



**MATRIX CONCEPTS HOLDINGS BERHAD**  
(Company No. 414615-U)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Nineteenth Annual General Meeting ("19<sup>th</sup> AGM") of Matrix Concepts Holdings Berhad ("the Company") will be held at Halia Room, d'Tempat Country Club, PT 12653, Jalan Pusat Dagangan Sendayan 1, 71950, Bandar Sri Sendayan, Negeri Sembilan Darul Khusus, Malaysia on Thursday, 18 August 2016 at 10.30 am, for the following purposes:-

**AGENDA**

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial period ended 31 March 2016 together with the Reports of the Directors and Auditors thereon. [Please refer to Explanatory Note(i)]
- To approve the payment of Directors' fees of RM315,000 for the financial period ended 31 March 2016. (Ordinary Resolution 1)
- To re-elect the following Directors retiring in accordance with Article 97 and 103 of the Company's Articles of Association: (Ordinary Resolution 2)
  - Ho Kong Soon (Article 97)
  - Dato (Ir.) Batumalai A/L Ramasamy (Article 97)
  - Dato' Hon Choon Kim (Article 103)
  - Dato' Hajah Kalsom Binti Khalid (Article 103)
- To re-appoint Messrs Crowe Horwath as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration. (Ordinary Resolution 6)

**AS SPECIAL BUSINESS**

- To grant authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965 (Ordinary Resolution 7)

"THAT, subject always to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and the approvals of the relevant authorities, the Directors be and hereby empowered, pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the Company at any time and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

- Proposed Allocation of Additional Options under Employees' Share Option Scheme to Dato' Haji Mohamad Haslah Bin Mohamad Amin (Ordinary Resolution 8)

"THAT in addition to the existing allocation, the Board of Directors of the Company be and is hereby authorised, at any time during the duration of the ESOS, to offer and to grant Dato' Haji Mohamad Haslah Bin Mohamad Amin, the Non-Independent Non-Executive Chairman of the Company, additional options to subscribe for 1,500,000 new ordinary shares of the Company under the ESOS, and subject always to such terms and conditions and/or any adjustments or variations which may be made in accordance with the provision of the By-Laws of the ESOS"

- Proposed Allocation of Additional Options under Employees' Share Option Scheme to Dato' Lee Tian Hock (Ordinary Resolution 9)

"THAT in addition to the existing allocation, the Board of Directors of the Company be and is hereby authorised, at any time during the duration of the ESOS, to offer and to grant Dato' Lee Tian Hock, the Group Managing Director of the Company, additional options to subscribe for 1,500,000 new ordinary shares of the Company under the ESOS, and subject always to such terms and conditions and/or any adjustments or variations which may be made in accordance with the provision of the By-Laws of the ESOS"

- Proposed Allocation of Additional Options under Employees' Share Option Scheme to Ho Kong Soon (Ordinary Resolution 10)

"THAT in addition to the existing allocation, the Board of Directors of the Company be and is hereby authorised, at any time during the duration of the ESOS, to offer and to grant Ho Kong Soon, the Group Deputy Managing Director of the Company, additional options to subscribe for 1,500,000 new ordinary shares of the Company under the ESOS, and subject always to such terms and conditions and/or any adjustments or variations which may be made in accordance with the provision of the By-Laws of the ESOS"

- Proposed Allocation of Additional Options under Employees' Share Option Scheme to Rezal Zain Bin Abdul Rashid (Ordinary Resolution 11)

"THAT in addition to the existing allocation, the Board of Directors of the Company be and is hereby authorised, at any time during the duration of the ESOS, to offer and to grant Rezal Zain Bin Abdul Rashid, the Independent Non-Executive Director of the Company, additional options to subscribe for 300,000 new ordinary shares of the Company under the ESOS, and subject always to such terms and conditions and/or any adjustments or variations which may be made in accordance with the provision of the By-Laws of the ESOS"

- Proposed Allocation of Additional Options under Employees' Share Option Scheme to Dato' Firdaus Muhammad Rom Bin Harun (Ordinary Resolution 12)

"THAT in addition to the existing allocation, the Board of Directors of the Company be and is hereby authorised, at any time during the duration of the ESOS, to offer and to grant Dato' Firdaus Muhammad Rom Bin Harun, the Independent Non-Executive Director of the Company, additional options to subscribe for 250,000 new ordinary shares of the Company under the ESOS, and subject always to such terms and conditions and/or any adjustments or variations which may be made in accordance with the provision of the By-Laws of the ESOS"

