



SASBADI

SASBADI HOLDINGS BERHAD

(Company No.: 1022660-T)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting of Sasbadi Holdings Berhad will be held at The Greens III Function Room, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 19 January 2017 at 10.00 a.m. to transact the following business:-

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 August 2016 and the Reports of Directors and Auditors thereon.
- To approve the payment of a final single tier dividend of 1.25 sen per ordinary share of RM0.25 each for the financial year ended 31 August 2016. **Resolution 1**
- To approve the payment of a sum of not exceeding RM700,000.00 as total Directors' Fees for the financial year ending 31 August 2017. **Resolution 2**
- To re-elect the following Directors who are retiring by rotation pursuant to Article 84 of the Company's Articles of Association:-
 - Dato' Salleh Bin Mohd Husein **Resolution 3**
 - Dato' Noor Rezan Binti Hashim **Resolution 4**
 - Mr Law King Hui **Resolution 5**
- To re-elect Ms Law Yi Chian as Director, who is retiring by casual vacancy pursuant to Article 87 of the Company's Articles of Association. **Resolution 6**
- To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

SPECIAL BUSINESS

To consider and if deemed fit, with or without any modification(s), to pass the following Ordinary Resolutions:-

- AUTHORITY FOR DIRECTORS TO ISSUE SHARES** **Resolution 8**
 "THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental and/or regulatory authorities (if any), the Directors be and are hereby empowered to issue new shares in the Company at any time, to such person or persons, 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 percent (10%) of the nominal value of the total issued and paid-up share capital of the Company at the time of issue AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."
- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY** **Resolution 9**
 "That subject to the provisions of the Companies Act, 1965 ("the Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of RM0.25 each in the share capital of the Company as may be determined by the Directors of the Company from time to time through Bursa Securities, upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:-

- the aggregate number of shares purchased does not exceed ten percent (10%) of the issued and paid-up share capital of the Company ("Purchased Shares") at any point in time;
- the maximum amount of funds to be allocated by the Company for the purposes of purchasing the Purchased Shares shall not exceed the aggregate amount of the retained earnings and share premium of the Company at the time of purchase;
- the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:-
 - the conclusion of the next AGM of the Company at which time the authority shall lapse unless it is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting; whichever occurs first,
- upon completion of the purchase by the Company of the Purchased Shares, the Directors of the Company be and are hereby empowered to deal with Purchased Shares in the following manner:-
 - cancel the Purchased Shares;
 - retain the Purchased Shares as treasury shares;
 - retain part of the Purchased Shares as treasury shares and cancel the remainder;
 - distribute the treasury shares as share dividends to the shareholders;
 - resell the treasury shares on Bursa Securities; or
 - any combination of the above (i), (ii), (iii), (iv) and (v).

AND THAT the Directors of the Company be and are hereby authorised to take all such steps and to do all acts and things as may be required (including executing all documents) to give full effect to the purchase of the Company's own shares, with full power to assent to any conditions, variations, modifications, and/or amendments in any manner as may be required or permitted by any relevant authorities or as may be deemed necessary by the Board of Directors and in the best interests of the Company."

- 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.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

FURTHER NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders at the Fourth Annual General Meeting to be held on Thursday, 19 January 2017, a final single tier dividend of 1.25 sen per ordinary share of RM0.25 each for the financial year ended 31 August 2016 will be payable on 22 February 2017 to Depositors registered in the Record of Depositors on 31 January 2017.

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 31 January 2017 in respect of ordinary transfer; and
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board
SASBADI HOLDINGS BERHAD

TAN FONG SHIAN (MAICSA 7036158)
LIM FEI CHIA (MAICSA 1036158)

Secretaries

Kuala Lumpur
28 December 2016

Notes:

- A member may appoint up to two (2) proxies to attend and vote instead of him/her at the meeting. If the member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy. A proxy may but need not be a member of the Company and the provisions of Section 149(1) of the Companies Act, 1965 shall not apply to the Company.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint up to two (2) proxies in respect of each securities account it holds with 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 as defined under the Securities Industry (Central Depositories) Act 1991 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.
- Only a depositor whose name appears in the Company's Record of Depositors as at 12 January 2017 shall be regarded as a member and entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend and vote on his/her behalf.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of 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.
- The original instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notationally certified copy of that power or authority shall be deposited at the Registered Office of the Company at Suite 11.1A, Level 11, Menara Weld, 76 Jalan Raja Chulan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting.
- The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us or our agents your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and/or authorisation of all persons whose personal data you have disclosed and/or processed, in connection with the foregoing.

EXPLANATORY NOTES

Ordinary Resolution 2

There is no increase in the Directors' Fees for the financial year ending 31 August 2017.

Ordinary Resolution 8

The proposed Ordinary Resolution 8, if passed, will renew the authority given to the Directors of the Company to allot and issue new shares in the Company pursuant to Section 132D of the Companies Act, 1965 ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the nominal value of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the nominal value of the total issued share capital of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The purpose to seek the General Mandate is to enable the Company to raise funds expeditiously for the purpose of funding future investment project(s), working capital, repayment of borrowings and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.

The Company did not issue any new shares pursuant to Section 132D of the Companies Act, 1965 under the general mandate which was approved at the Third AGM of the Company held on 18 February 2016.

Ordinary Resolution 9

The proposed Ordinary Resolution 9, if passed, will renew the authority given to the Directors to purchase ordinary shares of RM0.25 each in the Company of not exceeding 10% of the existing issued and paid-up share capital of the Company through Bursa Securities in accordance with the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company and the requirements of Bursa Securities. This authority unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

Details on the proposal contained under Ordinary Resolution 9 above are set out in the Statement to Shareholders in relation to Proposed Renewal of Share Buy-Back Authority dated 28 December 2016.