

**NOTICE IS HEREBY GIVEN** that the 25<sup>th</sup> Annual General Meeting of the members of Apex Equity Holdings Berhad will be held at the Conference Room, 10<sup>th</sup> Floor, Menara Apex, Off Jalan Semenyih, Bukit Mewah, 43000 Kajang, Selangor Darul Ehsan on Thursday, 11 June 2015 at 11.00 a.m. for the following purpose:

## AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 and the Reports of Directors and Auditors thereon.  
**(Please refer to Explanatory Note 1)**

2. To declare a Single Tier Final Dividend of 5 sen per share for the financial year ended 31 December 2014.  
**Resolution 1**

3. To re-elect the following Directors who are retiring in accordance with Article 102 of the Company's Articles of Association:

(a) Mr. Chan Guan Seng

**Resolution 2**

(b) Y.Bhg. Datuk Azizan Bin Abd Rahman

**Resolution 3**

4. To re-appoint Messrs Crowe Horwath as the Auditors of the Company and to authorize the Directors to fix their remuneration.  
**Resolution 4**

## Special Business

5. To approve the payment of Directors' fees of RM50,000.00 each to the Non-Executive Directors in respect of financial year ended 31 December 2014.  
**Resolution 5**

6. **AUTHORITY TO ALLOT SHARES IN ACCORDANCE TO SECTION 132D OF THE COMPANIES ACT, 1965**

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"**THAT** subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, the Directors of the Company be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue and allot shares in the capital of the Company from time to time 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 issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting."  
**Resolution 6**

7. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"**THAT**, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiaries companies ("the Group") be and are hereby authorized to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related party as stated in paragraph 2.2 of the Circular to Shareholders dated 19 May 2015 ("the Related Party") provided that such transactions are:

- (a) necessary for the day-to-day operations;
- (b) undertaken in the ordinary course of business, on arm's length basis, on normal commercial terms which are not more favourable to the Related Party than those general available to the public; and
- (c) are not prejudicial to the minority shareholders of the Company.

("the Shareholders' Mandate")

**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 the Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- (b) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) is revoked or varied by resolution passed by shareholders in a general meeting,

whichever is earlier and disclosure shall be made in the annual report of the aggregate value of transactions conducted during the financial year pursuant to this shareholders' mandate.

**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 effect to the Shareholders' Mandate."  
**Resolution 7**

8. **PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK**

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"**THAT** subject to the Companies Act, 1965 ("the Act"), rules, regulations, orders and guidelines made pursuant to the Act, and the requirements of Bursa Malaysia Securities Berhad ("BMSB"), and other relevant authorities, the Directors of the Company be and are hereby unconditionally and generally authorized to:

- (i) buy-back shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their discretion deem fit ("the Proposed Share Buy-Back"), provided that the aggregate number of shares which may be purchased and/or held by the Company pursuant to this Resolution shall not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and the total funds allocated shall not exceed the total retained earnings and share premium of the Company i.e.: Circular to Shareholders dated 19 May 2015 which would otherwise be available for dividends AND THAT such authority shall commence immediately upon passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting or upon the expiration of the period within the next AGM is required by law to be held, whichever occurs first);
- (ii) retain the shares so purchased as treasury shares or cancel them or both, with an appropriate announcement to be made to BMSB in respect of the intention of the Directors whether to retain the shares so purchased as treasury shares or cancel them or both together with the rationale of the decision so made;
- (iii) deal with the shares purchased in the manner prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of BMSB and any other relevant authorities for the time being in force; and
- (iv) take all such steps as are necessary or expedient to implement or to effect the purchase of the shares."  
**Resolution 8**

9. **RETENTION OF INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"**THAT** subject to the passing of Resolution 3, approval be and is hereby given to Y. Bhg. Datuk Azizan bin Abd Rahman, 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."  
**Resolution 9**

10. To transact any other ordinary business of which due notice shall be given.

## NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the shareholders' approval for the payment of Single Tier Final Dividend of 5 sen per share in respect of the financial year ended 31 December 2014 ("Dividend") under Resolution 1 at the 25<sup>th</sup> Annual General Meeting of the Company, the Dividend will be paid to the Shareholders on 30 June 2015. The entitlement date for the Dividend shall be 18 June 2015.

Shareholders of the Company will only be entitled to the Dividend in respect of:

- a) securities transferred into their securities account before 4.00 p.m. on 18 June 2015 for transfers; and
- b) securities bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Tan Cheng Han (MIA 11280)

Low Kim Heow (MAICSA 7007682)

Wong Wei Fong (MAICSA 7006751)

Ang Hong Peng (MAICSA 7052695)

Company Secretaries

Kajang

19 May 2015

## Notes:

1. For purpose of determining who shall be entitled to attend this meeting in accordance with Article 68(b) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 28 May 2015 and only Depositors whose name appear on such Record of Depositors shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. A proxy need not be a member of the Company but must attend the meeting in person to vote. The instrument appointing the proxy shall be in writing. If the appointor is a corporation the proxy appointed must be in accordance with the Memorandum and Articles of Association of the corporation, and the instrument appointing a proxy shall be given under the corporation's common seal or under the hand of an officer or attorney of the corporation duly authorised in that behalf.
3. 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 in respect of each securities account it holds with ordinary shares of the Company standing to the credit of he said securities account.
4. 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.
5. All forms of proxy must be deposited at the Company's Registered Office at 6th Floor, Menara Apex, Off Jalan Semenyih, Bukit Mewah, 43000 Kajang, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
6. Any alteration in this form must be properly signed by the member.

## EXPLANATORY NOTES ON SPECIAL BUSINESS:

### Item 1 of the Agenda

The 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 shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

### Resolution 5:

The proposed Ordinary Resolution is in accordance with Article 110 of the Company's Articles of Association and if passed, will authorize the payment of Directors' Fees to the Non-Executive Directors of the Company for their services as Directors for the financial year ended 31 December 2014.

### Resolution 6:

The proposed Ordinary Resolution, if passed, will authorize the Directors of the Company to issue not more than 10% of the issued share capital of the Company subject to the approvals of all relevant governmental/regulatory bodies.

This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilized and accordingly no proceeds were raised.

The purpose of the renewal of the mandate is for further possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

### Resolution 7:

The proposed Ordinary Resolution, if passed, will allow the Group to enter into recurrent related parties transactions made on an arm's length basis and on normal commercial terms and which are not prejudicial to the interests of the minority shareholders. For more information, please refer to the Circular to Shareholders dated 19 May 2015.

### Resolution 8:

The proposed Ordinary Resolution, if passed, will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the issued and paid up share capital of the Company by utilizing the funds allocated which shall not exceed the total retained earnings and share premium of the Company. The authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. For further information, please refer to the Circular to Shareholders dated 19 May 2015.

### Resolution 9:

The Nominating Committee has assessed the independence of Y.Bhg. Datuk Azizan bin Abd Rahman, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue act as an Independent Non-Executive Director of the Company based on the following justifications:

- a) He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would able to function as a check and balance, bring an element of objectivity to the Board;
- b) His vast experience in the industry and background would enable him to provide the Board with a diverse set of experience, expertise and independent judgment to better manage and run the Group;
- c) He has been with the Company for more than nine (9) years and is familiar with the Company's business operations and the property development market; and
- d) He has exercised his due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.