

ABM FUJIYA BERHAD
(Company No. 628324-W)
Incorporated in Malaysia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWELFTH ANNUAL GENERAL MEETING OF ABM FUJIYA BERHAD WILL BE HELD AT THE CONFERENCE ROOM, LOT 859, SECTION 66, JALAN PANGKALAN, PENDING INDUSTRIAL ESTATE, 93450 KUCHING, SARAWAK, ON WEDNESDAY, 18TH MAY 2016 AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' Fees for the financial year ending 31 December 2016. Resolution No. 1
3. To re-elect Datuk Tay Ah Ching @ Tay Chin Kin, who is due to retire in accordance with Article 86 of the Company's Articles of Association and being eligible, has offered himself for re-election. Resolution No. 2
4. To re-elect Puan Sri Corinne Bua Nyipa, who is due to retire in accordance with Article 86 of the Company's Articles of Association and being eligible, has offered herself for re-election. Resolution No. 3
5. To re-elect Dato' Tay Tze Poh, who is due to retire in accordance with Article 86 of the Company's Articles of Association and being eligible, has offered himself for re-election. Resolution No. 4
6. To re-elect Mr Sim Chong Hong, who is due to retire in accordance with Article 93 of the Company's Articles of Association and being eligible, has offered himself for re-election. Resolution No. 5
7. To re-appoint Messrs. KPMG as the Auditors of the Company and to authorise the Directors to determine their remuneration. Resolution No. 6

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolution:-

8. **Authority to Allot and Issue Shares Pursuant to Section 132D of The Companies Act, 1965** Resolution No. 7
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 to be issued does not exceed ten (10) percent 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 for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, subject always to the Companies Act, 1965, the Articles of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issue."
9. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By order of the Board,

Yeo Puay Huang (f)
Company Secretary
(LS 0000577)
Dated : 27th April 2016

EXPLANATORY NOTES TO SPECIAL BUSINESS

Ordinary Resolution No. 7

Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution proposed under Resolution 7 of the Agenda is a renewal of the General Mandate for the Directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965.

The Proposed Ordinary Resolution 7, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of share issued does not exceed 10% of the issued share capital of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Eleventh Annual General Meeting held on 19th June 2015 and which will lapse at the conclusion of the Twelfth Annual General Meeting to be held on 18th May 2016.

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 purposes of funding investment(s), working capital and/or acquisition(s).

NOTES:

- (1) Only Depositors whose names appear in the General Meeting Record of Depositors as at 12th May 2016 be regarded as Members and shall be entitled to attend, speak and vote at the Twelfth Annual General Meeting.
- (2) 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 (“the Act”) shall not apply to the Company.
- (3) To be valid, the proxy form, duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- (4) 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 Act are complied with.
- (5) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- (6) If the appointor is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorized.
- (7) Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

Details of Individuals who are standing for election as Directors

There are no individuals who are standing for election as directors (excluding directors standing for a re-election) at the Twelfth Annual General Meeting.