



Eden Inc. Berhad (36216-V)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the THIRTY-EIGHTH ANNUAL GENERAL MEETING ("38th AGM") of the Company will be held at Banquet Hall, Pesatuan Alumni Universiti Malaya (PAUM), Lot 10476, Jalan Susur Damansara (Jalan Damansara Lama), 50480 Kuala Lumpur, Wilayah Persekutuan on Thursday, 2 June 2016 at 10:00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and the Auditors thereon. (Please refer to Note 1)
2. To approve the Directors' fees of RM250,000.00 for the financial year ended 31 December 2015. (Resolution 1)
3. To re-elect the following Directors who are to retire pursuant to Article 95 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
 - (a) Dato' Mohamed Salleh Bin Bajuri; (Resolution 2)
 - (b) Datuk Fakhri Yassin Bin Mahiaddin; and (Resolution 3)
 - (c) Datuk Seri Ahmad Bin Hj. Kabit. (Resolution 4)
4. To re-appoint Messrs Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 5)

As Special Business

To consider and if thought fit, with or without any modification, to pass the following ordinary resolutions:-

5. **ORDINARY RESOLUTION NO. 1**
- **AUTHORITY TO ISSUE SHARES OF UP TO TEN PERCENTUM (10%) OF THE ISSUED AND PAID-UP CAPITAL OF THE COMPANY PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** (Resolution 6)
"THAT subject to Section 132D of the Companies Act, 1965 and the approval of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at any time to such persons 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 ten percentum (10%) of the issued and paid-up share capital of the Company for the time being AND THAT the Directors are also empowered to obtain approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad, AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
6. **ORDINARY RESOLUTION NO. 2**
- **APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT DIRECTOR** (Resolution 7)
"THAT Dato' Mohamed Salleh Bin Bajuri who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years since 11 April 2002 be and is hereby retained as an Independent Director of the Company."
7. To transact any other business for which due notice has been given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689)

Petaling Jaya

YEOW SZE MIN (MAICSA 7065735)

Dated : 29 April 2016

Joint Company Secretaries

Explanatory Notes to Special Business:

1. Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution is intended to renew the authority granted by the shareholders to the Directors of the Company at the Thirty-Seventh Annual General Meeting held on 10 June 2015 to issue and allot shares of not more than 10% of the total issued share capital of the Company at any such time to such person in their absolute discretion. This is to avoid any delay and cost involved in convening an Extraordinary General Meeting to approve such an issue of shares. This authority, unless revoked or varied by the Company in an Extraordinary General Meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The authority granted by the shareholders will provide flexibility to the Company to raise funds for the purpose of funding current and/or future investment project(s), working capital and/or acquisition(s).

The Board of Directors did not issue any shares pursuant to the authority granted by the shareholders at the Thirty-Seventh Annual General Meeting held on 10 June 2015. Therefore, no proceeds have been raised in relation thereto.

2. Approval to Continue in Office as an Independent Director – Dato' Mohamed Salleh Bin Bajuri

The Board of Directors has vide the Nomination and Remuneration Committee conducted an annual performance evaluation and assessment of Dato' Mohamed Salleh Bin Bajuri ("Dato' Salleh"), who has served as an Independent Director for a cumulative term of more than nine (9) years, and recommended him to continue in office as an Independent Director based on the following justifications:-

- (a) Dato' Salleh has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("MMLR") and is therefore able to bring independent and objective judgement to the Board;
- (b) Dato' Salleh has been with the Company for fourteen (14) years as at the date of the notice of the AGM and therefore understands the Company's business operations, which enables him to participate actively and contribute during deliberations/discussions at the Audit and Risk Committee, Nomination and Remuneration Committee and Board of Directors' Meetings;
- (c) Dato' Salleh has contributed sufficient time and efforts in his capacity as the Senior Independent Non-Executive Director, the Chairman of the Audit and Risk Committee, Nomination and Remuneration Committee respectively. He was appointed as the Chairman of Nomination and Remuneration Committee with effect from 19 June 2013. He has attended all the meetings of the Audit and Risk Committee, Nomination and Remuneration Committee as well as the Board of Directors for informed and balanced decision making;
- (d) Dato' Salleh has exercised due care during his tenure as the Independent Director and carried out his professional duty in the interest of the Company and shareholders;
- (e) Dato' Salleh has not entered into any contract or transaction with the Company and/or its subsidiaries within the scope and meaning as set forth under Paragraph 5 of Practice Note 13 of the Bursa Securities MMLR;
- (f) Dato' Salleh has not developed, established or maintained any significant personal or social relationship, whether direct or indirect, with the Executive Directors, major shareholders or management of the Company (including their family members) other than normal engagements and interactions on a professional level consistent with his duties and expected of himself to carry out his duties as an Independent Director; and
- (g) Dato' Salleh does not derive any remuneration and benefits apart from Directors' fees and meeting allowances.

Notes

1. This Agenda item is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
2. In respect of deposited securities, only members whose names appear in the Record of Depositors on 26 May 2016 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the Meeting.
3. A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead [subject always to a maximum of two (2) proxies at each Meeting]. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. A proxy may but need not be a member of the Company and the provisions of Section 149 (1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
5. 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 seal or under the hand of an officer or attorney duly authorised.
6. 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.
7. The instrument appointing a proxy must be deposited at the office of Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.