



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Third (3rd) Annual General Meeting of Ikhmas Jaya Group Berhad ("IJGB" or "the Company") will be held at Zamrud 1 Room, The Saujana Hotel, Jalan Lapangan Terbang SAAS, 40150 Selangor Darul Ehsan on Monday, 20 June 2016 at 10.30 a.m. for the following purposes:

### AGENDA

#### As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon. *Please refer to Note (b)*
- To declare a final single tier dividend of 1 sen per ordinary share for the financial year ended 31 December 2015. *Resolution 1*
- To approve Directors Fee of RM183,667.00 for the financial year ended 31 December 2015. *Resolution 2*
- To approve Directors Fee of RM174,000.00 for the financial year ending 31 December 2016. *Resolution 3*
- To re-elect the following Directors who retire as Directors of the Company pursuant to the Article 122 of the Company's Articles of Association  
(i) Dato' Ir Dr Khoo Ping Sen *Resolution 4*  
(ii) Siew Mun Lout *Resolution 5*
- To re-appoint Messrs KPMG as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *Resolution 6*

#### As Special Business

To consider and if thought fit, to pass the following resolutions with or without modifications:-

- To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965:** *Resolution 7*  
  
"THAT Dato' Syed Ariff Fadzillah bin Syed Awalluddin retiring pursuant to Section 129 of the Companies Act, 1965 be and are hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting.
- Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965** *Resolution 8*  
  
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 per centum of the issued share capital of the Company for the time being, subject always to the approvals of all the relevant regulatory authorities being obtained for such issue and allotment."
- To transact any other matter for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders at the Third Annual General Meeting to be held on 20 June 2016, a final single tier dividend of 1 sen per ordinary share in respect of the financial year ended 31 December 2015 will be paid on 9 September 2016. The entitlement date for the dividend payment is 18 August 2016.

A Depositor shall qualify for the entitlement to the dividend only in respect of:-

- Securities transferred into the Depositor's Securities Account before 4.00 p.m. on 18 August 2016 in respect of transfers; and
- Securities 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

**CYNTHIA GLORIA LOUIS (MAICSA 7008306)  
CHEW MEI LING (MAICSA 7019175)**  
Company Secretaries

Petaling Jaya  
29 April 2016

### NOTES:

- Only members whose names appear in the Record of Depositors as at 10 June 2016 will be entitled to attend and vote at the meeting.
- This Agenda item is meant for discussion only, as the provision of Section 169 of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- A member entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. 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. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies 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 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, under its common seal, or the hand of its attorney duly authorised.
- The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight hours before the time set for holding the meeting or any adjournment thereof.

### Explanatory Notes on Special Business

#### Resolution 7 - Director seeking re-appointment pursuant to Section 129 of the Companies Act, 1965

The re-appointment of Dato' Syed Ariff Fadzillah bin Syed Awalluddin, who is over the age of 70 years to hold office until the conclusion of the next Annual General Meeting of the Company shall take effect if the proposed Resolution 7 is passed by a majority of not less than three-fourths (3/4) of members entitled to vote in person or by proxy at the Third Annual General Meeting.

#### Resolution 8 - Authority to Allot and Issue Shares

The proposed Resolution 8, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investment projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.