



BOILERMECH
BOILERMECH HOLDINGS BERHAD (897694-T)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of the Company will be held at Throne, Empire Hotel Subang, Empire Subang, Jalan SS16/1, 47500 Subang Jaya, Selangor Darul Ehsan on Thursday, 20 August 2015 at 10.00 a.m.

AGENDA

As Ordinary Business

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| 1. To receive the Statutory Financial Statements for the financial year ended 31 March 2015 together with the Reports of the Directors and Auditors thereon. | Refer to Explanatory Note 1 |
| 2. To approve the following payment of Directors' fees: | |
| (a) To approve and ratify the payment of additional Directors' fees amounting to RM56,948 for the financial year ended 31 March 2015. | Resolution 1 |
| (b) To approve the payment of Directors' fees of up to RM474,000 for the financial year ending 31 March 2016. | Resolution 2 |
| 3. To re-elect the following directors who retire pursuant to the Company's Articles of Association and being eligible offer themselves for re-election: | |
| (a) Leong Yew Cheong (Article 78) | Resolution 3 |
| (b) Low Teng Lum (Article 78) | Resolution 4 |
| (c) Ho Cheok Yuen (Article 84) | Resolution 5 |
| (d) Adrian Chair Yong Huang (Article 84) | Resolution 6 |
| (e) Gan Chih Soon (Article 84) | Resolution 7 |
| 4. To approve the payment of a final single tier dividend of 1.75 sen per ordinary share of RM0.10 each amounting to RM9,030,000 for the financial year ended 31 March 2015. | Resolution 8 |
| 5. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 9 |

As Special Business

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

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| 6. Approval for Issuance of New Ordinary Shares pursuant to Section 132D of the Companies Act, 1965 | Resolution 10 |
| "THAT, subject to the Companies Act, 1965, the Articles of Association of the Company and the approvals from Bursa Malaysia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to issue new ordinary shares of RM0.10 each in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever 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 issued and paid-up share capital for the time being of the Company AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." | |
| 7. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature | Resolution 11 |
| "THAT subject to the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and its subsidiary(ies) to enter into recurrent related party transactions of a revenue or trading nature with the related parties ("Recurrent Related Party Transactions") as set out in Section 2.2 of the Circular to the Shareholders dated 29 July 2015 ("the Circular"), subject further to the following: | |
| (i) the Recurrent Related Party Transactions are entered into in the ordinary course of business on terms not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on arms' length basis and are not to the detriment of the minority shareholders of the Company; | |
| (ii) the disclosure is made in the annual report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the shareholders' mandate during the financial year, amongst others, based on the following information: | |
| (a) the type of Recurrent Related Party Transactions made; and | |
| (b) the names of the related parties involved in each type of Recurrent Related Party Transaction made and their relationship with the Company; | |
| (iii) the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in full force until: | |
| (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM, at which this shareholders' mandate will lapse, unless by a resolution passed at the said AGM, such authority is renewed; | |
| (b) the expiration of the period within which the next AGM 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 general meeting; whichever is the earlier; | |
| AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the Recurrent Related Party Transactions contemplated and/or authorised by this Ordinary Resolution; | |
| AND THAT, the estimates given of the Recurrent Related Party Transactions specified in Section 2.2 of the Circular being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Section 2.4 of the Circular." | |
| 8. To transact any other business for which due notice shall have been given. | |

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of Members at the Fifth Annual General Meeting of the Company to be held on 20 August 2015, a final single tier dividend of 1.75 sen per ordinary share of RM0.10 each for the financial year ended 31 March 2015, will be paid on 18 September 2015 to Depositors whose names appear in the Record of Depositors of the Company on 26 August 2015.

A Depositor shall qualify for entitlement only in respect of:

- Securities transferred into the Depositor's securities account before 4:00 p.m. on 26 August 2015 in respect of ordinary transfers; and
- 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 BEE HWEE (MAICSA 7021024)
WONG WAI FOONG (MAICSA 7001358)
ANGELINE NG SEK OI (MAICSA 7054606)
Company Secretaries

Date: 29 July 2015

NOTES:-

- For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming Fifth Annual General Meeting of the Company, the Company shall be requesting the Record of Depositors as at 12 August 2015. Only a depositor whose name appears on the Record of Depositors as at 12 August 2015 shall be entitled to attend and vote at the meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
- The instrument appointing a proxy shall be in writing (in the common or usual form) 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 proxy may but need not be a Member of the Company and a Member may appoint any person to be his proxy without limitation 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.
- A Member may appoint not more than two (2) proxies to attend the same meeting. 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 or the authorised nominee 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 exempt authorised nominee which holds ordinary shares in the Company for the 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 exempt authorised nominee appoints two (2) or more proxies to attend and vote at the same meeting, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited by hand at or by facsimile transmission to the Company's Share Registrar, Bina Management (M) Sdn Bhd 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 adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
- If the Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If the Proxy Form is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with the Proxy Form.

Explanatory Notes on Ordinary Business/Special Business :

- Item 1 of the Agenda**
To receive the Statutory Financial Statements for the Financial Year Ended 31 March 2015
This 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 Statutory Financial Statements. Hence, this Agenda item is not put forward for voting.
- Item 2 of the Agenda**
To approve the payment of Directors' fees
The Ordinary Resolution 1 in respect of Item 2 (a) of the Agenda is proposed to seek the shareholders' approval and ratification for the payment of additional Directors' fees amounting to RM56,948 for the financial year ended 31 March 2015.
At the Fourth Annual General Meeting ("AGM") of the Company held on 25 September 2014, the shareholders had approved the Directors' fees amounting to RM354,000 for the financial year ended 31 March 2015. Subsequent to obtaining the aforesaid approval and before the end of the said financial year, there had been one (1) resignation and three (3) new appointments to the Board of Directors ("Board"), of which two (2) of the said appointments were for independent directors to fulfill the Securities Commission Malaysia's condition for the transfer of the Company's listing status from the ACE Market to the Main Market of Bursa Malaysia Securities Berhad. Hence, as a result of the said changes in the Board, the total Directors' fees paid during the financial year ended 31 March 2015 amounted to RM410,948.
The Ordinary Resolution 2 in respect of Item 2 (b) of the Agenda is proposed to seek the shareholders' approval for the payment of Directors' fees for the financial year ending 31 March 2016 based on an estimated amount of RM474,000.
- Item 6 of the Agenda**
Approval for Issuance of New Ordinary Shares pursuant to Section 132D of the Companies Act, 1965
The Ordinary Resolution 10 is proposed to seek for a renewal of the general authority for the Directors to issue shares pursuant to Section 132D of the Companies Act, 1965. If passed, it will empower the Directors of the Company from the date of the Fifth AGM until the next AGM to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.
The Company has not issued any new shares pursuant to Section 132D of the Companies Act, 1965 under the general mandate which was approved at the Fourth AGM of the Company held on 25 September 2014 and which will lapse at the conclusion of the Fifth AGM.
The above renewal of the general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to further placing of shares for purpose of funding investment(s), working capital and/or acquisitions, at any time to such persons in their absolute discretion without convening a general meeting as it would be both costs and time-consuming to organize a general meeting.
- Item 7 of the Agenda**
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
The Ordinary Resolution 11 is proposed and if passed, will enable the Company and/or its subsidiary company(ies) to enter into recurrent transactions involving the interest of Related Parties, which are necessary for the Group's day-to-day operations and undertaken at arm's length, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.