- Proposed Allocation of Additional Options under Employees' Share Option Scheme to Dato' (Ir.) Batumalai A/L Ramasamy (Ordinary Resolution 13)

"THAT in addition to the existing allocation, the Board of Directors of the Company be and is hereby authorised, at any time during the duration of the ESOS, to offer and to grant Dato' (Ir.) Batumalai A/L Ramasamy, the Independent Non-Executive Director of the Company, additional options to subscribe for 250,000 new ordinary shares of the Company under the ESOS, and subject always to such terms and conditions and/or any adjustments or variations which may be made in accordance with the provision of the By-Laws of the ESOS"

- Proposed Allocation of Options under Employees' Share Option Scheme to Dato' Hon Choon Kim (Ordinary Resolution 14)

"THAT the Board of Directors of the Company be and is hereby authorised, at any time during the duration of the ESOS, to offer and to grant Dato' Hon Choon Kim, the Independent Non-Executive Director of the Company, options to subscribe for up to 500,000 new ordinary shares of the Company under the ESOS, and subject always to such terms and conditions and/or any adjustments or variations which may be made in accordance with the provision of the By-Laws of the ESOS"

- Proposed Allocation of Options under Employees' Share Option Scheme to Dato' Hajah Kalsom Binti Khalid (Ordinary Resolution 15)

"THAT the Board of Directors of the Company be and is hereby authorised, at any time during the duration of the ESOS, to offer and to grant Dato' Hajah Kalsom Binti Khalid, the Independent Non-Executive Director of the Company, options to subscribe for up to 500,000 new ordinary shares of the Company under the ESOS, and subject always to such terms and conditions and/or any adjustments or variations which may be made in accordance with the provision of the By-Laws of the ESOS"

- Proposed Shareholders' Mandate (Ordinary Resolution 16)

"THAT approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties mentioned under Section 2.1.4 and 2.1.5 of the Circular to Shareholders dated 26 July 2016 which are necessary in the course of business of the Company and/or its subsidiaries for day-to-day operations and on normal commercial terms which are not more favourable to the related parties than those available to the public and not detrimental to the minority shareholders of the Company and such proposal shall continue to be in force until:-

- The conclusion of the next Annual General Meeting of the Company following the 19<sup>th</sup> AGM at which such Proposed Shareholders' Mandate will lapse, unless by ordinary resolution passed at an AGM whereby the authority is renewed, either unconditionally or subject to conditions;

- The expiration of the period within the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but must 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 the shareholders in a general meeting; whichever is earlier.

AND THAT the Directors of the Company be authorized to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for the period from the 19<sup>th</sup> AGM to the next Annual General Meeting.

- To transact any other business of which due notice shall have been given.

By Order of the Board

**LOO KAH BOON**  
(MAICSA 0784630)  
Company Secretary  
26 July 2016  
Negeri Sembilan

**Notes:**

- For the purpose of determining a member who shall be entitled to attend and vote at the 19<sup>th</sup> AGM, the Company shall be requiring the Record of Depositors as at 10 August 2016. Only a depositor whose name appears on the Record of Depositors as at 10 August 2016 shall be entitled to attend the said meeting or appoint proxies to attend and vote in his/her stead.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy and the provisions of Sections 149(I)(b) of the Companies Act 1965 shall not apply to the Company.
- A member shall be entitled to appoint up to two (2) proxies to attend and vote at the 19<sup>th</sup> AGM. Where a member appoints more than one (1) proxy to attend at the same 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 exempt authorized nominee as defined under the Central Depositories Act, which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") it may appoint multiple proxies in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or if the appointor is a corporation, either its common seal or under the hand of an officer or attorney duly authorized.
- The Proxy Form must be deposited at the Company's Registered Office, Wisma Matrix, No. 57, Jalan Tun Dr Ismail, 70200 Seremban, Negeri Sembilan Darul Khusus, Malaysia, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- All the resolutions as set out in the notice of 19<sup>th</sup> AGM will be put to vote by poll.

**Explanatory notes on Item 1 and 3 of the Agenda and Special Business:-**

**i) Item 1 of the Agenda**

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 audited financial statement. Hence this Agenda is not put forward for voting.

**ii) Item 3 of the Agenda**

Dato' Lim Kiu Hock who retires in accordance with Article 103 of the Articles of Association of the Company, has given notice that he is not seeking re-election. Henceforth, he will retain office until the conclusion of the 19<sup>th</sup> AGM, and thereupon, his office of directorship shall cease.

