

AJINOMOTO

AJINOMOTO (MALAYSIA) BERHAD

(Company No. 4295-W)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Second ("52nd") Annual General Meeting ("AGM") of the Company will be held at Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Monday, 30 September 2013 at 11:00 a.m. for the following purposes:-

AGENDA

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| <p>1. To receive the Audited Financial Statements for the financial year ended 31 March 2013 together with the Reports of the Directors and the Auditors thereon.</p> | <p>(Please refer to Notes to Notice of 52nd AGM No. 7)</p> |
| <p>2. To declare a first and final dividend of 11 sen less 25% tax per ordinary share of RM1.00 each and 9 sen tax exempt per ordinary share of RM1.00 each for the financial year ended 31 March 2013.</p> | <p>(Resolution 1)</p> |
| <p>3. To approve the payment of Directors' fees for the financial year ended 31 March 2013.</p> | <p>(Resolution 2)</p> |
| <p>4. To pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965-
"That General Tan Sri (Dr) Dato' Paduka Mohamed Hashim Bin Mohd. Ali (Rtd) who is retiring at the conclusion of this Annual General Meeting ("AGM") pursuant to Section 129(2) of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next AGM."</p> | <p>(Resolution 3)</p> |
| <p>5. To re-elect the following Directors who are retiring in accordance with Article 120 of the Company's Articles of Association and being eligible, have offered themselves for re-election-
(a) Encik Azharudin Bin Ab Ghani; and
(b) Mr. Ryoichi Ebata.</p> | <p>(Resolution 4)
(Resolution 5)</p> |
| <p>6. To re-elect the following Directors who are retiring in accordance with Article 114 of the Company's Articles of Association and being eligible, have offered themselves for re-election-
(a) Mr. Daisuke Kon;
(b) Mr. Dominic Aw Kian-Wee; and
(c) Dato' Setia Ramli Bin Mahmud.</p> | <p>(Resolution 6)
(Resolution 7)
(Resolution 8)</p> |
| <p>7. To re-appoint Messrs. Hanafiah Raslan & Mohamad as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.</p> | <p>(Resolution 9)</p> |
| <p>As Special Business</p> <p>To consider and if thought fit, with or without any modification, to pass the following Ordinary and Special Resolutions:-</p> | |
| <p>8. ORDINARY RESOLUTION NO. 1:
- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965</p> <p>THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot 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 per centum (10%) of the issued and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so 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 conclusion of the next Annual General Meeting of the Company."</p> | <p>(Resolution 10)</p> |
| <p>9. ORDINARY RESOLUTION NO. 2:
- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE</p> <p>THAT subject to Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the Proposed Renewal of Shareholders' Mandate as set out in Part A of the Circular to Shareholders dated 6 September 2013 for the Company to enter into and to give effect to the category of the recurrent transactions of a revenue or trading nature from time to time with the Related Parties as specified in Sections 2.2 and 2.3 of Part A of the Circular to Shareholders dated 6 September 2013 provided that such transactions are-</p> <p>(i) recurrent transactions of a revenue or trading nature;</p> <p>(ii) necessary for the Company's day-to-day operations;</p> <p>(iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and</p> <p>(iv) not to the detriment of minority shareholders,
(the "Mandate");</p> <p>AND THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until-</p> <p>(i) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;</p> <p>(ii) the expiration of the period within which the next Annual General Meeting after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or</p> <p>(iii) revoked or varied by resolution passed by the shareholders in a general meeting; whichever is the earlier;</p> <p>AND FURTHER THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the Mandate."</p> | <p>(Resolution 11)</p> |
| <p>10. ORDINARY RESOLUTION NO. 3
- APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR</p> <p>THAT General Tan Sri (Dr) Dato' Paduka Mohamed Hashim Bin Mohd. Ali (Rtd) who has served the Board as the Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 5 September 1995 be and is hereby retained as the Independent Non-Executive Director of the Company."</p> | <p>(Resolution 12)</p> |
| <p>11. ORDINARY RESOLUTION NO. 4
- APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR</p> <p>THAT Dato' (Dr) Teo Chiang Liang who has served the Board as the Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 28 June 2001 be and is hereby retained as the Independent Non-Executive Director of the Company."</p> | <p>(Resolution 13)</p> |
