



JAVA BERHAD
(Company No. 2511-M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-Second (62nd) 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 Stephen, 88000 Kota Kinabalu, Sabah on Friday, 30 June 2017 at 2:30 p.m. for the following purposes:

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and the Auditors thereon.
- To re-elect Mr. Sy Choon Yen, a Director who retires by rotation in accordance with Article 81 of the Company's Articles of Association. **(Ordinary Resolution 1)**
- To approve the payment of Directors' fees amounting to RM100,000 for the financial period ended 31 December 2016. **(Ordinary Resolution 2)**
- 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. **(Ordinary Resolution 3)**

SPECIAL BUSINESS

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

- RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR** **(Ordinary Resolution 4)**
To retain the following Director who has served for more than nine years as Independent Non-Executive Director of the Company:
5.1 YBM Tunku Mahmood bin Tunku Mohammed D.K. PSI
- AUTHORITY TO ISSUE SHARES BY THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** **(Ordinary Resolution 5)**

"THAT subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, 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 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 Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- To transact any other business of which due notice shall have been given.

By order of the Board

AHMAD KHAMIS MAGRIBI ABDUL RAHMAN
(MIA 23694)
Company Secretary

Kuala Lumpur
9 June 2017

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 23 June 2017 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 23 June 2017 shall be entitled to attend the meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

8. Ordinary Resolution 4 - Retention of Independent Director

The Board of Directors has vide the Nominating Committee conducted an assessment of independence of the following directors who have served as Independent Non-Executive Directors for a cumulative term of more than nine years and recommended them to continue to act as Independent Non-Executive Director based on the following justifications:

- YBM Tunku Mahmood Bin Tunku Mohammed D.K. PSI

Justifications:-

- 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.
- Able to provide proper check and balance in the proceedings of the Board and the Committees.
- 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.

9. Ordinary Resolution 5 - Authority to issue shares by the company pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed Resolution 6 is a renewal of mandate given by the shareholders at the previous AGM held on 3 June 2016, primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the 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 issue 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. The renewed authority will provide flexibility to the Company for the allotment of shares for the purpose of the possible fund raising activities for the purpose of funding future project/investment, working capital and/or acquisitions. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM of the Company.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last AGM held on 3 June 2016.