

AJINOMOTO

AJINOMOTO (MALAYSIA) BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Third ("53rd") 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, 29 September 2014 at 11:00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 March 2014 together with the Reports of the Directors and the Auditors thereon.	(Please refer to the Notes to the Notice of 53 rd AGM No. 7) (Resolution 1)	By Order of the Board CHUA SIEW CHUAN (MAICSA 0777689) Company Secretary
2. To declare a first and final dividend of 18.5 sen per ordinary share of RM1.00 each for the financial year ended 31 March 2014.	(Resolution 2)	Kuala Lumpur Dated : 5 September 2014
3. To approve the payment of Directors' fees for the financial year ended 31 March 2014.	(Resolution 2)	Explanatory Notes to Special Business :-
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."	(Resolution 3)	1. Authority pursuant to Section 132D of the Companies Act, 1965 The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act, 1965 at the 53 rd AGM of the Company (hereinafter referred to as the "General Mandate"). The Company had been granted a general mandate by its shareholders at the 52 nd AGM of the Company held on 30 September 2013 (hereinafter referred to as the "Previous Mandate"). The Previous Mandate granted by the shareholders had not been utilised and hence, no proceed was raised therefrom. 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. 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.
5. To re-elect Mr. Motohiro Komase who is retiring in accordance with Article 120 of the Company's Articles of Association and being eligible, has offered himself for re-election.	(Resolution 4)	2. Proposed Renewal of Existing Shareholder Mandate and Proposed New Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (hereinafter referred to as "the Proposals") The Proposals 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. Please refer to the Circular to Shareholders dated 5 September 2014 for more information.
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. Katsuhide Shirai; (b) Mr. Ryuji Ito; and (c) Mr. Koay Kah Ee.	(Resolution 5) (Resolution 6) (Resolution 7)	3. Approval to Continue in Office as Independent Director (i) General Tan Sri (Dr) Dato' Paduka Mohamed Hashim Bin Mohd. Ali (Rtd) 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 in office as an Independent Non-Executive Director based on the following justifications:- (a) Tan Sri Hashim has fulfilled the definition of an independent director as set out under Paragraph 1.01 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements (" MainLR ") • is not an executive director of the Company or any related corporation of the Company (each corporation is referred to as " said Corporation "); • has not been within the last 2 years and is not an officer (except as a non-executive director) of the said Corporation [" officer " includes a director, secretary, employee, receiver who is also a manager not appointed by the Court, and liquidator not appointed by the Court or creditors]; • is not a major shareholder of the said Corporation; • is not a family member of any executive director, officer or major shareholder of the said Corporation; • is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation; • has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by the Exchange; or • has not engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange; (b) Tan Sri Hashim has not been involved in any business or other relationship which could hinder the exercise of independent judgement, objectivity or his ability to act in the best interests of the Company; (c) Tan Sri Hashim has no potential conflict of interest, whether business or non-business relationship with the Company; (d) Tan Sri Hashim has not established or maintained any significant personal or social relationship, whether direct or indirect, with the Managing Director/Chief Executive Officer and Executive Directors, major shareholders or management of the Company (including their family members) other than normal engagements and interactions on a professional level consistent with his duties and expected of him to carry out his duties as an independent director; and (e) Tan Sri Hashim does not derive any remuneration and other benefits apart from Directors' fees that are approved by shareholders.
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.	(Resolution 8)	(ii) Dato' (Dr) Teo Chiang Liang 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 in office as an Independent Non-Executive Director based on the following justifications:- (a) Dato' Teo has fulfilled the definition of an independent director as set out under Paragraph 1.01 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements (" MainLR ") • is not an executive director of the Company or any related corporation of the Company (each corporation is referred to as " said Corporation "); • has not been within the last 2 years and is not an officer (except as a non-executive director) of the said Corporation [" officer " includes a director, secretary, employee, receiver who is also a manager not appointed by the Court, and liquidator not appointed by the Court or creditors]; • is not a major shareholder of the said Corporation; • is not a family member of any executive director, officer or major shareholder of the said Corporation; • is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation; • has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by the Exchange; or • has not engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange; (b) Dato' Teo has not been involved in any business or other relationship which could hinder the exercise of independent judgement, objectivity or his ability to act in the best interests of the Company; (c) Dato' Teo has no potential conflict of interest, whether business or non-business relationship with the Company (d) Dato' Teo has not established or maintained any significant personal or social relationship, whether direct or indirect, with the Managing Director/Chief Executive Officer and Executive Directors, major shareholders or management of the Company (including their family members) other than normal engagements and interactions on a professional level consistent with his duties and expected of him to carry out his duties as an independent director; and (e) Dato' Teo does not derive any remuneration and other benefits apart from Directors' fees that are approved by shareholders.
As Special Business To consider and if thought fit, with or without any modification, to pass the following Ordinary Resolutions :-		
8. ORDINARY RESOLUTION NO. 1: - AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965	(Resolution 9)	
"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."		
9. ORDINARY RESOLUTION NO. 2: - PROPOSED RENEWAL OF EXISTING SHAREHOLDER MANDATE AND PROPOSED NEW SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE	(Resolution 10)	
"THAT subject to Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the following:-		
(a) Proposed Renewal of Existing Shareholder Mandate 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 Party as specified in Section 2.3 of the Circular to Shareholders dated 5 September 2014; and		
(b) Proposed New Shareholder Mandate 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 Party as specified in Section 2.3 of the Circular to Shareholders dated 5 September 2014, provided that such transactions are:- (i) recurrent transactions of a revenue or trading nature; (ii) necessary for the Company's day-to-day operations; (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 (iv) not to the detriment of minority shareholders, (the " Mandate ");		
AND THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-		
(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;		
(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		
(iii) revoked or varied by resolution passed by the shareholders in a general meeting; whichever is the earlier;		
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."		
10. ORDINARY RESOLUTION NO. 3 - APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR	(Resolution 11)	
"THAT General Tan Sri (Dr) Dato' Paduka Mohamed Hashim Bin Mohd. Ali (Rtd) who has served the Board as an 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 an Independent Non-Executive Director of the Company."		
11. ORDINARY RESOLUTION NO. 4 - APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR	(Resolution 12)	
"THAT Dato' (Dr) Teo Chiang Liang who has served the Board as an 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 an Independent Non-Executive Director of the Company."		
12. To transact any other ordinary business of which due notice shall have been given.		
NOTICE OF BOOK CLOSURE NOTICE IS ALSO HEREBY GIVEN that a first and final dividend of 18.5 sen per ordinary share of RM1.00 each for the financial year ended 31 March 2014 will be payable on 21 October 2014 to depositors whose names appear in the Record of Depositors at the close of business on 7 October 2014 if approved by the members at the 53 rd AGM.		
A Depositor shall qualify for entitlement only in respect of:- (a) Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 7 October 2014 in respect of ordinary transfers; and (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.		
Notes to the Notice of the 53rd AGM:-		
1. In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 22 September 2014 (" General Meeting Record of Depositors ") shall be eligible to attend the Meeting.		
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.		
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.		
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.		