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GLOMAC BERHAD (COMPANY NO. 110532-M)
(Incorporated in Malaysia)

NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 29th Annual General Meeting of Glomac Berhad ("Glomac" or "the Company") will be held at Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 24 October 2013 at 10.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 April 2013 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note A)
- To approve a final dividend of 3.5 sen per share less 25% tax for the financial year ended 30 April 2013. Resolution 1
- To approve the Directors' fees for the financial year ended 30 April 2013. Resolution 2
- To re-elect the following Directors, who retire in accordance with Article 84 of the Company's Articles of Association and, being eligible, have offered themselves for re-election:
 - Dato' Ikhwan Salim Bin Dato' Hj Sujak Resolution 3
 - Mr Chong Kok Keong Resolution 4
- To re-appoint Messrs Deloitte KassimChan as the Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 5

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following ordinary resolutions:

- ORDINARY RESOLUTION 1 – RE-APPOINTMENT OF DIRECTOR**
"THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Dato' Mohamed Mansor bin Fateh Din who is over the age of seventy (70) years, be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting." Resolution 6
- ORDINARY RESOLUTION 2 – RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**
"THAT the following Directors, who has served the Board as Independent Non-Executive Directors of the Company for a term of more than nine (9) years be and are hereby retained as Independent Non-Executive Directors of the Company pursuant to the Malaysian Code on Corporate Governance 2012:
 - Dato' Ikhwan Salim Bin Dato' Hj Sujak (appointed on 9 February 2000) Resolution 7
 - Mr Chong Kok Keong (appointed on 21 September 2000) Resolution 8
- ORDINARY RESOLUTION 2 – AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**
"THAT, subject always to the Companies Act, 1965, ("Act"), the provisions of the Memorandum and Articles of Association of the Company and other relevant regulatory authorities, the Directors of the Company ("Board") be and are hereby empowered, pursuant to Section 132D of the Act, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Board may in their discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Board be and is also empowered to obtain the approval for the listing and quotation of the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company." Resolution 9
- ORDINARY RESOLUTION 3 – PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK**
"THAT, subject to the Act, provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities ("Main Market LR") and other relevant regulatory authorities, the Company be and is hereby authorised to exercise a buy-back of its ordinary shares as determined by the Board from time to time through Bursa Securities upon such terms and conditions as the Board in their discretion deem fit and expedient in the interest of the Company ("Proposed Share Buy-Back") provided that:
 - the maximum number of ordinary shares which may be purchased or held by the Company shall be equivalent to 10% of the issued and paid-up share capital of the Company at the point of purchase;
 - the maximum amount of funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits and/or share premium account of the Company at the time of the purchase(s);
 - the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
 - the conclusion of the next AGM of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at a general meeting, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM after that date is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Main Market LR and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; and
 - upon completion of the purchase(s) of its shares by the Company, the Board be and is hereby authorised to:
 - cancel the shares so purchased; or
 - retain the shares so purchased as treasury shares, either to be distributed as dividends to the shareholders and/or resold on the market of Bursa Securities;
 - retain part of the shares so purchased as treasury shares and cancel the remainder; or
 - deal in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Main Market LR and any other relevant authority for the time being in forceAND THAT the Board be and is hereby authorised to take do all such acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any condition, modification, variations and/or amendment as may be imposed by the relevant authorities and to do all such steps, acts and things as the Board may deem fit and expedient in the best interest of the Company." Resolution 10
- ORDINARY RESOLUTION 4 – PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS**
"THAT, the mandate granted by the shareholders of the Company on 16 October 2012, authorising the Company and its subsidiaries and associated companies to enter into the categories of recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate"), the details of which are set out in Section 3.0 of the Company's Circular to Shareholders dated 1 October 2013 which are necessary for its day-to-day operations, be and is hereby renewed provided that:
 - the transactions are in the ordinary course of business and are 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; and
 - disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate based on the type of transactions, names of the related parties and their relationship.AND THAT, such approval shall continue to be in force until:
 - the conclusion of the next AGM of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the meeting;
 - the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - revoked or varied by resolution passed by shareholders in general meeting, whichever is the earlier.AND FURTHER THAT the Board be and is hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the transactions described by this Ordinary Resolution." Resolution 11
- To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Articles of Association and the Act.