**Special Business:-**

**iii) Ordinary Resolution 7 - Authority to issue shares**

The proposed Ordinary Resolution 7 is primarily to give authority to the Board of Directors to allot and issue up to 10% of the issued share capital at any time in their absolute discretion and for such purpose as they consider would be in the best interest of the Company without convening a general meeting. This authority, if granted, is a renewal of the earlier authority granted at the Eighteenth Annual General Meeting held on 10 June 2015 and unless revoked or varied at a general meeting, shall expire at the 19<sup>th</sup> Annual General Meeting of the Company. The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued share capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares when the needs may arise during the financial year, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purpose.

**iv) Ordinary Resolution 8 to 15 – Proposed Allocation of Options under the Employees' Share Option Scheme ("ESOS") to Directors of the Company**

The proposed Ordinary Resolution 8 to Ordinary Resolution 15 are made pursuant to the ESOS which had been approved by the shareholders of the Company at an Extraordinary General Meeting held on 1 April 2013 ("EGM"). The ESOS was implemented on 28 May 2013 and is currently in force for a period of five (5) years from the effective date.

The shareholders at the EGM had earlier approved the allocation of options and/or grant of options to the following Directors ("the said Directors") of the Company for subscribing up to a maximum of new one million (1,000,000) or five hundred thousand (500,000) shares in the Company, whichever is applicable, subject to any adjustments in accordance with the provisions of the By-Laws of the ESOS and the said Directors wish to seek approval for allocation of new or additional options as described in the respective resolution:-

| Name of Director                           | Existing Allocation | New/Additional Allocation of Options |
|--|---------------------|--------------------------------------|
| Dato' Haji Mohamad Haslah Bin Mohamad Amin | 1,000,000           | 1,500,000                            |
| Dato' Lee Tian Hock                        | 1,000,000           | 1,500,000                            |
| Ho Kong Soon                               | 1,000,000           | 1,500,000                            |
| Rezal Zain Bin Abdul Rashid                | 500,000             | 300,000                              |
| Dato' Firdaus Muhammad Rom Bin Harun       | 500,000             | 250,000                              |
| Dato' (Ir.) Batumalai A/L Ramasamy         | 500,000             | 250,000                              |
| Dato' Hon Choon Kim                        | -                   | 500,000                              |
| Dato' Hajah Kalsom Binti Khalid            | -                   | 500,000                              |

The maximum number of ordinary shares of RM1.00 each in the Company available under the ESOS should not exceed 10% of the total number of issued and paid-up capital of the Company at any point of time during the duration of the ESOS.

The proposed Ordinary Resolutions 8 to 15, are to approve the allocation of options or additional options to subscribe for new ordinary shares of the Company under the ESOS to the Board of Directors, subject always to such terms and conditions and/or any adjustments or variations which may be made in accordance with the provision of the By-Laws of the ESOS. Therefore, any terms as defined in the By-Laws which are mentioned in the Ordinary Resolution 8 to 15 or this explanatory note shall have the same meaning as stated herein.

The respective Director had abstained and will continue to abstain from deliberating and voting on any subject matter pertaining to the allocation of ESOS which relate to his/her entitlement under the ESOS at the board meeting and will continue to abstain from voting in respect of his/her direct and/or indirect shareholdings in the Company (if any) on the resolution pertaining to proposed allocation to him/her under the ESOS to be tabled at this Annual General Meeting. The respective Director shall also ensure that persons connected to him/her will abstain from voting in respect of their direct and/or indirect shareholdings in the Company (if any) on the resolution approving the proposed allocation to him/her under the ESOS to be tabled at this Annual General Meeting.

**v) Ordinary Resolution 16 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT") and Proposed New Shareholders' Mandate for RRPT (collectively referred to as "Proposed Shareholders' Mandate")**

The Proposed Shareholders' Mandate under Ordinary Resolution 16 is intended to seek shareholders' approval on the new recurrent related party transactions incurred during the financial period as well as to renew the earlier mandate granted by the shareholders of the Company at the Eighteenth Annual General Meeting held on 10 June 2015.

The Proposed Shareholders' Mandate is to facilitate transactions in the normal course of business of the Company and its subsidiaries ("the Group") which are transacted from time to time with the specified classes of related parties, provided that they are carried out on an arm's length basis and on the Group's normal commercial terms and are not prejudicial to the shareholders on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

By obtaining the shareholders' mandate on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occurred would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

Further information on Proposed Shareholders' Mandate is set out in the Circular to Shareholders of the Company which is dispatched together with this Annual Report of the Company.