

**NOTICE OF THE 51<sup>st</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 51<sup>st</sup> Annual General Meeting of Faber Group Berhad ("FGB" or "the Company") will be held at the **Banquet Hall, Menara Korporat, Persada PLUS, Persimpangan Bertingkat Subang, KM15, Lebuhraya Baru Lembah Klang, 47301 Petaling Jaya, Selangor Darul Ehsan** on **Thursday, 26 June 2014 at 12.30 p.m.** for the purpose of transacting the following businesses:-

**AGENDA****AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2013 together with the Directors' and Auditors' reports therein. **Ordinary Resolution 1**
- To declare a single tier final dividend of 10 sen per ordinary share of RM0.25 each in respect of the financial year ended 31 December 2013. **Ordinary Resolution 2**
- To approve the Directors' fees and the payment thereof to the Directors in respect of the financial year ending 31 December 2014, to be payable on a quarterly basis, in arrears. **Ordinary Resolution 3**
- To re-elect the following Directors who are retiring in accordance with Article 66 of the Company's Articles of Association and being eligible, offer themselves for re-election:- **Ordinary Resolution 4**
  - Elakumari a/p Kantilal **Ordinary Resolution 3**
  - Azmir Merican bin Azmi Merican **Ordinary Resolution 4**
- To re-appoint Messrs Ernst & Young as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

**AS SPECIAL BUSINESS**

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

- Authority to Issue and Allot Shares pursuant to Section 132D of the Companies Act, 1965**  
"THAT subject always to the Companies Act, 1965 ("Act"), the Articles of Association of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Act to issue and allot shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute 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 total issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." **Ordinary Resolution 6**
- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions and Proposed New Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature**  
"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("FGB Group") to enter into recurrent related party transactions and new mandate for additional recurrent related party transactions of a revenue or trading nature as specified in Section 2.1.3 of the Circular to Shareholders dated 4 June 2014, which transactions are necessary for the day-to-day operations in the ordinary course of business of the FGB Group and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company AND THAT such approval shall continue to be in force until:-  
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such mandate is passed at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed; or  
(b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or  
(c) revoked or varied by resolution passed by the shareholders in a general meeting,  
whichever is the earlier,  
AND THAT the Directors of the Company be and are hereby 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 full effect to the transactions contemplated and/or authorised by this resolution." **Ordinary Resolution 7**
- To transact any other business for which due notice shall have been given.

**NOTICE OF ENTITLEMENT AND PAYMENT OF FINAL DIVIDEND**

**NOTICE IS HEREBY GIVEN THAT** subject to the approval of the shareholders at the 51<sup>st</sup> Annual General Meeting of the Company, a single tier final dividend of 10 sen per ordinary share of RM0.25 each in respect of the financial year ended 31 December 2013 will be paid on 22 July 2014 to the shareholders whose names appear on the Company's Register of Members and/or Record of Depositors at the close of business on 8 July 2014.

A Depositor shall qualify for entitlement to the final dividend only in respect of:-

- shares transferred into the Depositor's securities account before 4.00 p.m. on 8 July 2014 in respect of transfers.
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order Of The Board

**SHEIKH AZREE MOKHTAR** (LS0008368)  
Company Secretary

Kuala Lumpur  
4 June 2014

**NOTES:**

- A member of the Company entitled to attend and vote at the meeting, is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
- 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"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds in the Company. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 which is exempted from compliance with the provisions of subsection 24A(1) of the Securities Industry (Central Depositories) Act 1991.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- The instrument appointing a proxy, in the case of an individual, shall be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation shall be given under its common seal or signed on its behalf by an attorney or officer of the corporation so authorised.
- The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Symphony Share Registrars Sdn Bhd (378993-D) at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the Annual General Meeting or any adjournment thereof.

**DIRECTORS RETIRING AT THE 51<sup>st</sup> ANNUAL GENERAL MEETING**

The Directors retiring at the 51<sup>st</sup> Annual General Meeting are as follows:-

In accordance with Article 66 of the Company's Articles of Association:-

- Dato' Ikmal Hijaz bin Hashim
- Elakumari a/p Kantilal
- Azmir Merican bin Azmi Merican

Dato' Ikmal Hijaz bin Hashim has expressed his intention not to seek for re-election at the 51<sup>st</sup> Annual General Meeting

**GENERAL MEETING RECORD OF DEPOSITORS**

For the purpose of determining a member who shall be entitled to attend the 51<sup>st</sup> Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 45A(b) 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 June 2014. Only a depositor whose name appears on the Record of Depositors as at 19 June 2014 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

**EXPLANATORY NOTES ON SPECIAL BUSINESS:-****ORDINARY RESOLUTION 6 – AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

The existing general mandate for the authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965 ("Act") was approved by the shareholders of the Company at the 50<sup>th</sup> Annual General Meeting ("AGM") held on 25 June 2013. The Company did not issue any new shares pursuant to this general mandate as at the date of this notice.

The proposed Ordinary Resolution 6 is a renewal of the general mandate for the authority to issue and allot shares pursuant to Section 132D of the Act. The Ordinary Resolution 6, if passed, will empower the Directors to allot and issue up to 10% of the issued and paid up share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

As this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is approved by the shareholders at the forthcoming 51<sup>st</sup> AGM, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions as well as to avoid any delay and cost in convening the general meetings to specifically approve such an issuance of shares.

**ORDINARY RESOLUTION 7 – PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS AND PROPOSED NEW MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The details on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions and Proposed New Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature are set out in the Circular to Shareholders dated 4 June 2014, which is despatched together with the Company's 2013 Annual Report.