

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-First (61st) Annual General Meeting of JAVA BERHAD will be held at Advena Room, 3rd Floor, Grandis Hotels and Resorts, Suria Sabah Shopping Mall, 1A, Jalan Tun Fuad Stephens, 88000 Kota Kinabalu, Sabah on Friday, 3 June 2016 at 11:00 a.m. for the following purposes:

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial period ended 31 December 2015 together with the Reports of the Directors and the Auditors thereon. **(Ordinary Resolution 1)**
- To re-elect Dato' Dr. Abu Talib Bin Bachik, a Director who retires by rotation in accordance with Article 81 of the Company's Articles of Association. **(Ordinary Resolution 2)**
- To re-elect Encik Hedzir Bin Aminudin, who retires in accordance with Article 88 of the Articles of Association of the Company. **(Ordinary Resolution 3)**
- To approve the payment of Directors' fees amounting to RM100,000 for the financial period ended 31 December 2015. **(Ordinary Resolution 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.

SPECIAL BUSINESS

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

- Re-Appointment of Director pursuant to Section 129 of the Companies Act, 1965** **(Ordinary Resolution 5)**
"THAT YBM Tunku Mahmood Bin Tunku Mohammed D.K. PSI who is of the age of seventy years and retiring in accordance with Section 129(2) of the Companies Act, 1965 be and is hereby reappointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company."
- Proposed Retention of Independent Non-Executive Director** **(Ordinary Resolution 6)**
"THAT approval be and is hereby given to YBM Tunku Mahmood Bin Tunku Mohammed D.K. PSI 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."
- Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965** **(Ordinary Resolution 7)**
"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."
- Proposed Amendments to the Articles of Association of the Company** **(Special Resolution)**
"THAT the amendments to the existing Articles of Association of the Company as proposed and set forth in Appendix I of the Annual Report be and are hereby approved."
- 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
29 April 2016

Notes:-

- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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 27 May 2016 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 27 May 2016 shall be entitled to attend the meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- Agenda 1 is meant for discussion only, as the provision of Section 169(1) of the Company Act, 1965 does not require a formal approval of the shareholders of the Company and hence, Agenda 1 is not put forward for voting.
- Agenda 4 - Re-appointment of Auditors**
The Company had on 20 April 2016 received a notice from the retiring auditors, Messrs. Baker Tilly Monteiro Heng expressing their willingness to continue in office as Auditors of the Company.
- Re-Appointment of Director pursuant to Section 129 of the Companies Act, 1965**
The re-appointment of YBM Tunku Mahmood Bin Tunku Mohammed D.K. PSI, a person of the age of seventy years, as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company shall take effect if the Proposed Resolution is passed by a majority of not less than three-fourth (¾) of such members as being entitled so to do to vote in person or, where proxies are allowed, by proxy, at a general meeting of which not less than 21 days' notice specifying the intention to proposed the resolution has been duly given.
- Proposed Retention of Independent Director**
The proposed Ordinary Resolution 6, if passed will allow YBM Tunku Mahmood Bin Tunku Mohammed D.K. PSI to be retained and continues to act as Independent Directors to fulfill the requirement of Paragraph 3.04 of Bursa Securities Main Market Listing Requirement and in line with the Recommendation 3.3 of the MCGG.
The Nomination Committee has assessed the independence of YBM Tunku Mahmood Bin Tunku Mohammed D.K. PSI. 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. PSI continues to act as Independent Non-Executive Director for the purposes based on the following justifications:-
(i) He 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) Able to provide proper check and balance in the proceedings of the Board and the Committees.
(iii) YBM Tunku Mahmood's years of experience as a businessman enabled him to provide the Board with a diverse set of experience, expertise and independent judgment 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.
- Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965**
The Ordinary Resolution 7, if passed, will empower the Directors from the date of the Sixty-First (61st) 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 10 October 2014 and will lapse at the conclusion of the Sixty-First (61st) 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.
- Proposed Amendments to the Articles of Association of the Company**
The Proposed Special Resolution is to amend the Company's Articles of Association to be in line with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The details of the Proposed Amendments to the Articles of Association of the Company is set out under Appendix I of the Annual Report.