



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fortieth Annual General Meeting of Ipmuda Berhad will be held at Symphony 10, 10th Floor, Symphony Suites, No: 41 Lapangan Symphony Business Park, Jalan Lapangan Symphony, 31350 Ipoh, Perak Darul Ridzuan, Malaysia, on Friday 12 June 2015 at 11.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the year ended 31 December 2014 and the Directors' and Auditors' Reports thereon. Resolution 1
- To approve the payment of Directors' Fees for the year ended 31 December 2014. Resolution 2
- To re-appoint the following Director retiring under Section 129(6) of the Companies Act, 1965: Resolution 3
 - Dato' Ahmad Bakri bin Shabdin
- To re-elect the following Directors retiring under Article 101 of the Company's Articles of Association: Resolution 4
 - Tan Sri Abu Sahid bin Mohamed
 - Dato' Sri Siew Mun ChuangResolution 5
- To re-elect the following Directors retiring under Article 107 of the Company's Articles of Association: Resolution 6
 - Puan Rohaizan binti Ahmad Sallehudin
 - Dato' Yap Wee LeongResolution 7
- To appoint Auditors and to authorise the Directors to fix their remuneration. Resolution 8

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

7. RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

- "THAT subject to the passing of Ordinary Resolution 3, authority be and is hereby given to Dato' Ahmad Bakri bin Shabdin 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
 - "THAT subject to the passing of Ordinary Resolution 5, authority be and is hereby given to Dato' Sri Siew Mun Chuang 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 10
 - "THAT authority be and is hereby given to Dato' Maarof bin H.A. 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 11
8. **Authority to the Directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965**
- "THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue and allot shares in the Company at any time 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 issued pursuant to this resolution does not exceed 10% of the 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 in force until the conclusion of the next Annual General Meeting of the Company."
9. To transact any other business for which due notice shall have been given. Resolution 12

BY ORDER OF THE BOARD

CHAN LAI CHOON
Secretary

Ipoh
21 May 2015

NOTES:

- The Ordinary Resolution 3, if approved, will authorise the continuity in office of Dato' Ahmad Bakri bin Shabdin (who is over 70 years) until the next Annual General Meeting pursuant to Section 129(6) of the Companies Act, 1965.
- A member of the Company entitled to attend and vote at the abovementioned meeting is entitled to appoint a proxy or 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 and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- Where a Member of the Company 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 with ordinary shares of the Company standing to the credit of the said securities account.
- 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.
- Where an authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- 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 either given under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
- The instrument appointing the proxy must be deposited at the Registered Office of the Company at Bangunan Ipmuda, 12 Jalan Datoh, 30000 Ipoh, Perak Darul Ridzuan, Malaysia, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
- For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming 40th Annual General Meeting of the Company, the Company shall be requesting the Record of Depositors as at 05 June 2015. Only a depositor whose name appears in the Record of Depositors as at 05 June 2015 shall be entitled to attend and vote at this meeting as well as for appointment of proxy/proxies to attend and vote in his stead.
- Explanatory Notes On Special Business:

- Ordinary Resolutions 9, 10 and 11 – Retention of Dato' Ahmad Bakri bin Shabdin, Dato' Sri Siew Mun Chuang and Dato' Maarof bin H.A. Rahman as Independent Non-Executive Directors

Pursuant to the Malaysian Code on Corporate Governance 2012, the tenure of an independent Director should not exceed a cumulative term of nine years unless an approval is sought from the Company's shareholders at the Annual General Meeting to retain the said director as an independent director.

The Nomination Committee has assessed the independence of Dato' Ahmad Bakri bin Shabin, Dato' Sri Siew Mun Chuang and Dato' Maarof bin H.A. Rahman, who each has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and the Board has recommended to retain them as Independent Non-Executive Directors of the Company based on the following justifications:-

- each of them fulfills the criteria of an Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and is able to bring independent and objective judgement to the Board;
- each of them is familiar with the Company's business operations as he has been with the Company for more than 9 years;
- each of them has devoted sufficient time and attention to his responsibilities as an Independent Non-Executive Director of the Company for an informed and balanced decision making; and
- each of them has exercised due care and diligence during his tenure as an Independent Director of the Company and carried out his duty in the interest of the Company and shareholders.

The proposed Ordinary Resolutions 9, 10 and 11, if passed, will enable Dato' Ahmad Bakri bin Shabdin, Dato' Sri Siew Mun Chuang and Dato' Maarof bin H.A. Rahman to retain as Independent Non-Executive Directors of the Company.

- Ordinary Resolution 12 - Authority to the Directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution 12 is proposed pursuant to Section 132D of the Companies Act, 1965, and if passed, will empower the Directors of the Company from the date of the above Annual General Meeting, authority to issue and allot shares from the unissued share capital of the Company for such purposes as the Directors deem fit and in the interest of the Company. This authority will, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The general mandate is a renewal of the mandate that was approved by the shareholders at the last Annual General Meeting held on 24 June 2014. The Company did not utilise the mandate that was approved last year. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for 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 and/or acquisitions.