| <p>12. ORDINARY RESOLUTION NO. 5
- APPROVAL FOR GRATUITY PAYMENT TO ENCIK ADINAN BIN HUSIN</p> <p>THAT approval be and is hereby given to the Company to grant a gratuity payment of RM153,200/- to Encik Adinan Bin Husin for his contribution as a Non-Independent Non-Executive Director, Chairman of the Nomination Committee and member of the Audit Committee and Remuneration Committee of the Company respectively."</p> | <p>(Resolution 14)</p> |
| <p>13. SPECIAL RESOLUTION:
- PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY</p> <p>THAT the Proposed Amendments to the Company's Articles of Association as set out in Appendix II of Part B of the Circular to Shareholders dated 6 September 2013 be and are hereby approved and adopted AND THAT the Directors and Secretary of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments to the Company's Articles of Association."</p> | <p>(Resolution 15)</p> |
| <p>14. To transact any other ordinary business of which due notice shall have been given.</p> | |
| <p>NOTICE OF BOOK CLOSURE</p> <p>NOTICE IS ALSO HEREBY GIVEN that a first and final dividend of 11 sen less 25% tax per ordinary share of RM1.00 each and 9 sen tax exempt per ordinary share of RM1.00 each for the financial year ended 31 March 2013 will be payable on 22 October 2013 to depositors whose names appear in the Record of Depositors at the close of business on 4 October 2013 if approved by the members at the 52nd AGM.</p> <p>A Depositor shall qualify for entitlement only in respect of-</p> <p>(a) Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 4 October 2013 in respect of ordinary transfers; and</p> <p>(b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.</p> <p>By Order of the Board
CHUA SIEW CHUAN (MAICSA 0777689)
Company Secretary</p> <p>Kuala Lumpur
Dated: 6 September 2013</p> <p>Explanatory Notes to Special Business:-</p> | |
| <p>1. Authority Pursuant to Section 132D of the Companies Act, 1965</p> <p>The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act, 1965 at the 52nd AGM of the Company (hereinafter referred to as the "General Mandate").</p> <p>The Company had been granted a general mandate by its shareholders at the 51st AGM of the Company held on 10 September 2012 (hereinafter referred to as the "Previous Mandate").</p> <p>The Previous Mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom.</p> <p>The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time-consuming and costly to organise a general meeting. This authority unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM.</p> <p>The Company is actively exploring opportunities to broaden its earnings potential. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placement of shares for purpose of funding future investment project(s), working capital and/or acquisitions.</p> | |
| <p>2. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (hereinafter referred to as "the Proposed Shareholders' Mandate")</p> <p>The Proposed Shareholders' Mandate will enable the Company and its affiliated companies to enter into any of the recurrent related party transactions of a revenue or trading nature which are necessary for the Company's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.</p> <p>Please refer to Part A of the Circular to Shareholders dated 6 September 2013 for more information.</p> | |
| <p>3. Approval to Continue in Office</p> <p>(i) General Tan Sri (Dr) Dato' Paduka Mohamed Hashim Bin Mohd. Ali (Rtd)</p> <p>The Board of Directors has vide the Nomination Committee conducted an annual performance evaluation and assessment of General Tan Sri (Dr) Dato' Paduka Mohamed Hashim Bin Mohd. Ali (Rtd) ("Tan Sri Hashim") who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years and recommended him to continue to act as an Independent Non-Executive Director based on the following justifications-</p> <p>(a) Tan Sri Hashim has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and is therefore able to bring independent and objective judgement to the Board;</p> <p>(b) Tan Sri Hashim has been with the Company for eighteen (18) years as at the date of the notice of the Annual General Meeting and therefore understands the Company's business operations which enable him to participate actively and contribute during deliberations/discussions at the Audit Committee, Nomination Committee, Remuneration Committee and Board Meetings;</p> <p>(c) Tan Sri Hashim has contributed sufficient time and efforts in his capacity as Independent Non-Executive Director, the Chairman of the Board, and as member of the Audit Committee, Nomination Committee and Remuneration Committee respectively. He has attended all the meetings of the Audit Committee, Nomination Committee, Remuneration Committee as well as Board of Directors for informed and balanced decision making; and</p> <p>(d) Tan Sri Hashim has exercised due care during his tenure as the Independent Non-Executive Chairman and carried out his professional duty in the interest of the Company and shareholders.