016 (“the Act”)**

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Resolution	Vote For		Vote Against		Results
	No. of Units	%	No. of Units	%	
Resolution 7	201,809,318	100.00	0	0.00	Carried

**9.0 PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)**

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Resolution	Vote For		Vote Against		Results
	No. of Units	%	No. of Units	%	
Resolution 8	157,845,060	100.00	0	0.00	Carried

**TERMINATION**

The 55<sup>th</sup> Annual General Meeting was terminated at 1.00 p.m. with a vote of thanks to YB. Dato’ Chairman.