

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixtieth (60th) Annual General Meeting of JAVA BERHAD will be held at Keembong Room, Lobby Level, Hyatt Regency Kinabalu, Jalan Datuk Salleh Sulong, 88991 Kota Kinabalu, Sabah on Friday, 10 October 2014 at 11:00 a.m. for the following purposes:-

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2014 together with the Reports of the Directors and the Auditors thereon.
2. To re-elect YBM Tunku Mahmood Bin Tunku Mohammed D.K., a Director who retires by rotation in accordance with Article 76 of the Company's Articles of Association. (Ordinary Resolution 1)
3. To approve the payment of Directors' fees amounting to RM100,000 for the financial year ended 30 June 2014. (Ordinary Resolution 2)
4. To re-appoint Messrs. Baker Tilly Monteiro Heng as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Ordinary Resolution 3)

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions:-

5. **Proposed Retention of Independent Directors** (Ordinary Resolution 4)
 - (a) "THAT approval be and is hereby given to Encik Mohd Zulkhairis Bin Mohd Zain 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 accordance with the Malaysian Code on Corporate Governance 2012."
 - (b) "THAT approval be and is hereby given to YBM Tunku Mahmood Bin Tunku Mohammed D.K. 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 accordance with the Malaysian Code on Corporate Governance 2012."
6. **Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965** (Ordinary Resolution 6)

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to allot and to issue shares in the share capital of the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed 10% of the issued share capital of the Company for the time being.

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

7. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions** (Ordinary Resolution 7)

"THAT, subject to the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association and the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its Subsidiaries to enter into all transactions involving the Related Parties as specified in the Sections 2.4.1 and 2.4.2 in the Circular to Shareholders dated 17 September 2014 provided that such transactions are:-

 - (i) recurrent transactions of a revenue or trading nature;
 - (ii) necessary for the day-to-day operations;
 - (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
 - (iv) are not to the detriment of the minority shareholders.

AND THAT such approval shall continue to be in force until:

 - (i) the conclusion of the next Annual General Meeting ("AGM"), at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
 - (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - (iii) revoked or varied by a resolution passed by the Shareholders in a General Meeting; whichever is the earlier.

AND FURTHER THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as it may be required) as they may consider expedient or necessary to give effect to the Mandate."

8. To transact any other business of which due notice shall have been given.

By Order of the Board

LIM SIEW TING
(MAICSA 7029466)
Company Secretary
Kuala Lumpur
17 September 2014

NOTES:-

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
2. Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, which holds shares for multiple beneficial owners in one securities account ("Omnibus account"), there is no limit to the number of proxies it may appoint in respect of each Omnibus account.
3. In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of an officer or attorney, duly authorised in writing.
4. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.
5. To be valid, the original Form of Proxy, must be completed and deposited at the Registered Office of the Company at Suite 2.02, Level 2, Wisma E & C, No. 2, Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
6. The lodging of a completed Form of Proxy will not preclude a member from attending and voting in person at the meeting should the member subsequently wish to do so, however such attendance would be an automatic revocation of the proxy's authority unless an intimation in writing has been made to the Company at the registered office.
7. For the purposes of determining a member entitled to attend the meeting, the Company will request Bursa Malaysia Depository Sdn Bhd (in accordance with Article 53(2) of the Company's Articles of Association), to issue the Record of Depositors ("ROD") as at 3 October 2014 for determining the depositors who shall be deemed to be the registered holders of the shares of the Company eligible to be present and vote at the meeting. Only a depositor whose name appears on the ROD as at 3 October 2014 shall be entitled to attend the meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

8. **Proposed Retention of Independent Directors**

The proposed Ordinary Resolutions 4 and 5, if passed will allow YBM Tunku Mahmood Bin Tunku Mohamed D.K. and Encik Mohd Zulkhairis Bin Mohd Zain to be retained and continues to act as Independent Directors to fulfill the requirement of Paragraph 3.04 of Bursa Securities Main Market Listing Requirements and in line with the Recommendation 3.3 of MCGG.

The Nomination Committee has assessed the independence of both YBM Tunku Mahmood Bin Tunku Mohamed D.K. Encik Mohd Zulkhairis Bin Mohd Zain. Pursuant to the Recommendation 3.3 of the MCGG, the Board strongly recommends to the shareholders at the forthcoming AGM that YBM Tunku Mahmood Bin Tunku Mohammed D.K. and Encik Mohd Zulkhairis Bin Mohd Zain continues to act as Independent Non-Executive Directors for the purpose based on the following justifications:-

 - (i) They fulfilled the criteria under the definition of Independent Director as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore is able to bring independent and objective judgement to the Board.
 - (ii) Both are able to provide proper check and balance in the proceedings of the Board and the Committees.
 - (iii) Encik Mohd Zulkhairis understands the Company's business operations which allows him to participate actively and contribute during the deliberations or discussions at the Board and Committees meetings and exercises due care as Independent Non-Executive Director and carries out his professional and fiduciary duties to the best interest of the Company and Shareholders.
 - (iv) YBM Tunku Mahmood's years of experience as a businessman enables him to provide the Board with a diverse set of experience, expertise and independent judgement and performed his duty diligently and in the best interest of the Company and provides a broader view, independent and balanced assessment of proposal from the Management.
9. **Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965**

The Ordinary Resolution 6, if passed, will empower the Directors from the date of the Sixtieth (60th) Annual General Meeting ("AGM") to allot and issue up to a maximum of 10% of the issued share capital of the Company for the time being (other than bonus or rights issue) for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 18 October 2013 and will lapse at the conclusion of the Sixtieth (60th) AGM of the Company.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.
10. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions**

The Ordinary Resolution 7, if passed, will enable the Company and/or its subsidiaries to enter into recurrent transactions involving the interest of Related Parties, which are of a revenue or trading nature and necessary for Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.