



**NOTICE OF 31<sup>ST</sup> ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 31<sup>st</sup> Annual General Meeting of Glomac Berhad ("Glomac" or "Company") will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Tuesday, 20 October 2015 at 10.00 a.m. for the following purposes:

**AGENDA**

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 30 April 2015 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note A)**
- To approve a final single tier dividend of 2.25sen per ordinary share of RMO.50 each for the financial year ended 30 April 2015. **Resolution 1**
- To approve the Directors' fees for the financial year ended 30 April 2015. **Resolution 2**
- To re-elect the following Directors, who retire in accordance with Article 84 of the Company's Articles of Association and, being eligible, have offered themselves for re-election:
  - Datuk Seri Fateh Iskandar bin Tan Sri Dato' Mohamed Mansor
  - Mr Chong Kok Keong*Note: Mr Chong Kok Keong, although being eligible, does not wish to seek re-election.* **Resolution 3**
- To re-elect the following Directors, who retire in accordance with Article 82 of the Company's Articles of Association and, being eligible, have offered themselves for re-election:
  - General Tan Sri Abdul Aziz bin Zainal (R)
  - Datuk Seri Panglima Hj Abdul Azeez bin Abdul Rahim**Resolution 4**  
**Resolution 5**
- To re-appoint Messrs Deloitte (AF 0080) as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

**AS SPECIAL BUSINESS**

- To consider and if thought fit, to pass the following ordinary resolution pursuant to Section 129(6) of the Companies Act, 1965:
 

"THAT Tan Sri Dato' Mohamed Mansor bin Fateh Din who is over the age of seventy (70) years and retiring in accordance with Section 129(2) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting."

To consider and if thought fit, to pass the following ordinary resolutions of the Company:

**Resolution 7**
- Continuing in Office As Independent Non-Executive Director of The Company**

"THAT Dato' Ikhwan Salim Bin Dato' Hj Sujak (appointed on 9 February 2000), who has served as an Independent Non-Executive Director for more than nine (9) years, shall continue to act as an Independent Non-Executive Director of the Company."

**Resolution 8**
- Authority to Issue Shares Pursuant To Section 132D Of The Companies Act, 1965**

"THAT, subject always to the Companies Act, 1965, ("Act"), the provisions of the Memorandum and Articles of Association of the Company and other relevant regulatory authorities, the Directors of the Company ("Board") be and are hereby empowered, pursuant to Section 132D of the Act, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Board may in their 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 share capital of the Company for the time being AND THAT the Board be and is also empowered to obtain the approval for the listing and quotation of the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."

**Resolution 9**
- Proposed Renewal of Authority for Share Buy-Back**

"THAT, subject to the Act, provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities ("Main Market LR") and other relevant regulatory authorities, the Company be and is hereby authorised to exercise a buy-back of its ordinary shares as determined by the Board from time to time through Bursa Securities upon such terms and conditions as the Board in their discretion deem fit and expedient in the interest of the Company ("Proposed Share Buy-Back") provided that:

  - the maximum number of ordinary shares which may be purchased or held by the Company shall be equivalent to 10% of the issued and paid-up share capital of the Company at the point of purchase;
  - the maximum amount of funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits and/or share premium account of the Company at the time of the purchase(s);**Resolution 10**

- the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
  - the conclusion of the next AGM of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at a general meeting, either unconditionally or subject to conditions; or
  - the expiration of the period within which the next AGM after that date is required by law to be held; or
  - revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Main Market LR and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; and
- upon completion of the purchase(s) of the its shares by the Company, the Board be and is hereby authorised to:
  - cancel the shares so purchased; or
  - retain the shares so purchased as treasury shares, either to be distributed as dividends to the shareholders and/or resold on the market of Bursa Securities;
  - retain part of the shares so purchased as treasury shares and cancel the remainder; or
  - deal in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Main Market LR and any other relevant authority for the time being in force,

AND THAT the Board be and is hereby authorised to take do all such acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any condition, modification, variations and/or amendment as may be imposed by the relevant authorities and to do all such steps, acts and things as the Board may deem fit and expedient in the best interest of the Company."

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions** **Resolution 11**

"THAT, the mandate granted by the shareholders of the Company on 17 October 2014, authorising the Company and its subsidiaries and associated companies to enter into the categories of recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate"), the details of which are set out in Section 3.0 of the Company's Circular to Shareholders dated 25 September 2015 which are necessary for its day-to-day operations, be and is hereby renewed provided that:

  - the transactions are in the ordinary course of business and are 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; and
  - disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate based on the type of transactions, names of the related parties and their relationship.

AND THAT, such approval shall continue to be in force until:

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

whichever is the earlier.

