



Reliance Pacific Berhad
(244521 A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 24th Annual General Meeting of Reliance Pacific Berhad will be held at the Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 22 September 2016 at 3.00 p.m. to transact the following business:-

AGENDA

A. ORDINARY BUSINESS

1. To receive the audited financial statements together with the reports of the Directors and Auditors for the financial year ended 31 March 2016.
2. Re-appointment of Messrs AljeffriDean as Auditors and that authority be and is hereby given for the Directors to determine their remuneration.
(Ordinary Resolution 1)
3. Approval of directors' fees for the financial year ended 31 March 2016.
(Ordinary Resolution 2)
4. Re-election of the following directors retiring under Article 98 of the Company's Articles of Association:-
Amirul Azhar Bin Baharom (Ordinary Resolution 3)
Onn Kien Hoe (Ordinary Resolution 4)

B. SPECIAL BUSINESS

To consider and, if thought fit, pass the following Ordinary Resolution:-

1. Section 132D of the Companies' Act, 1965

"THAT subject to the Companies Act, 1965 ("the Act") and the Articles of Association of the Company, the Directors be and are hereby empowered pursuant to Section 132D of the Act, to allot and issue shares in the Company at any time 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 percent (10%) of the issued share capital of the Company for the time being and that the Directors are empowered to obtain the approval for the listing and the quotation of the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

(Ordinary Resolution 5)

2. Proposed Renewal of Existing Shareholders' Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate").

"THAT subject to the Companies' Act, 1965 ("the Act") the Memorandum and Articles of Association of the Company, the requirements of the Bursa Malaysia Securities Berhad and all relevant authorities, approval be and is hereby given to the Company and its subsidiaries, to enter and give effect to specified recurrent related party transactions of a revenue or trading nature and with specified classes of the related parties as stated in Section 2.1 of the Circular to shareholders dated 30 August 2016 which are necessary for the Group's day-to-day operations subject further to the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties other than those generally available to the public and are not to the detriment of the minority shareholders; and
- (ii) the Proposed Shareholders' Mandate is subject to annual renewal, if approved by the Shareholders of RPB at the forthcoming 24th Annual General Meeting ("AGM") shall take immediate effect from the date of the 24th AGM and continue to be in force until:-
 - (a) the conclusion of the next AGM of the Company following the forthcoming 24th AGM at which such Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by the resolution passed at the meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM is required to be held pursuant to section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the Directors be and are hereby empowered to do all acts and things as they may be considered expedient or necessary to give full effect to the Proposed Shareholders' Mandate on recurrent related party transactions with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities".

(Ordinary Resolution 6)

C. ANY OTHER BUSINESS

1. To transact any other business of 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

Tan Bee Leng @ Belinda
(MAICSA No. 7009994)
Secretary

Kuala Lumpur
Date: 30 August 2016

NOTES

1. Appointment of Proxy and Entitlement of Attendance

- (i) Depositors whose name appear in the Record of Depositors as at **14 September 2016** shall be regarded as members of the Company entitled to attend, speak and vote at the meeting or appoint proxy(s) to attend, speak and vote in his/her stead. A proxy need not be a member of the Company.
- (ii) Subject to paragraph (iii) below, a member may appoint not more than two (2) proxies to attend, speak and vote at the meeting.
- (iii) Where a member 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.
- (iv) The Form of Proxy must be signed by the appointer or by his attorney duly authorised in writing or if the appointer is a corporation, either under seal or under hand of an officer or attorney duly authorised. If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.
- (v) The Proxy Form must be deposited at the Registered Office of the Company at Unit E-3-1, Level 3, Block E, Southgate Commercial Centre, No. 2, Jalan Dua, Off Jalan Chan Sow Lin, 55200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof.

2. Audited financial statements

The agenda is meant for discussion only under the provisions of Section 169(1) of the Companies' Act, 1965, the audited financial statements do not require formal approval of the shareholders, hence the matter will not be put for voting.

