



# Subur Tiasa Holdings Berhad

(Company No. 341792-W)  
(Incorporated in Malaysia)

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Twentieth Annual General Meeting of Subur Tiasa Holdings Berhad ("the Company") will be held at the Company's Auditorium Room, Ground Floor, No. 66-78, Pusat Suria Permata, Jalan Upper Lanang, C.D.T. 123, 96000 Sibul, Sarawak on Tuesday, 22 December 2015 at 11.30 a.m. for the following purposes:

### AGENDA

#### As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 July 2015 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of directors' fees of RM335,000 for the financial year ended 31 July 2015. **Resolution 1**
- To re-elect Mr. Tiong Ing Ming who retires in accordance with Article 86 of the Company's Articles of Association. **Resolution 2**
- To re-elect Mr. Poh Kee Eng who retires in accordance with Article 90 of the Company's Articles of Association. **Resolution 3**
- To consider and if thought fit, to pass the following resolution:  
"THAT pursuant to Section 129(6) of the Companies Act, 1965, YBhg. Temenggong Datuk Kenneth Kanyan anak Temenggong Koh be hereby re-appointed as a director of the Company to hold office until the conclusion of the next annual general meeting." **Resolution 4**
- To appoint auditors of the Company and to authorise the Directors to fix their remuneration.  
*A Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 from a member of the Company has been received for the nomination of Messrs. Crowe Horwath for appointment as Auditors of the Company and the member has proposed the following Ordinary Resolution:*  
*"THAT, Messrs. Crowe Horwath, having consented to act, be and are hereby appointed as Auditors of the Company in place of the retiring auditors, Messrs. Ernst & Young and to hold office until the conclusion of the next annual general meeting and that the Directors be authorised to determine their remuneration."* **Resolution 5**

#### As Special Business

- To consider and, if thought fit, pass the following ordinary resolution:  
**Continuation in office as Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012** **Resolution 6**  
"THAT, subject to passing of Resolution 4, approval be and is hereby given to YBhg. Temenggong Datuk Kenneth Kanyan anak Temenggong Koh who has served as an Independent Non-Executive Director of the Company for a consecutive term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company."
- To consider and, if thought fit, pass the following ordinary resolution:  
**Proposed renewal of authority for purchase of own shares by the Company** **Resolution 7**  
"THAT, subject always to the Companies Act, 1965 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be hereby unconditionally and generally authorised to purchase and hold on the market of Bursa Securities such number of ordinary shares of RM1.00 each ("Shares") in the Company ("Proposed Share Buy-Back") as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company provided that the total aggregate number of Shares purchased and/or held or to be purchased and/or held pursuant to this resolution shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company for the time being and an amount not exceeding the Company's share premium reserve account at the time of purchase be allocated by the Company for the Proposed Share Buy-Back AND THAT, such Shares purchased are to be retained as treasury shares and distributed as dividends and/or resold on the market of Bursa Securities, or subsequently may be cancelled AND THAT the Directors be hereby authorised and empowered to do all acts and things and to take all such steps and to enter into and execute all commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, as may be required or imposed by any relevant authority or authorities AND FURTHER THAT the authority hereby given will commence immediately upon passing of this ordinary resolution and will continue to be in force until:  
(a) the conclusion of the next annual general meeting ("AGM") of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;  
(b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or  
(c) revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authorities."
- To consider and, if thought fit, pass the following ordinary resolution:  
**Proposed renewal of and new shareholder mandate for recurrent related party transactions of a revenue or trading nature ("Shareholder Mandate")** **Resolution 8**  
"THAT approval be hereby given to the Company and its subsidiaries ("STH Group") to enter into any of the category of related party transactions which are recurrent, of a revenue or trading nature and are necessary for day-to-day operations of STH Group as outlined in point 3(b) of the Circular to Shareholders dated 27 November 2015 ("Circular"), with the specific related parties mentioned therein subject further to the following:  
(a) 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 not detrimental to the interest of the minority shareholders; and  
(b) disclosure is made in the annual report a breakdown of the aggregate value of the transactions conducted pursuant to the Shareholder Mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Main Market Listing Requirements, and amongst others, based on the following information:
  - the type of the recurrent related party transactions made; and
  - the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company.AND THAT such approval will continue to be in force until:  
(a) the conclusion of the next annual general meeting ("AGM") of the Company, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed;  
(b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") [but must not extend to such extension as 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 of the Company be hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Shareholder Mandate."
- To transact any other business which may properly be transacted at an annual general meeting, due notice of which shall have been previously given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

#### By Order of the Board of Directors

Ling Chieh Min (MIA 18531)  
Voon Jan Moi (MAICSA 7021367)

Joint Company Secretaries

Dated : 27 November 2015  
Sibu, Sarawak

#### Explanatory Notes on Special Business

- Ordinary resolution in relation to the re-election of Independent Non-Executive Director (proposed resolution no. 2)**  
*The Nomination Committee and the Board of Directors had assessed the independence of Mr. Tiong Ing Ming and recommended him to be re-elected as Independent Non-Executive Director of the Company.*
- Ordinary resolution in relation to continuation in office as Independent Non-Executive Directors pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 (proposed resolution no. 6)**  
*The Nomination Committee and the Board of Directors had assessed the independence of YBhg. Temenggong Datuk Kenneth Kanyan anak Temenggong Koh who has served as Independent Non-Executive Director of the Company for a consecutive term of more than nine (9) years, and recommended him to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:*
  - he fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements and therefore would be able to offer impartial judgment and advice to the Board; and
  - he devoted sufficient time and attention to his responsibilities as an Independent Director of the Company.
- Ordinary resolution on proposed renewal of authority for purchase of own shares by the Company**  
*The proposed resolution No. 7, if passed, will renew the authority for the Company to purchase up to ten per cent (10%) of the issued and paid-up ordinary share capital of the Company through Bursa Malaysia Securities Berhad. The authority to purchase share will expire at the conclusion of the next AGM, unless revoked or varied by ordinary resolution passed by shareholders at general meeting. Please refer to the Statement to Shareholders dated 27 November 2015 for further information.*
- Ordinary resolution on Shareholder Mandate for recurrent related party transactions**  
*Paragraph 10.09 of Main Market Listing Requirements states that with regard to related party transactions which are recurrent, of a revenue or trading nature and which are necessary for day-to-day operations ("RRPT"), a public listed company may seek a shareholder mandate.*  
*The proposed resolution No. 8, if passed, will authorise the Company and each of its subsidiaries to enter into RRPT with the mandated related parties as identified in point 3(b) of the Circular to Shareholders dated 27 November 2015 ("Circular"), which are necessary for day-to-day operations of the STH Group, provided that such 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 not detrimental to the interest of the minority shareholders.*  
*By obtaining the Shareholder Mandate, the necessity to convene separate meetings from time to time to seek shareholders' approval as and when such RRPT occur would not arise. This would reduce substantial administrative time and costs associated with the convening of such meetings without compromising on the corporate objectives of the STH Group or adversely affecting the business opportunities available to the STH Group. Please refer to the Circular for further information.*

#### Notes:

- A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are complied with.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, the duly completed proxy form must be deposited at the registered office of the Company at No. 66-78, Pusat Suria Permata, Jalan Upper Lanang, C.D.T. 123, 96000 Sibul, Sarawak not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. 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.
- A depositor whose name appears in the Record of Depositors as at 16 December 2015 shall be regarded as a member of the Company entitled to attend this Annual General Meeting or appoint a proxy to attend and vote on his behalf.