By Order of the Board

Ms Siew Suet Wei (MAICSA 7011254)
Mr Ong Shaw Ching (MIA 7819)
Company Secretaries

Kuala Lumpur
1 October 2013

Notes:

- This item in the Agenda is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965 and Company's Articles of Association, the audited financial statements do not require the formal approval of the shareholders. As such, this matter will not be put forward for voting.

Proxy

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- The instrument appointing a proxy must be deposited at the registered office of the Company at Level 15, Menara Glomac, Glomac Damansara, Jalan Damansara, 60000 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly appointed or if such appointer is a corporation, either under its Common Seal or under the hand of a duly authorised officer or attorney duly appointed under a Power of Attorney.

Explanatory Notes to Special Business

- The proposed Ordinary Resolution 1, if passed, will enable Tan Sri Dato' Mohamed Mansor bin Fateh Din who is over 70 years to continue in office until the next Annual General Meeting.
- The proposed Ordinary Resolution 2, if passed, will retain Dato' Ikhwan Salim Bin Dato' Hj Sujak and Mr Chong Kok Keong to continue to act as Independent Non-Executive Directors of the Company pursuant to the Malaysian Code on Corporate Governance 2012 based on the following justifications:
 - they fulfil the criteria under the definition on Independent Director as stated in the Listing Requirements and, therefore, are able to bring independent and objective judgment to the Board;

- their experience in the relevant industries enable them to provide the Board and the Audit Committee, as the case may be, with pertinent expertise, skills and competence; and
- they have been with the Company long enough to understand the Company's business operations which enable them to contribute actively during deliberations or discussions at the Audit Committee and Board Meetings, as the case may be.

- The company continues to consider opportunities to broaden the operating base and earning potential of the Company. The proposed Ordinary Resolution 3 if passed, will authorise the directors to issue shares up to 10% of the issued and paid-up capital of the Company for the time being and for such purposes as the directors consider would be in the best interest of the Company.

The purpose for the renewal of a general mandate is to avoid any delay and costs in convening a general meeting and to specifically approve such an issue of share for any possible fund raising activities for the purpose of funding future investment projects, additional working capital etc.

This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting of the Company.

As at the date of this notice, no new shares of the Company were issued pursuant to the mandate granted to the directors at the last Annual General Meeting held on 16 October 2012 and which will lapse at the conclusion of the forthcoming Annual General Meeting.

- The proposed Ordinary Resolution 4, if passed, will empower the Board to exercise a buy-back of its ordinary shares up to 10% of the issued and paid-up share capital of the Company by utilizing the funds allocated which shall not exceed the retained profits and/or share premium account of the Company. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company. The details of the proposal are set out in Section 2.0 of the Circular to Shareholders dated 1 October 2013 which is dispatched together with the Company's abridged version of the 2013 Annual Report.

- The proposed Ordinary Resolution 5, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions or a revenue or trading in nature with related parties which are necessary for the Group's day-to-day operations and are in the ordinary course of business and are 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. The details of the proposal are set out in Section 3.0 of the Circular to Shareholders dated 1 October 2013 which is dispatched together with the Company's abridged version of the 2013 Annual Report.

Members Entitled to Attend

For the purpose of determining a member who shall be entitled to attend this 29th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with the provisions under Article 42 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 ("ROD") as at 16 October 2013. Only a depositor whose name appears on the ROD as at 16 October 2013 shall be entitled to attend the said Meeting or appoint proxies to attend and vote on his/her behalf.

STATEMENT ACCOMPANYING NOTICE OF 29TH ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

There is no individual standing for election as Director, save for Directors who are standing for re-election.

Further details of Directors standing for re-election as Directors are set out in their respective profiles which appear in the Directors' Profiles on pages 10 to 15 of this Annual Report and the details of their interest in the securities of the Company are disclosed on page 152 of this Annual Report.