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Pineapple Resources Berhad (55420-P)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 37th Annual General Meeting ("AGM") of Pineapple Resources Berhad will be held at Wisma Pineapple, 2nd Floor, Lot 135 Jalan 1/89B 3½ Mile off Jalan Sungai Besi, 57100 Kuala Lumpur on Thursday, 25 May 2017 at 10:00 am for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 1)
- To approve the payment of Directors' Fees for the financial year ended 31 December 2016 of RM56,000 (2015: RM56,000). (Please refer to Note 2) Resolution 1
- To approve the payment of Directors' Fees and any benefits up to RM72,000 payable to Directors with effect from 1 January 2017 until the next Annual General Meeting of the Company. (Please refer to Note 2) Resolution 2
- To re-elect the following Directors who retire by rotation in accordance with Article 81 of the Articles of Association of the Company:
 - Siaw Hum Kiow Resolution 3
 - Fakri Bin Hj Abdullah Resolution 4
- To re-elect the following Directors who were appointed during the year and retire in accordance with Article 87 of the Company's Articles of Association:
 - Lim Kean Choong Resolution 5
 - Chow Foong Yew Resolution 6
- To re-appoint Messrs. Ong Boon Bah & Co. as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 7

AS SPECIAL BUSINESS

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

7.1 ORDINARY RESOLUTION

AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("THE ACT") Resolution 8

"THAT subject to Sections 75 and 76 of the Act, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised to allot shares in the Company, from time to time, at such price, upon such terms and conditions and for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad and THAT such authority shall continue in force until the conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting."

- To transact any other ordinary business of which due notice shall have been given in accordance with the Act and the Company's Articles of Association.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 37th AGM, the Company shall be requesting Bursa Malaysia Depository Bhd in accordance with Article 39 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, to issue a General Meeting Record of Depositors as at 19 May 2017. Only a depositor whose name appears on the Record of Depositors as at 19 May 2017 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

BY ORDER OF THE BOARD

Foo Siew Loon (MAICSA 7006874)
Secretary

Kuala Lumpur
28 April 2017

Notes:

- The Agenda item 1 is meant for discussion only as the provision of Section 340(1)(a) of the Act, does not require a formal approval of the shareholders and hence, is not put forward for voting.
- Section 230(1) of the Act provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company shall be approved at a general meeting. In this respect, the Board wishes to seek shareholders' approval for the following payments to Directors at the AGM in two (2) separate resolutions as below:
 - Resolution 1 on payment of Directors' Fees totalling RM56,000 in respect of the financial year ended 31 December 2016; and
 - Resolution 2 on payment of Directors' Fees and benefits payable to the Directors totalling RM72,000 with effect from 1 January 2017 to the next AGM.
- A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote in his/her stead. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation, under its common seal or the hand of its attorney or an officer duly authorised. 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.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one (1) proxy but not more than two (2) proxies 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 appoints more than one (1) proxy (subject to a maximum of two (2) proxies at each meeting), the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee as defined under the SICDA 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 the omnibus account.
- To be valid, this proxy form duly completed must be deposited at the Registered Office of the Company at Wisma Lim Kim Chuan, Lot 50A Jalan 1/89B, 3½ Mile off Jalan Sungai Besi, 57100 Kuala Lumpur not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- All resolutions set out in the notice of the 37th AGM are to be voted by poll.

Explanatory Notes To Special Business :

Resolution 8 **Authority to Issue Shares Pursuant to Sections 75 and 76 of the Act**

The proposed Resolution 8 under item 7.1 of the Agenda, is a renewal mandate of the previous general mandate obtained from the shareholders at the 36th AGM held on 26 May 2016, which is expiring at the conclusion of the 37th AGM. The proposed Resolution 8, if passed, will avoid any delay and cost involved in convening a general meeting and will empower the Directors to issue up to 10% of the issued share capital of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, the Directors have not utilised the mandate granted to the Directors at the last AGM held on 26 May 2016 and the said mandate will lapse at the conclusion of the 37th AGM.

The renewal of this mandate will provide flexibility to the Company to undertake any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding current and/or future investment project(s), working capital and/or acquisitions at any time to such persons in their absolute discretion without convening a general meeting.