

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the **35<sup>th</sup> Annual General Meeting** of the Company will be held at **Ballroom B & C, Hilton Kuala Lumpur, 3, Jalan Stesen Sentral, 50470 Kuala Lumpur on Thursday, 25 April 2019 at 10.00 a.m.** for the transaction of the following business:

**AGENDA**

**As Ordinary Business**

1. TO RECEIVE the statutory financial statements for the financial year ended 31 December 2018 and the Directors' and Auditors' reports thereon.

*Please refer to Explanatory Note 1*

2. TO RE-ELECT the following Directors retiring in accordance with Article 97.1 of the Constitution of the Company:

- 2.1 Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail
- 2.2 Dato' Frits van Dijk

*Please refer to Explanatory Note 2*

3. TO RE-ELECT the following Directors retiring in accordance with Article 106 of the Constitution of the Company:

- 3.1 Dato' Dr. Nirmala Menon
- 3.2 Juan Aranols
- 3.3 Craig Connolly

*Please refer to Explanatory Note 2*

4. TO RE-APPOINT KPMG PLT (Firm No. AF 0758) as Auditors of the Company and to authorise the Directors to fix their remuneration.

*Please refer to Explanatory Note 3*

**As Special Business**

TO CONSIDER AND IF THOUGHT FIT, to pass the following as Ordinary Resolutions:

5. TO APPROVE the payment of a final dividend of 140 sen per share, under a single-tier system, in respect of the financial year ended 31 December 2018.

6. TO APPROVE the following payments to Directors:

- 6.1 Fees of RM1,298,700.00 for the financial year ended 31 December 2018.
- 6.2 Benefits of RM250,000.00 for the financial period from 1 July 2019 to 30 June 2020.

7. TO RETAIN the following Directors who have served for a cumulative term of more than nine years as Independent Directors in accordance with Article 97.3.1 of the Constitution of the Company and in accordance with the Malaysian Code on Corporate Governance ("MCCG 2017"):

- 7.1 Dato' Mohd. Rafik Bin Shah Mohamad
- 7.2 Tan Sri Datuk (Dr.) Rafiah Binti Salim

*Please refer to Explanatory Note 4*

8. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out under Section 2.3(a) of the Circular to Shareholders dated 25 March 2019.**

"THAT approval be hereby given for the renewal of the mandate granted by the Shareholders of the Company on 26 April 2018 pursuant to paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, authorising the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.3(a) of the Circular to Shareholders dated 25 March 2019 with the related parties mentioned therein which are necessary, for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of minority Shareholders.

THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which such mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- (ii) the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the Shareholders in a general meeting;

whichever is earlier;

THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution."

*Please refer to Explanatory Note 5*

9. TO TRANSACT any other business for which due notice shall have been given.

**NOTICE IS ALSO HEREBY GIVEN THAT**, subject to the approval of the Shareholders at the 35<sup>th</sup> AGM of the Company, a final dividend of 140 sen per share, under a single-tier system in respect of the financial year ended 31 December 2018 will be paid to the Shareholders on 30 May 2019. The entitlement date for the said dividend shall be 9 May 2019.

**FURTHER NOTICE IS HEREBY GIVEN THAT** a depositor shall qualify for entitlement only in respect of:

- A. Shares transferred into the Depositors' Securities Account before 5.00 p.m. on 9 May 2019 in respect of ordinary transfers; and
- B. Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the rules of the Bursa Malaysia Securities Berhad.

**BY ORDER OF THE BOARD**

**Resolution 1** **TENGKU IDA ADURA TENGKU ISMAIL**  
**Resolution 2** Company Secretary (MACS 01686)

Petaling Jaya  
25 March 2019

**Notes:**

- (i) 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 place. A proxy may, but need not be, a member of the Company.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under the corporation's seal or under the hand of an officer or attorney duly authorised.

- (iii) Where a member of the Company is an authorised nominee as defined under the Security Industry (Central Depositories) Act 1991, he may appoint not more than two proxies in respect of each Securities Account he holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

Where an authorised nominee appoints two proxies, or where an exempt authorised nominee appoints two or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

**Resolution 7**

- (iv) An authorised nominee or an exempt authorised nominee with more than one Securities Account must submit a separate instrument of proxy for each securities account.

**Resolution 8**  
**Resolution 9**

- (v) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. (Company No. 11324-H), at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The Share Registrar will also provide a box for drop-in of proxy forms at Customer Service Counter, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

**Resolution 10**  
**Resolution 11**

- (vi) In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 April 2019 shall be entitled to attend, speak and vote at the general meeting.

**Explanatory Notes on Ordinary Business:**

**1. Audited Financial Statements**

This item of the Agenda is meant for discussion only. The provisions of Section 340(1) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a resolution to be put to vote by Shareholders.

**2. Re-election of Retiring Directors**

Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail, Dato' Frits van Dijk, Dato' Dr. Nirmala Menon, Juan Aranols and Craig Connolly are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.

**3. Re-appointment of KPMG PLT (Firm No. AF 0758) as Auditors of the Company**

The Board had at its meeting held on 26 February 2019 approved the recommendation by the Audit Committee on the re-appointment of KPMG PLT (Firm No. AF 0758) as Auditors of the Company. The Board and Audit Committee collectively agreed that KPMG PLT (Firm No. AF 0758) has met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

**Explanatory Notes on Special Business:**

**4. Retention of Independent Directors**

The proposed Ordinary Resolutions under item 7 is to seek Shareholders' approval on the retention of Dato' Mohd. Rafik Bin Shah Mohamad and Tan Sri Datuk (Dr.) Rafiah Binti Salim who had been retained in the previous Annual General Meeting held on 26 April 2018 as Independent Directors in accordance with MCCG 2017 and whose term would expire at the conclusion of this meeting. If passed, the proposed Resolution 10 and 11 will authorise the continuation of the Directors in office from the date of this Annual General Meeting onwards.

**Resolution 12**

**5. Recurrent Related Party Transactions**

The proposed resolution is to seek a renewal of Shareholders' mandate to allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature. For further information, please refer to the Circular to Shareholders dated 25 March 2019 accompanying the Company's Annual Report for the financial year ended 31 December 2018.