



**RAYA INTERNATIONAL BERHAD**  
(Company No.: 412406-T)  
(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twentieth (20th) Annual General Meeting ("AGM") of the Company will be held at Hazel & Ivy Room, Level 2M, One World Hotel, First Avenue Bandar Utama City Centre, 47800 Petaling Jaya, Selangor on Monday, 19 June 2017 at 12.00 p.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:-

**ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of the Directors and the Auditors thereon.
- To re-elect Mr. Ho Fook Meng who retires in accordance with Article 92 of the Company's Articles of Association and who being eligible, offer himself for re-election
- To re-elect the following Directors who retire in accordance with Article 85 of the Company's Articles of Association and who being eligible, offer themselves for re-election:-
  - 3.1 YAM Dato Seri Tengku Baharuddin Ibrni Sultan Mahmud
  - 3.2 Tan Sri Mohd Bakri Bin Mohd Zinin
  - 3.3 Dato' Sri Ho Kam Choy
- To approve the payment of Directors' fees of RM101,050.00 for the financial year ended 31 December 2016.
- To approve the payment of Directors' fees up to an amount of RM457,000.00 for the period from 1 January 2017 until the conclusion of the next AGM of the Company
- To approve the payment of Directors' benefits up to an amount of RM75,000.00 for the period from 1 January 2017 until the conclusion of the next AGM of the Company.
- To appoint Messrs. Ecovis AHL PLT as Auditors of the Company for the financial year ending 31 December 2017 in place of Messrs. STYL Associates and to authorise the Board of Directors to determine their remuneration.

**Please refer to Explanatory Note 1**

**Resolution 1**

**Resolution 2  
Resolution 3  
Resolution 4**

**Resolution 5**

**Resolution 6**

**Resolution 7**

**Resolution 8**

**SPECIAL BUSINESS**

To consider and if thought fit, to pass the following Ordinary Resolutions with or without modifications:-

- Authority to Issue Shares Pursuant to Section 75 and 76 of the Companies Act, 2016**

**Resolution 9**

**THAT** subject always to the Act, the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other Governmental/Regulatory Authorities, where such approval is necessary, authority be and is hereby given to the Directors of the Company, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."

**SPECIAL RESOLUTION**

**Proposed Change of Name of the Company**

THAT approval be and is hereby given for the name of the Company to be changed from RAYA INTERNATIONAL BERHAD to STRAITS INTER LOGISTICS BERHAD with effect from the date of issuance of the Certificate of Incorporation of Change of Name of the Company by the Companies Commission of Malaysia AND THAT the Memorandum and Articles of Association of the Company be amended accordingly, wherever the name of the Company appears AND THAT the Directors and/or the Company Secretaries be and are hereby authorised to carry out all necessary formalities to effect the proposed change of name of the Company."

**Special Resolution 1**

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Articles of Association.

By Order of the Board  
**RAYA INTERNATIONAL BERHAD** (412406-T)

**WAN HASLINDA BINTI WAN YUSOFF (MAICSA 7055478)**  
**SANGAR NALLAPPAN (MACS 01413)**  
Company Secretaries

Port Klang  
28 April 2017

**Notes: -**

- A member of the Company who is entitled to attend and vote at this AGM is entitled to appoint a proxy/proxies, and in the case of a corporation, a duly authorised representative to attend and vote in its stead.
- A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.
- 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"), the exempt authorised nominee may appoint any number of proxy (no limit) in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of its attorney duly authorised in writing.
- The original signed instrument appointing a Proxy or the Power of Attorney or other Authority, if any, under which it is signed or a notarially certified copy of that Power or Authority must be deposited at the office of the Share Registrar of the Company i.e at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the meeting or at adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. Paragraph 8.31A (1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of 20th AGM to be put to vote by poll.
- For the purpose of determining a member who shall be entitled to attend and vote at the Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Section 34(1) of the SICDA to issue a General Meeting Record of Depositors. Only a depositor whose name appears on the Record of Depositors as at 13 June 2017 shall be entitled to attend the said meeting or appoint proxies to attend and vote in his stead.

**EXPLANATORY NOTES TO THE AGENDA:-**

**1. Item 1 of the Agenda**

This item is meant for discussion only. The provisions of Section 340 (1) of the Companies Act, 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a resolution to be put to vote by Shareholders.

**2. Item 4, 5 and 6 of the Agenda – Ordinary Resolutions 5, 6 & 7**

Section 230 (1) of the Companies Act 2016, provides amongst others, that "the fees" of the Directors and "any benefits" payable to the Directors shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 20th AGM on the Directors' Fees and Benefits in respect of FY 2016 and FY 2017 until the conclusion of the next AGM in two (2) separate resolutions.

The payment of the Directors' Fees from 1 January 2017 until the conclusion of the next AGM of the Company will only be made if the proposed resolution 6 has been approved at the 20th AGM of the Company.

**Directors' Benefit**

In determining the estimated total amount of directors' benefits, the Board had considered various factors which include amongst others, the number of scheduled and Special Board meetings, scheduled and Special Board Committee meetings as well as the number of Non-Executive Directors (NEDs) involved in these meetings.

The estimated sum of RM75,000 is for Directors Benefits for FY 2017 and also from January 2018 up to the conclusion of the next AGM in 2018.

The payment of the directors' benefit will be made on monthly basis and/or as and when incurred if the Proposed Resolution 7 has been passed at the 20th AGM. The Board is of the view that it is fair and equitable for the Directors to be paid on a monthly basis and/or as and when incurred, given that they have duly discharged their duties and responsibilities and provided their services to the Company throughout the said period.

**3. Item 8 of the Agenda – Ordinary Resolution 9**

Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The Company had in its 19th Annual General Meeting held on 3 June 2016, obtained its Shareholders' approval for the renewal of the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 (the Act). The Company did not issue any new ordinary shares pursuant to this mandate.

The proposed Ordinary Resolution No: 9 is a renewal of the mandate to issue shares under Section 75 and 76 of the Companies Act 2016. If passed, it will allow the Directors of the Company, from the date of the above Annual General Meeting, authority to issue and allot shares from the unissued capital of the Company but not exceeding 10% of the issued share capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

A renewal for the said mandate is sought to avoid any delay and cost involved in convening such a general meeting. Should the mandate be exercised, the Directors will utilise the proceeds raised for funding current and / or future investment projects, working capital, acquisition, issuance of shares as settlement of purchase consideration and / or such other applications they may in their absolute discretion deem fit.

**4. Item 9 of the Agenda – Special Resolution 1**

The name STRAITS INTER LOGISTICS BERHAD has been formally reserved with the Companies Commission of Malaysia. The proposed Change of Name is in line with the diversification of the Group's principal activities to include Oil Bunkering and Trading Business.