

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of A-Rank Berhad ("the Company") will be held at Ujong Pandang Resort, Stafffield Country Resort, Batu 13, Jalan Seremban-Kuala Lumpur (Country Road), 71700 Mantin, Negeri Sembilan Darul Khusus on Wednesday, 7 December 2016 at 10.00 a.m. for the following purposes:

**AGENDA**

- To receive the Audited Financial Statements for the financial year ended 31 July 2016 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of the first and final single tier dividend of 3.00 sen per ordinary share of RM0.50 each in respect of the financial year ended 31 July 2016.
- To approve the payment of Directors' Fees for the financial year ended 31 July 2016.
- To re-elect the following Directors who retire in accordance with Article 112 of the Company's Articles of Association:
  - Dato' Shahrir Bin Abdul Jalil [Please see Note 3]
  - Mr Tan Wan Lay
- To re-elect Datuk Leow Chong Howa, the Director who retires in accordance with Article 117 of the Company's Articles of Association.
- To re-appoint Messrs BDO as Auditors of the Company and to authorise the Directors to fix their remuneration.

**AS SPECIAL BUSINESS**

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

**7. Ordinary resolutions**

**Continuance in Office as Independent Non-Executive Directors**

[Please see Note 4]

(Resolution 7)

"THAT, subject to the passing of Resolution 3, approval be and is hereby given for Dato' Shahrir Bin Abdul Jalil 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 8)

"THAT approval be and is hereby given for Tuan Haji Ahmed Azhar Bin Abdullah 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 9)

"THAT approval be and is hereby given for Dr Leong Chik Weng 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 10)

"THAT approval be and is hereby given for Mr Wong Tze Kai who has served as an Independent Non-Executive Director of the Company since 19 September 2008 and will reach the nine (9) years term on 18 September 2017, to continue to act as an Independent Non-Executive Director of the Company."

**8. Ordinary resolution**

**Authority to Allot and Issue Shares in General Pursuant to Section 132D of the Companies Act, 1965**

[Please see Note 5]

(Resolution 11)

"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and 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 purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up 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 authority shall continue in force until the conclusion of the next Annual General Meeting of the Company unless revoked or varied by the Company at a general meeting."

**9. Ordinary resolution**

**Proposed Renewal of Shareholders' Mandate for the Company and/or its Subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature**

[Please see Note 6]

(Resolution 12)

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.2 of the Circular to Shareholders dated 10 November 2016, provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed RRPT Mandate").

THAT the Proposed RRPT Mandate shall only continue to be in full force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall 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 of the Company in a general meeting,

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed RRPT Mandate."

**10. Special resolution**

**Proposed Amendments to the Articles of Association of the Company**

[Please see Note 7]

(Resolution 13)

"THAT the amendments to the Articles of Association of the Company ("Proposed Amendments") as set out below be and are hereby approved:

Article No.	Existing Provision	Amended Provision
To amend Article 143	The Directors shall from time to time in accordance with the provisions of the Act and Rules of the Stock Exchange cause to be prepared and to be laid before the Company in general meeting such income statement, balance sheet, group accounts (if any) and reports as may be necessary. The interval between the close of a financial year of the Company and the issue of the annual financial statements, the directors' and auditors' reports shall not exceed four (4) months.	The Directors shall from time to time in accordance with the provisions of the Act and Rules of the Stock Exchange cause to be prepared and to be laid before the Company in general meeting such income statement, balance sheet, group accounts (if any) and reports as may be necessary.
To amend Article 144	A copy of every balance sheet and profit and loss account which is to be laid before the Company in general meeting (including every document required by law to be annexed thereto) together with a copy of the Auditors' report relating thereto and of the Directors' report shall not more than six (6) months after the close of the financial year and not less than twenty one (21) days before the date of the meeting be sent to every Member of, and every holder of debenture of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles. Provided that this Article shall not require a copy of these documents to be sent to any person whose address the Company is not aware of but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application to the office.	A copy of every balance sheet and profit and loss account which is to be laid before the Company in general meeting (including every document required by law to be annexed thereto) together with a copy of the Auditors' report relating thereto and of the Directors' report shall not less than twenty one (21) days before the date of the meeting be sent to every Member of, and every holder of debenture of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles. Provided that this Article shall not require a copy of these documents to be sent to any person whose address the Company is not aware of but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application to the office.

AND THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by the relevant authorities."

