



**ASIAN PAC HOLDINGS BERHAD** (Company No. 129-T)  
Incorporated in Malaysia

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Ninety-Eighth Annual General Meeting of the Company will be held at Bayan Room, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 30 August 2016 at 11.00 a.m. to transact the following business:-

**AGENDA**

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 March 2016 and the Reports of the Directors and Auditors. *Please refer Note 3*
2. To re-elect Dato' Mohamed Salleh Bin Bajuri as Director of the Company who retire by rotation and being eligible offers himself for re-election in accordance with Article 115 of the Company's Articles of Association. *Resolution 1*
3. To consider and if thought fit, pass the following resolution in accordance with Section 129(6) of the Companies Act, 1965: *Resolution 2*  
  
"THAT Tan Sri Dato' Seri Hj Megat Najmuddin Bin Datuk Seri Dr Hj Megat Khas retiring in accordance with Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed Director of the Company to hold office until the next Annual General Meeting."
4. To re-appoint Messrs Ernst & Young as the Company's Auditors to hold office for the ensuing year and to authorise the Directors to fix their remuneration. *Resolution 3*

**SPECIAL BUSINESS**

5. To consider and, if thought fit, pass the following resolutions with or without modifications as:-
  - (a) **Ordinary Resolution - Authority to issue shares pursuant to Section 132D of the Companies Act 1965** *Resolution 4*  
THAT pursuant to Section 132D of the Companies Act 1965 and subject to the approval of the relevant authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price 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 for such person or persons whomever does not exceed 10% of the total 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.
  - (b) **Ordinary Resolution – Directors' Fees** *Resolution 5*  
To approve the Directors' Fees of RM96,000.00 for the financial year ended 31 March 2016.

**(c) Ordinary Resolution – Retention as Independent Non-Executive Director**

(i) “THAT subject to the passing of Resolution 2, authority be and is hereby given to Tan Sri Dato’ Seri Hj Megat Najmuddin Bin Datuk Seri Dr Hj Megat Khas who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company.” *Resolution 6*

(ii) “THAT subject to the passing of Resolution 1, authority be and is hereby given to Dato’ Mohamed Salleh Bin Bajuri who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company.” *Resolution 7*

6. To transact any other business for which due notice shall have been given in accordance with the Companies Act 1965 and the Company’s Articles of Association.

By Order of the Board  
Chan Yoon Mun (MAICSA 0927219)  
Ooi Mei Ying (MAICSA 7051036)  
Secretaries

Kuala Lumpur  
29 July 2016

**Notes:**

**1) Members Entitled To Attend**

In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 August 2016 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 98<sup>th</sup> AGM or appoint proxy/proxies to attend and/or vote on his behalf.

**2) Appointment of Proxy**

(a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies (but not more than two [2] proxies) to attend and vote in his stead. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act 1965 shall not apply to the Company.

(b) Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.

(c) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

(d) 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

(e) An instrument appointing a proxy, in the case of an individual, shall be signed by the appointor or by his/her attorney and in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or officer of the corporation so authorised.

(f) An instrument appointing a proxy must be deposited at the Registered Office of the Company at 12<sup>th</sup> Floor, Menara SMI, No. 6, Lorong P. Ramlee, 50250 Kuala Lumpur not less than forty eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

**3) Explanatory Notes on Ordinary Business**

**Item 1 of the Agenda – To receive the Audited Financial Statements for the financial year ended 31 March 2016**

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 Statements. Hence, this Agenda item will not put forward for voting.

**Item 3 of the Agenda – Re-appointment of Director**

The re-appointment of Tan Sri Dato’ Seri Hj Megat Najmuddin Bin Datuk Seri Dr Hj Megat Khas, a person over the age of 70 years as Director of the Company, to hold office until the conclusion of the next Annual General Meeting of the

Company shall take effect if the proposed Resolution 2 is passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or by proxy at a general meeting in accordance to Section 129(6) of the Companies Act 1965.

4) **Explanatory Notes on Special Business:-**

(a) **Resolution 4 - Section 132D of the Companies Act 1965**

The proposed Resolution 4, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, to issue a maximum not up to ten percent (10%) of the issued and paid-up capital of the Company for the time being for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting of the Company.

The proposed Resolution 4 is a renewal of general mandate that has been sought in the preceding year. There were no proceeds raised from the previous mandate given to the Directors at the last Annual General Meeting held on 21 September 2015.

The general mandate will provide flexibility to the Company for any possible fund raising activities including but not limited to further placing of shares, for the purpose of funding future investment project(s) working capital and/or acquisition.

(b) **Resolution 5 – Directors’ Fees**

The Directors’ Fees of RM96,000.00 is for services rendered by the directors concerned to the Company for the financial year ended 31 March 2016.

(c) **Resolution 6 – Proposed Retention of Tan Sri Dato’ Seri Hj Megat Najmuddin Bin Datuk Seri Dr Hj Megat Khas as Independent Non-Executive Director**  
**Resolution 7 – Proposed Retention of Dato’ Mohamed Salleh Bin Bajuri as Independent Non-Executive Director**

In line with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012, shareholders’ approval is sought for the ordinary resolution with regard to the retention of Independent Non-Executive Director of the Company, Tan Sri Dato’ Seri Hj Megat Najmuddin Bin Datuk Seri Dr Hj Megat Khas and Dato’ Mohamed Salleh Bin Bajuri who had served the Board for more than nine (9) years to continue serving as Independent Non-Executive Directors based on the following justification, after the Nomination Committee and the Board had assessed their independence:

- (i) They fulfill the criteria and definition of an Independent Director as set out under Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (ii) They are familiar with the Company’s business operations and provide unbiased views and impartiality to the Board’s deliberations and decision making; and
- (iii) They remain objective and independent of management and free from any business relationship in spite of their serving beyond nine (9) years on the Board.