3. Re-election of Directors

Amirul Azhar Bin Baharom and Oon Kien Hoe who retire pursuant to Article 98 of the Company's Articles of Association and being eligible, have offered themselves for re-election at the 24th Annual General Meeting (AGM).

Tan Sin Chong who retires pursuant to Article 91 of the Company's Articles of Association will not be seeking for re-election at the AGM and therefore, shall retire at the conclusion of the AGM.

4. Authority to issue shares under Section 132D

The proposed Ordinary Resolution 5 in relation to authority to allot shares pursuant to Section 132D of the Companies' Act, 1965 ("the Act"), if passed will empower the Directors to issue shares up to an aggregate amount not exceeding 10% of the issued share capital of the Company for purposes of funding future investments projects, working capital, acquisitions and/or any purposes as the Directors consider would be in the interest of the Company. The approval is a general mandate and is sought to provide flexibility and avoid any delay and cost in convening a general meeting for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

5. Proposed Renewal of Existing Shareholders' Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 6, if passed, will empower the Directors from the date of the 24th Annual General Meeting ("AGM"), to deal with the related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations. These Recurrent Related Party Transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company. Please refer to the Circular to Shareholders dated 30 August 2016 with regard to the Ordinary Resolution 6.

6. Poll Voting

All the resolutions in the agenda will be put to vote by poll.

PROXY form**24th Annual General Meeting**

CDS Account No

No. of Ordinary Shares Held



RELIANCE PACIFIC BERHAD (244521 A)
(Incorporated in Malaysia)

I/WeNRIC No:
(Name in Block Letters)
of

(Full Address)

being (a) member (s) of **RELIANCE PACIFIC BERHAD, HEREBY APPOINT:**

i) Name of Proxy: NRIC No:
Address:.....

..... No. of shares Represented:.....
and/or

ii) Name of Proxy: NRIC No:
Address:.....

..... No. of shares Represented:.....

or failing him/her, the Chairman of the Meeting as my/our proxy to attend and vote for me/us on my/our behalf at the 24th Annual General Meeting of the Company to be held at the Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 22 September 2016 at 3.00 p.m. and at any adjournment thereof, in the manner indicated below:

RESOLUTIONS		FOR	AGAINST
1.	Re-appointment of Messrs AljeffriDean as Auditors and that authority be and is hereby given for the Directors to determine their remuneration.		
2.	Approval of Directors' fees for the financial year ended 31 March 2016.		
3.	Re-election of Amirul Azhar Bin Baharom retiring pursuant to Article 98 of the Company's Articles of Association.		
4.	Re-election of Onn Kien Hoe retiring pursuant to Article 98 of the Company's Articles of Association.		
5.	Approval of allotment and issue of shares pursuant to Section 132D of the Companies' Act, 1965.		
6.	Proposed Renewal of Existing Shareholders' Mandate on Recurrent Related Party Transactions of a revenue or trading nature.		

Please indicate with an "X" in the spaces provided how you wish your vote to be cast. In the absence of specific instructions, your Proxy will vote or abstain from voting as he/she thinks fit.

Signature: _____

Dated this _____ day of _____ 2016

NOTES:-

- Every member of the Company is entitled to appoint a proxy or in the case of a corporation, to appoint representative to attend, speak and vote in his stead. A proxy need not be a member of the Company.
- The Proxy Form must be signed by the appointer or by his attorney duly authorised in writing or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.
- The Proxy Form must be deposited at the Registered Office of the Company at Unit E-3-1, Level 3, Block E, Southgate Commercial Centre, No. 2, Jalan Dua, Off Jalan Chan Sow Lin, 55200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof.
- Only members registered in the Record of Depositors as at **14 September 2016** shall be eligible to attend the meeting or appoint proxy to attend, speak and vote on his/her behalf.



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AFFIX
STAMP

Reliance Pacific Berhad

Unit E-3-1, Level 3, Block E, Southgate Commercial Centre,

No. Jalan Dua, Off Jalan Chan Sow Lin,

55200 Kuala Lumpur, Malaysia

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