

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting of **Permaju Industries Berhad** will be held at the Cempaka Room, 2nd Level, Hyatt Regency Kinabalu, Jalan Datuk Salleh Sulong, 88991 Kota Kinabalu, Sabah on Friday, 9 June 2017 at 10.00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A**

AS ORDINARY BUSINESS

2. To approve the payment of Directors' fees of RM300,000 for the financial year ended 31 December 2016. (Resolution 1)
3. To approve the payment of Directors' fees of RM300,000 for the financial year ending 31 December 2017. (Resolution 2)
4. To re-elect the following Directors who retire in accordance with Article 88 of the Company's Articles of Association:-
Chai Woon Yun (Resolution 3)
Chang Yew Kwong (Resolution 4)
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to determine their remuneration. (Resolution 5)

AS SPECIAL BUSINESS

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

Ordinary Resolution

6. **Authority to continue in office as an Independent Non-Executive Director** (Resolution 6)
"THAT authority be and is hereby given to Brig. General (Ret.) Datuk Muhamad Yasin bin Yahya who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years to continue to act as an Independent Non-Executive Director of the Company."
7. To transact any other business of the Company of which due notice shall have been received.

By Order of the Board

MOLLY GUNN CHIT GEOK (MAICSA 0673097)

THAYAPARAN A/L M. RASIAH (LS 004642)

LIM CHOO TAN (LS 0008888)

Company Secretaries

Kota Kinabalu, Sabah

Date: 28 April 2017

Note A

This Agenda item is meant for discussion only as the provision of Section 244(2)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence is not put forward for voting.

NOTES

1. A member entitled to attend and vote at the Annual General Meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his/her stead at the same meeting. A proxy need not be a member of the Company and if not a member he/she need not be a qualified legal practitioner, an approved company auditor or a person approved by the Registrar.
2. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.
3. 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.
4. In the case of a corporate member, the instrument appointing a proxy must be executed either under its Common Seal or under the hand of its attorney duly authorised.
5. To be valid, the instrument appointing a proxy must be duly completed and deposited at the Registered Office of the Company at Lot 95, Ground Floor Room 1, DBKK No. K-4, Lorong Plaza Permai 2, Alamesra, Sulaman Coastal Highway, 88400 Kota Kinabalu, Sabah not less than forty-eight (48) hours before the time set for holding the Annual General Meeting or any adjournment thereof.
6. Only members registered in the Record of Depositors as at 1 June 2017 shall be eligible to attend the meeting or appoint proxies and vote on their behalf.

EXPLANATORY NOTES ON SPECIAL BUSINESS**1. Resolution 6 - Authority to continue in office as an Independent Non-Executive Director**

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Brig. General (Ret.) Datuk Muhamad Yasin bin Yahya who has served as an Independent Non-Executive Director for a cumulative term of more than nine years. Brig. General (Ret.) Datuk Muhamad Yasin bin Yahya has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and the Board recommended that the approval of the shareholders be sought to re-appoint him as an Independent Non-Executive Director of the Company in view of his vast experience and contributions he can bring to the Board.