AND FURTHER THAT the Board be and is hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the transactions described by this Ordinary Resolution."
- To transact any other business of the Company of which due notice has been received.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS ALSO HEREBY GIVEN THAT a final single tier dividend of 2.25sen per ordinary share of RMO.50 each in respect of the financial year ended 30 April 2015, if approved at the forthcoming 31<sup>st</sup> Annual General Meeting, will be paid on 10 December 2015 to depositors whose names appear in the Record of Depositors on 30 November 2015.

A depositor shall qualify for entitlement only in respect of:

- shares transferred to the depositor's securities account before 4.00 pm on 30 November 2015 in respect of transfers; and
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

**Siew Suet Wei** (MAICSA 7011254)  
**Ong Shaw Ching** (MIA 7819)  
Company Secretaries

Kuala Lumpur  
25 September 2015

**Notes:**

- This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965 and Company's Articles of Association, the audited financial statements do not require the formal approval of the shareholders. As such, this matter will not be put forward for voting.

**Proxy**

- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. The proxy need not be a Member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- A member shall be entitled to appoint more than one proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meeting.
- Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) the appointment shall be invalid unless he specifies the proportions of his holdings 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 proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly appointed or if such appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly appointed under a power of attorney.
- The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 15, Menara Glomac, Glomac Damansara, Jalan Damansara, 60000 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.

**Explanatory Notes**

- Resolution 7**  
Tan Sri Dato' Mohamed Mansor bin Fateh Din, who has attained the age of 75 years, has offered himself for re-election as a Director of the Company and to hold office until the conclusion of the next annual general meeting. The re-appointment, shall take effect if the proposed Resolution 7 is passed by a majority of not less than three-fourths of such members as being entitled to vote in person or, where proxies are allowed, by proxy at this 31<sup>st</sup> AGM of which not less than 21 days' notice has been given.
- Retirement of Director**  
Mr Chong Kok Keong, an Independent Non-Executive Director retires by rotation in accordance with Article 84 of the Company's Articles of Association. Mr Chong via his letter dated 19 August 2015 informed the Board of Directors of the Company that he does not wish to seek re-election. Hence, he will retire at the conclusion of the 31<sup>st</sup> AGM.
- Resolution 8**  
Resolution 8 is proposed to enable Dato' Ikhwan Salim Bin Dato' Hj Sujak to continue serving as an Independent Director of the Company to fulfill the requirements of Paragraph 3.04 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and in line with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012.

The Nomination Committee and the Board have assessed the independence of Dato' Ikhwan Salim Bin Dato' Hj Sujak and is satisfied that the incumbent has complied with the independence criteria stated under the definition of Independent Director as defined in the Listing Requirements of Bursa Malaysia Securities Berhad and he is able to provide proper check and balance thus continue to bring an element of objectivity to the Board of Directors.

- Resolution 9**  
The proposed Resolution 9, if passed, will empower the Directors of the Company, to allot and issue shares in the Company up to and not exceeding in total 10% of the issued and paid-up share capital of the Company for the time being for such purposes as they consider would be in the best interests of the Company. This authority will expire at the next Annual General Meeting of the Company, unless revoked or varied at a general meeting.  
  
This mandate is a renewal to the general mandate which was approved by the shareholders at the 30th AGM held on 17 October 2014. As at the date of this notice, no new shares were issued pursuant to the general mandate which was approved by the shareholders at the 30<sup>th</sup> AGM.  
  
The renewed mandate will also enable the Board to take advantage of any strategic opportunity which involve the issue/placing of shares for investments, acquisitions or to raise fund for investments and/or working capital.
- Resolution 10**  
The proposed Resolution 10, if passed, will empower the Board to exercise a buy-back of its ordinary shares up to 10% of the issued and paid-up share capital of the Company by utilizing the funds allocated which shall not exceed the retained profits and/or share premium account of the Company. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company. The details of the proposal are set out in Section 2.0 of the Circular to Shareholders dated 25 September 2015 which is dispatched together with the Company's abridged version of the Annual Report 2015.
- Resolution 11**  
The proposed Resolution 11, if passed, will enable the Company and/or its subsidiaries and associated companies to enter into recurrent related party transactions or a revenue or trading in nature with related parties which are necessary for the Group's day-to-day operations and are in the ordinary course of business and are 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. The details of the proposal are set out in Section 3.0 of the Circular to Shareholders dated 25 September 2015 which is dispatched together with the Company's abridged version of the Annual Report 2015.

**Members Entitled to Attend**

For the purpose of determining a member who shall be entitled to attend this 31<sup>st</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with the provisions under Article 42 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors ("ROD") as at 12 October 2015. Only a depositor whose name appears on the ROD as at 12 October 2015 shall be entitled to attend the said Meeting or appoint proxies to attend and vote on his/her behalf.

**Statement Accompanying Notice of 31<sup>st</sup> Annual General Meeting**

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, there is no person seeking election as Director of the Company at this 31<sup>st</sup> AGM.