



BONIA CORPORATION BERHAD

(2329147)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE Twenty-Third Annual General Meeting of the Company will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasia 3, 57000 Bukit Jalil, Kuala Lumpur, Wilayah Persekutuan on Thursday, 20 November 2014 at 11.30 a.m. for the transaction of the following businesses:

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2014 together with the reports of the Directors and Auditors thereon.
Please refer to Explanatory Note 1
- To declare a Final Dividend of 5% under single tier system for the financial year ended 30 June 2014.
Ordinary Resolution 1
- To approve the payment of Directors' fees for the financial year ended 30 June 2014.
Ordinary Resolution 2
- To re-elect the following Directors who retire pursuant to Article 96 of the Articles of Association of the Company:
(i) Chong Sang Sem
(ii) Chiang Chin Look
Ordinary Resolution 3
Ordinary Resolution 4
- To re-elect Dato' Sri Chiang Fong Seng, a Director who retires pursuant to Article 98 of the Articles of Association of the Company.
Ordinary Resolution 5
- To re-appoint Messrs BDO as Auditors of the Company for the financial year ending 30 June 2015 and to authorise the Directors to fix their remuneration.
Ordinary Resolution 6

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions, with or without modifications thereto:

- Re-appointment of Director pursuant to Section 129(6) of the Companies Act, 1965

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' Shahbudin Bin Imam Mohamad be re-appointed as Director to hold office until the conclusion of the next Annual General Meeting of the Company."
Ordinary Resolution 7

- Continuing in office of Independent Non-Executive Directors

"THAT authority be and is hereby given to Datuk Ng Peng Hong @ Ng Peng Hai who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."
Ordinary Resolution 8

- Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965 ("Act"), and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions, for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued in any one financial year of the Company does not exceed ten per centum (10%) of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
Ordinary Resolution 9

- Proposed Renewal of Shareholders' Mandate to enable Bonia Corporation Berhad to purchase up to 10% of its issued and paid-up share capital ("Proposed Share Buy-Back")

"THAT subject to the Companies Act, 1965, rules, regulations and orders made pursuant to the Act, provisions of the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and any other relevant authorities, the Directors of the Company be and are hereby unconditionally and generally authorised, to the extent permitted by law, to purchase such number of ordinary shares of RM0.25 each in the Company as may be determined by the Directors from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that the maximum aggregate number of ordinary shares which may be purchased and/or held by the Company shall not exceed ten per centum (10%) of its issued and paid-up share capital; and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the retained profits and/or share premium account of the Company for the time being.

THAT upon completion of the purchase(s) by the Company of its own shares, the Directors are authorised to decide at their discretion to cancel all the shares so purchased and/or to retain the shares so purchased as treasury shares of which may be distributed as dividends to shareholders and/or to resell on the market of Bursa Malaysia Securities Berhad and/or to retain part thereof as treasury shares and cancel the remainder.

THAT the Directors be and are hereby authorised and empowered to do all acts and things and to take all such steps as necessary; and to enter into and execute all relevant documents with any party or parties to implement, finalise and give full effect to the aforesaid purchase(s) with full powers to assent to any conditions, modifications, variations and/or amendments, as may be required or imposed by any relevant authority or authorities.

AND THAT the authority conferred by this resolution shall continue to be in force until the conclusion of the next annual general meeting of the Company, following the general meeting at which this resolution was passed at which time it will lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or the revocation or variation by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date."
Ordinary Resolution 10

- Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature ("Proposed RRPMT")

"THAT authority be and is hereby given in line with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of the Recurrent Related Party Transactions ("RRPMT"), particulars of which are set out in Part C of the Circular to Shareholders dated 29 October 2014, with the Related Parties as described in the said Circular, provided that such transactions are of a revenue or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are generally available to the public and are not detrimental to the minority shareholders of the Company; THAT such authority shall commence immediately upon the passing of this Resolution until:

- the conclusion of the next annual general meeting of the Company at which time the authority shall lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next annual general meeting after the date is required to be held under Section 143(1) of the Companies

- Act, 1965 (but shall not extend to such extension as may be allowed under Section 143(2) of the Companies Act, 1965; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting whichever is the earlier.

- AND THAT the Directors of the Company and/or any one of them be and are hereby authorised to complete and do all acts and things as they consider necessary or expedient in the best interest of the Company, including executing all such documents as may be required or necessary and with full powers to assent to any modifications, variations and/or amendments as the Directors of the Company in their discretion deem fit and expect to give effect to the RRPMT contemplated and/or authorised by this Resolution."
Ordinary Resolution 11
- Proposed Amendments to the Articles of Association of Bonia Corporation Berhad ("Proposed AA Amendments")

"THAT the Proposed Amendments to the Articles of Association of Bonia Corporation Berhad as set out in Appendix I of the Company's Circular to Shareholders dated 29 October 2014 be and is hereby approved and adopted, AND THAT the Directors and Secretaries of the Company be and are hereby authorised to carry out all the necessary formalities in effecting the Proposed AA Amendments with full power to assent to any condition, modification, variation and/or amendment as may be required by any relevant authority."
Special Resolution

- To transact any other ordinary business of the Company for which due notice shall have been given.

NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders of the Company at the Twenty-Third Annual General Meeting, a Final Dividend of 5% under single tier system for the financial year ended 30 June 2014 will be paid on 22 December 2014 to the Depositors whose names appear in the Record of Depositors at the close of business on 1 December 2014.

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

- shares transferred into the Depositor's Securities Account before 4.00 p.m. on 1 December 2014 in respect of ordinary transfers; and
- shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

CHONG CHIN LOOK (MIA 8043)
CHOK KWEE WAH (MACS 00550)
TAN KEAN YAN (MAICSA 7056310)
Company Secretaries

29 October 2014
Petaling Jaya

Notes:

- Only a depositor whose name appears on the Record of Depositors as at 14 November 2014 shall be entitled to attend and vote at the meeting as well as for appointment of proxy(ies) to attend and vote on his stead.
- A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar of Companies, and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- A member shall not, subject to Paragraphs (5) and (6) below, be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- Where a member is an exempt authorised nominee (EAN) as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the EAN specifies the proportion of its shareholding to be representing by each proxy.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the Company's Registered Office at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

Explanatory Notes:

- Item 1 of the Agenda** - This item is meant for discussion only as pursuant to Section 169(1) of the Companies Act, 1965, it does not require shareholders' approval for the Audited Financial Statements. Henceforth, this item is not put forward for voting.
- Items 7 & 8 of the Agenda** - The resolutions, if approved, will authorise the continuity in office of the respective Directors. An annual assessment on the effectiveness of each of the respective Directors (including the independence of Independent Non-Executive Directors) has been undertaken for the financial year ended 30 June 2014 and the result is satisfactory.
- Item 9 of the Agenda** - The proposed Ordinary Resolution 9 is for the purpose of granting a general mandate for renewal ("General Mandate") and empowering the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965 to issue new shares in the Company from time to time provided that aggregate number of shares issued pursuant to the General Mandate does not exceed ten per centum (10%) of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. It would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier. The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions. As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last annual general meeting held on 21 November 2013 which will lapse at the conclusion of the forthcoming annual general meeting.
- Items 10, 11 & 12 of the Agenda** - The details of the proposals are set out in Part A, C and B of the Circular to Shareholders dated 29 October 2014, which is despatched together with the Company's Annual Report 2014.