

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of AWC BERHAD ("the Company") will be held at Ballroom I & II, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 28 November 2016 at 9.30 a.m. to transact the following businesses:-

A G E N D A

As Ordinary Business :

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| 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 NOTE I |
| 2. To approve the payment of Directors' fees for the financial year ended 30 June 2016. | ORDINARY RESOLUTION 1 |
| 3. To approve the payment of a Final Single-Tier Dividend of 1.0 sen per ordinary share for the financial year ended 30 June 2016. | ORDINARY RESOLUTION 2 |
| 4. To re-elect Mr. N Chanthiran A/L Nagappan as Director who retires by rotation in accordance with Article 103 of the Company's Articles of Association. | ORDINARY RESOLUTION 3 |
| 5. To re-appoint Messrs. Morison Anuarul Azizan Chew as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. | ORDINARY RESOLUTION 4 |

As Special Business :

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

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| 6. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR - DATO' SULAIMAN BIN MOHD YUSOF
"THAT approval be and is hereby given to Dato' Sulaiman Bin Mohd Yusof who would have served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years on 9 January 2017, to continue to act as an Independent Non-Executive Director of the Company pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012." | ORDINARY RESOLUTION 5 |
| 7. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR - N. CHANTHIRAN A/L NAGAPPAN
"THAT subject to the passing of Ordinary Resolution 3, approval be and is hereby given to Mr. N Chanthiran A/L Nagappan who would have served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years on 9 January 2017, to continue to act as an Independent Non-Executive Director of the Company pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012." | ORDINARY RESOLUTION 6 |
| 8. GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965
"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." | ORDINARY RESOLUTION 7 |
| 9. RENEWAL OF THE AUTHORITY FOR THE SHARE BUY-BACK BY THE COMPANY ("PROPOSED RENEWAL")
"THAT, subject always to the Companies Act, 1965 ("Act"), the provisions of the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the extent permitted by the law, to buy-back and/or hold such amount of ordinary shares of RM0.30 each in the Company ("Shares") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions for such purposes as the Directors may deem fit and expedient in the interest of the Company provided that:- <ol style="list-style-type: none"> i. the aggregate number of Shares which may be purchased and/or held as treasury shares does not exceed 10% of the total issued and paid up share capital of the Company; ii. the maximum amount to be allocated for the share buy-back shall not exceed the retained profits and the share premium account of the Company; and iii. the Shares purchased are to be treated in any of the following manner:- <ol style="list-style-type: none"> a. cancel all or part of the purchased Shares; and/or b. retain all or part of the purchased Shares as treasury shares; and/or c. resell the treasury shares on Bursa Securities; and/or d. distribute the treasury shares as share dividends to the shareholders of the Company for the time being. | ORDINARY RESOLUTION 8 |

AND THAT the authority conferred by this resolution shall commence upon the passing of this resolution until:-

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| <ol style="list-style-type: none"> i. the conclusion of the next Annual General Meeting ("AGM") of the Company, unless by an ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or ii. the expiration of the period within which the next AGM after that date is required by law to be held; or iii. revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting of the Company, whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company of the Shares before the aforesaid expiry date and made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any other relevant government and/or regulatory authorities; AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Proposed Renewal with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the said Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the Shares." | SPECIAL RESOLUTION 1 |
| 10. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY
"THAT the proposed amendments to the Articles of Association of the Company as set out in the "Appendix A" annexed to the Company's Annual Report for the financial year ended 30 June 2016 be and are hereby approved and adopted AND THAT the Directors and/or Secretaries of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company." | SPECIAL RESOLUTION 1 |
| 11. To transact any other business of which due notice shall have been given in accordance with the Act. | |

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that a Final Single-Tier Dividend of 1.0 sen per ordinary share in respect of the financial year ended 30 June 2016, if approved by the shareholders at the Fifteenth Annual General Meeting of the Company, will be paid on 10 January 2017 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 16 December 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 16 December 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

TEA SOR HUA (MACS 01324)
YONG YEN LING (MAICSA 7044771)
 Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
 28 October 2016

Notes:

- i. The Agenda No. (1) is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require formal approval of shareholders. Hence, Agenda No. (1) is not put forward for voting.
- ii. A member of the Company who is entitled to attend and vote at the Fifteenth Annual General Meeting ("Meeting") is entitled to appoint up to two (2) proxies to attend and vote at the Meeting. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- iii. A proxy may but need not be a member of the Company and the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
- iv. The instrument appointing a proxy shall 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 the seal or under the hand of an officer or attorney duly authorised.
- v. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
- vi. 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.
- vii. To be valid, the instrument appointing a proxy must be deposited at the registered office of the Company situated at Third Floor, No. 79 (Room A), Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll.
- viii. For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 66(c) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 21 November 2016. Only members whose name appears in the Record of Depositors as at 21 November 2016 shall be entitled to attend the Meeting and to speak and vote thereat.

EXPLANATORY NOTES TO SPECIAL BUSINESS

1. Items 6 and 7 of the Agenda

The Nomination Committee of the Company has assessed the independence of Dato' Sulaiman Bin Mohd Yusof and Mr. N Chanthiran A/L Nagappan respectively, both of whom would have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years on 9 January 2017, and recommended them to continue to act as Independent Non-Executive Directors of the Company. The justifications are stated in the Corporate Governance Statement of the Annual Report for the financial year ended 30 June 2016.

2. Item 8 of the Agenda

The Ordinary Resolution 7 proposed under item 8 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965. The Ordinary Resolution, if passed, will give the Directors of the Company from the date of the above meeting, authority to allot and issue ordinary shares of up to ten per cent (10%) of the issued and paid up capital of the Company at that point in time. The new shares to be issued would be issued from the unissued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. The authority will, unless revoked or varied by the Company in General Meeting, expire at the next AGM. This general mandate will provide flexibility to the Company for allotment of shares 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(s).

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Fourteenth AGM held on 23 November 2015 which will lapse at the conclusion of the Fifteenth AGM.

3. Item 9 of the Agenda

The Ordinary Resolution 8 proposed under item 9 of the Agenda is to renew the shareholders' mandate for the share buy-back by the Company and will empower the Directors to buy-back and/or hold up to a maximum of 10% of the Company's issued and paid-up share capital at any point of time, by utilising the amount allocated which shall not exceed the total retained profits and/or share premium account of the Company. This authority unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company, or the expiration of period within which the next AGM is required by law to be held, whichever is earlier.

Please refer to the Share Buy Back Statement to Shareholders dated 28 October 2016 for further details.

4. Item 10 of the Agenda

The Special Resolution 1 proposed under item 10 of the Agenda is to streamline the Company's Articles of Association with the recent amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.