</p> <p>(ii) Dato' (Dr) Teo Chiang Liang</p> <p>The Board of Directors has vide the Nomination Committee conducted an annual performance evaluation and assessment of Dato' (Dr) Teo Chiang Liang ("Dato' Teo") who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years and recommended him to continue to act as an Independent Non-Executive Director based on the following justifications:-</p> <p>(a) Dato' Teo has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and is therefore able to bring independent and objective judgement to the Board;</p> <p>(b) Dato' Teo has been with the Company for thirteen (13) years as at the date of the notice of the Annual General Meeting and therefore understands the Company's business operations which enable him to participate actively and contribute during deliberations/discussions at Audit Committee, Nomination Committee, Remuneration Committee and Board Meetings;</p> <p>(c) Dato' Teo has contributed sufficient time and efforts in his capacity as Independent Non-Executive Director, the Chairman of the Audit Committee, and as member of the Nomination Committee and Remuneration Committee respectively. He has attended all the meetings of the Audit Committee, Nomination Committee, Remuneration Committee as well as Board of Directors for informed and balanced decision making; and</p> <p>(d) Dato' Teo has exercised due care during his tenure as the Independent Non-Executive Director and carried out his professional duty in the interest of the Company and shareholders.</p> | |
| <p>4. Approval for Gratuity Payment to Encik Adinan Bin Husin</p> <p>The proposed gratuity payment is a token of appreciation to Encik Adinan Bin Husin for his contribution to the Company during his tenure as a Non-Independent Non-Executive Director, Chairman of the Nomination Committee and member of the Audit Committee and Remuneration Committee of the Company respectively.</p> <p>The proposed gratuity payment is tabled for the approval of the shareholders to comply with Sections 137(1) and 137(5) of the Companies Act, 1965, which requires that any bona fide payment by way of pension or lump sum payment in respect of past services, including any superannuation or retiring allowance, superannuation, gratuity or similar payment, where the value or amount of the pension or payment exceeds the total emoluments of the director in the three (3) years immediately preceding his retirement or death be disclosed to the members of the company and approved in a general meeting.</p> | |
| <p>5. Proposed Amendments to Articles of Association of the Company (hereinafter referred to as "the Proposed Amendments")</p> <p>The Proposed Amendments are to streamline the Company's Articles of Association to be aligned with the recent amendments to the Bursa Malaysia Securities Berhad Main Market Listing Requirements which took effect on 2 January 2013.</p> <p>Please refer to Part B of the Circular to Shareholders dated 6 September 2013 for more information.</p> | |
| <p>Notes to Notice of 52nd AGM-</p> <p>1. In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 23 September 2013 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.</p> <p>2. A member/shareholder entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member/shareholder at the Meeting. 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/shareholder to speak at the Meeting.</p> <p>3. A member/shareholder entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. A proxy may but need not be a member/shareholder of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 need not be complied with. Where a member/shareholder appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. Only one (1) of the proxies is entitled to vote on a show of hands.</p> <p>4. The instrument appointing proxy shall be in print or writing under the hand of the member/shareholder or his duly constituted attorney, or in the case of a corporate member/shareholder, under its common seal or under the hand of its officer or attorney duly authorised.</p> <p>5. Where a member/shareholder is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("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 each omnibus account it holds.</p> <p>6. The instrument appointing a proxy must be deposited at c/o Securities Services (Holdings) Sdn Bhd, Level 7, Menara Milenium, Jalan Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time fixed for holding the meeting or at any adjournment thereof.</p> <p>7. 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 of the members/shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.</p> | |