

## KAMDAR GROUP (M) BERHAD

Company No. 577740-A

(Incorporated in Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirteenth Annual General Meeting of the members of the Company will be held at Royal Selangor Club, RSC Ballroom, 1<sup>st</sup> Floor, Jalan Raja, 50704 Kuala Lumpur on Tuesday, 16 June 2015 at 10.00 a.m. for the following purposes:-

#### AGENDA

##### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31<sup>st</sup> December 2014 together with the Directors' and Auditors' Reports thereon. **Please refer to Note A**
2. To approve the payment of Directors' fees for the year ended 31 December 2014. **Resolution 1**
3. To re-elect the following directors retiring pursuant to the Company's Articles of Association and being eligible, offered themselves for re-election :-
  - i. Kamal Kumar Kishorchandra Kamdar (Article 102) **Resolution 2**
  - ii. Ong Liang Beng (Article 102) **Resolution 3**
  - iii. Chia Lee Hoon (Article 109) **Resolution 4**
4. To re-elect the following director retiring pursuant to Section 129 (6) of the Companies Act, 1965:

Datuk Emam Mohd Haniff bin Emam Mohd Hussain **Resolution 5**
5. To re-appoint Messrs SJ Grant Thornton as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

##### AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Resolution:

#### ORDINARY RESOLUTION

##### 1. AUTHORITY TO ISSUE SHARES BY THE COMPANY PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue new shares in the Company from time to time upon such terms and conditions and for such purposes as 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 thereat **AND THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company **AND THAT** the Directors be and are hereby also authorised to obtain the approval from Bursa Securities for the listing and quotation of the additional shares so issued."

**Resolution 7**

##### 2. RETENTION OF DATUK EMAM MOHD HANIFF BIN EMAM MOHD HUSSAIN AS INDEPENDENT DIRECTOR

"THAT subject to the passing of Ordinary Resolution 5, Datuk Emam Mohd Haniff bin Emam Mohd Hussain who has served the Company for more than 9 years be retained as Independent Non-Executive Director and to hold office until the conclusion of the next Annual General Meeting."

**Resolution 8**

3. To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

By order of the Board

LIM SECK WAH (MAICSA 0799845)  
M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA 0781031)  
Company Secretaries

Dated this: 25 May 2015  
Kuala Lumpur

#### Notes

- A. This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association do not require a formal approval of the shareholders and hence, is not put forward for voting.
1. For the purpose of determining a member who shall be entitled to attend and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 10 June 2015. Only a depositor whose name appears on the Record of Depositors as at 10 June 2015 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her stead.
  2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A member may appoint up to two proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy and the provisions of Section 149(1)(a) & (b) of the Companies Act, 1965 shall not apply.
  3. Where a member is an authorised nominee as defined under the Security Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each Securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
  4. A member who is an exempt authorized nominee is entitled to appoint multiple proxies for each omnibus account it holds.
  5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under the Corporation's Common Seal or under the hand of an officer or attorney so authorized.
  6. The Form of Proxy must be deposited at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
  7. **Explanatory Notes To Special Businesses**

#### **7.1 Resolution Pursuant to Section 132D of the Companies Act, 1965**

The proposed Ordinary Resolution no. 7 is a renewal of the mandate given to the Company by the shareholders at the previous Annual General Meeting held on 26 June 2014, if duly passed, will give the Directors of the Company the flexibility to issue and allot new shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of next Annual General Meeting of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purposes. The renewed authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/ or acquisitions.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 26 June 2014.

## **7.2 Resolution Pursuant to Retention As Independent Director**

The proposed Ordinary Resolution 8 if passed, will allow the Director, Datuk Emam Mohd Haniff bin Emam Mohd Hussain who has served for more than 9 consecutive years, to continue to act as Independent Non-Executive Director of the Company as :-

- i) He fulfils the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, and thus, he is able to function as check and balance, provide a broader view and brings an element of objectivity to the Board;
- ii) He understands the business nature and office culture;
- iii) He provides the Board valuable advice and insight;
- iv) Actively participates in Board deliberations and decision making in an objective manner; and
- v) Upholds independent decision and challenges the management objectively.