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

**BY ORDER OF THE BOARD**

**NG BEE LIAN (MAICSA 7041392)**  
**WONG WAU FOONG (MAICSA 7001358)**  
**YAP SIT LEE (MAICSA 7028098)**  
 Company Secretaries

Seremban  
 10 November 2016

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the Annual General Meeting to be held on 7 December 2016, the first and final single tier dividend of 3.00 sen per ordinary share of RM0.50 each in respect of the financial year ended 31 July 2016 will be paid on 21 December 2016 to Depositors whose names appear in the Record of Depositors on 8 December 2016.

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

- shares transferred into the depositor's securities account before 4.00 p.m. on 8 December 2016 in respect of ordinary transfers; and
- shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

**Notes:**

**1. APPOINTMENT OF PROXY**

- A proxy need not be a member of the Company. There is no restriction as to the qualification of the proxy and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak in the meeting.
- A member of the Company who is entitled to attend and vote at the meeting shall not appoint more than two (2) proxies to attend at the same meeting except where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- Where a member or the authorised nominee appoints two (2) proxies or where an exempt authorised nominee appoints two (2) or more proxies, the proxies shall not be valid unless the member specifies the proportion of shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation under its common seal, or the hand of its attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Company's Registered Office at Chamber E, Lian Seng Courts, No. 275, Jalan Haruan 1, Oakland Industrial Park, 70200 Seremban, Negeri Sembilan Darul Khusus not less than 48 hours before the time appointed for holding the Meeting or at any adjournment thereof.
- Only members whose names appear in the Record of Depositors as at 30 November 2016 will be entitled to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on their behalf.

**2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 JULY 2016**

The Audited Financial Statements is meant for discussion only as approval from shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this item on the Agenda is not put forward for voting by shareholders of the Company.

**3. RE-ELECTION OF INDEPENDENT DIRECTOR**

In line with the Recommendation 3.1 of the Malaysian Code on Corporate Governance 2012, the Nomination Committee and the Board of Directors had undertaken an annual assessment on the independence of Dato' Shahrir Bin Abdul Jalil who is seeking for re-election pursuant to the Articles of Association of the Company, at the forthcoming Annual General Meeting. The annual assessment had been disclosed in the Corporate Governance Statement of the Company's Annual Report 2016.

**EXPLANATORY NOTES TO SPECIAL BUSINESS**

**4. CONTINUANCE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**

Pursuant to the Malaysian Code on Corporate Governance 2012, it is recommended that approval of shareholders be sought in the event the Company intends to retain an Independent Director who has served in that capacity for more than/almost nine (9) years.

The Nomination Committee and the Board had assessed the independence of Dato' Shahrir Bin Abdul Jalil, Tuan Haji Ahmed Azhar Bin Abdullah, Dr Leong Chik Weng and Mr Wong Tze Kai and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:

- they have fulfilled the criteria under the definition on Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") and, therefore, are able to bring independent and objective judgment to the Board;
- their experiences in the legal and/or financial matters, business and other relevant sectors enable them to provide the Board, as the case may be, with pertinent expertise, skills and competence;
- they have been with the Group for many years and therefore understand the Group's business operations which enable them to contribute actively and effectively during deliberations or discussions at Board meetings;
- they provided effective check and balance in the proceeding of the Board and the Board Committees; and
- they had met with the attendance requirements for Board Meetings pursuant to the Listing Requirements. During the financial year under review, they had each attended all the Board meetings held. They exhibited high commitment and devoted sufficient time and testifies to their dedication in discharging the responsibilities as Independent Non-Executive Directors of the Company.

The proposed Resolution 7, Resolution 8, Resolution 9 and Resolution 10, if passed, will enable Dato' Shahrir Bin Abdul Jalil, Tuan Haji Ahmed Azhar Bin Abdullah, Dr Leong Chik Weng and Mr Wong Tze Kai to continue to act as Independent Non-Executive Directors of the Company.

**5. AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

The proposed Resolution 11 is the renewal of the mandate obtained from the members at the last Annual General Meeting. As at the date of this Notice, the Company did not allot and issue any shares pursuant to the mandate granted to the Directors at the previous Annual General Meeting held on 8 December 2015 as there were no requirements for such fund raising activities.

The proposed Resolution 11, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s) at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

**6. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The proposed Resolution 12, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms which are not detrimental to the interest of the minority shareholders.

Please refer to the Circular to Shareholders dated 10 November 2016 for further information.

**7. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENTS")**

The proposed Resolution 13, if passed, will approve the amendments to the Articles of Association of the Company. The Proposed Amendments are to align the Company's Articles of Association with Listing Requirements.