



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth Annual General Meeting of the Company will be held at Perdana Ballroom (First Floor), Bukit Jalil Golf & Country Resort, Jalan Jalil Perkas 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Tuesday, 22 November 2016 at 2.00 p.m. for the transaction of the following businesses:

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2016 together with the reports of the Directors and Auditors thereon.

Please refer to Explanatory Note 2

2. To declare a Final Dividend of 5% under single tier system in respect of the financial year ended 30 June 2016.

3. To approve the Directors' fees of RM600,000 for the financial year ended 30 June 2016 to be divided amongst the Directors in such manner as they may determine.

4. To re-elect the following Directors who retire pursuant to Article 77 of the Articles of Association of the Company:
 - (i) Chiang Sang Bon
 - (ii) Chiang Fong Tat

5. To re-appoint Messrs BDO having consented to act as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

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

6. **Re-appointment of Director pursuant to Section 129(6) of the Companies Act, 1965**

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' Shahbudin Bin Imam Mohamed be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting."

7. **Retention of Independent Director in accordance with the Malaysian Code of Corporate Governance 2012**

"THAT Datuk Ng Peng Hong @ Ng Peng Hay who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company."

8. **Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965**

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue not more than 10% of the issued and paid-up capital (excluding treasury shares, if any) of the Company at any time, upon such terms and conditions and for such purposes as the Directors in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force, and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof, and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted and issued on the Bursa Malaysia Securities Berhad."

9. **Proposed Renewal of Shareholders' Mandate to enable Bonia Corporation Berhad to purchase up to 10% of its issued and paid-up share capital ("Proposed Share Buy-Back")**

"THAT subject to all the applicable laws and regulations, the Directors be and are hereby authorised to purchase the ordinary shares of the Company of RM0.25 each through the stock exchange of Bursa Malaysia Securities Berhad at any time upon such terms and conditions as the Directors in their absolute discretion deem fit provided that the aggregate number of shares purchased (which are to be treated as treasury shares) does not exceed 10% of the issued and paid-up share capital of the Company, and the funds allocated for the purchase of shares shall not exceed its retained profits and/or share premium account for the time being.

THAT the Directors be and are hereby further authorised to deal with the treasury shares in their absolute discretion (which may be distributed as dividends, resold and/or cancelled).

THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company following the general meeting at which the Proposed Share Buy-Back was passed at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or the expiration of the period within which the next annual general meeting after that date is required by law to be held; or the revocation or variation by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.

AND THAT the Directors and/or any of them be and are hereby authorised to do all acts and things (including executing such documents as may be required) to give effect to the aforesaid share buy-back in the best interest of the Company."

Please refer to Explanatory Note 9

10. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of RRP Mandate")**

"THAT subject to all the applicable laws and regulations, approval be and is hereby given for the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Part B of the Company's Circular to Shareholders dated 28 October 2016, provided that such transactions are necessary for the day-to-day operations in the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public, and are not to the detriment of the minority shareholders of the Company.

THAT such approval shall continue to be in force until the conclusion of the next annual general meeting of the Company following the general meeting at which the Proposed Renewal of RRP Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed, or the expiration of the

period within which the next annual general meeting after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or the revocation or variation by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution."

11. To transact any other ordinary business for which due notice has been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of shareholders at the Twenty-Fifth Annual General Meeting of the Company to be held on Tuesday, 22 November 2016 at 2.00 p.m. the Final Dividend of 5% under single tier system in respect of the financial year ended 30 June 2016 will be paid on 15 December 2016 to the shareholders whose names appear in the Record of Depositors on 30 November 2016.

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

- (i) shares transferred into the Depositor's Securities Account before 4.00 p.m. on 30 November 2016 in respect of ordinary transfers; and
- (ii) shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

CHONG CHIN LOOK (MIA 8043)

CHOK KWEE WAH (MACS 00550)

TAN KEAN WAI (MAICSA 7056310)

Company Secretaries

28 October 2016
Kuala Lumpur

Notes:

1. Only a depositor whose name appears on the Record of Depositors as at 15 November 2016 shall be entitled to attend and vote at the meeting as well as for appointment of proxies (if any) to attend and vote on his stead.
2. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar of Companies, and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. The instrument appointing a proxy or be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. A member shall not, subject to Paragraphs (5) and (6) below, be entitled to appoint more than 2 proxies to attend and vote at the same meeting. Where a member appoints more than 1 proxy to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
5. Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of 2 proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
6. Where a member is an exempt authorised nominee (EAN) as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds. The appointment of 2 or more proxies in respect of any particular omnibus account shall be invalid unless the EAN specifies the proportion of its shareholding to be represented by each proxy.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the Office of the Company at 17-1, Plaza Danau Desa 2, Jalan 4/109F, Taman Danau Desa, Off Jalan Kelang Lama, 58100 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than 48 hours before the time for holding the meeting or any adjournment thereof.

Explanatory Notes:

1. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by poll.
2. Item 1 of the Agenda - This item is meant for discussion only as pursuant to Section 169(1) of the Companies Act, 1965, it does not require shareholders' approval for the Annual Financial Statements. Henceforth, this item is not put forward for voting.
3. Items 6 & 7 of the Agenda - The resolutions, if approved, will authorise the continuity in office of the respective Directors. An annual assessment on the effectiveness of each Director (including the independence of Independent Non-Executive Directors) has been undertaken for the financial year ended 30 June 2016 and the result was satisfactory to the Board.
4. The passing of Ordinary Resolution 6 will require not less than three-fourth (3/4) of the total number of the meeting and voting.
5. Item 8 of the Agenda - The resolution, if approved, will renew the existing mandate granted by the shareholders of the Company under Section 132D of the Companies Act, 1965 at the preceding annual general meeting held on 25 November 2015, and to empower the Directors to issue up to 10% of the issued and paid-up share capital (excluding treasury shares) of the Company from time to time for such purposes as the Directors consider would be in the best interest of the Company. This is to provide flexibility and avoid any delay and cost in convening a general meeting for such issuance of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding current or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or so forth. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier.
6. As at the date of this Notice, no new shares in the Company were issued pursuant to the existing mandate which will lapse at the conclusion of the forthcoming annual general meeting.
7. Items 9 & 10 of the Agenda - The details of the proposals are set out in Parts A and B of the Circular to Shareholders dated 28 October 2016, which is despatched together with the Company's Annual Report 2016.