



**BCM ALLIANCE BERHAD** (1135238-U)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Second (2nd) Annual General Meeting of BCM ALLIANCE BERHAD ("BCM Alliance" or the "Group") will be held at Tioman Room, 1st Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Monday, 22 May 2017 at 9.00 a.m. for the purpose of transacting the following businesses:

- 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 Explanatory Note 1)*
- To approve the payment of Directors' fees of RM154,000.00 for the financial year ended 31 December 2016. *Ordinary Resolution 1*
- To approve the payment of Directors' fees and other benefits payable of up to RM200,000.00 to the directors of the Company for the financial year ending 31 December 2017. *Ordinary Resolution 2*
- To re-elect the following Directors who are retiring pursuant to the Company's Articles of Association:-
  - Datuk Chin Goo Chai (Article 95) *Ordinary Resolution 3*
  - Koh Lap Hing (Article 95) *Ordinary Resolution 4*
  - Liaw Chong Lin (Article 95) *Ordinary Resolution 5*
- To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. *Ordinary Resolution 6*

### SPECIAL BUSINESSES :-

To consider and, if thought fit, to pass the following Resolution:-

- Authority to Allot Shares Pursuant to Section 75 of the Companies Act, 2016** *Ordinary Resolution 7*

THAT subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental / regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Section 75 of the Act, to allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.
- To transact any other business of the Company for which due notice shall have been given.

By order of the Board,

Tan Tong Lang (MAICSA 7045482)  
Chong Voon Wah (MAICSA 7055003)  
Company Secretaries

Kuala Lumpur  
28 April 2017

### Notes

- A member entitled to attend and vote at the general meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
- Where a member appoints two (2) proxies, the appointment of such proxies shall not be valid unless the member specifies the proportion of his/her shareholding to be represented by each such proxy.
- Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A (1) of the Central Depositories Act 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or signed by attorney so authorised.
- The Form of Proxy must be deposited at the Company's Share Registrar Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur at least 48 hours before the time set for holding the meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend the Second (2nd) Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd Pursuant to Article 55 of the Company's Memorandum and Articles of Association to issue a General Meeting Record of Depositors as at 15 May 2017. Only members whose name appears on the Record of Depositors as at 15 May 2017 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

### EXPLANATORY NOTES

#### 1. Audited Financial Statements for the Financial Year Ended 31 December 2016

The Agenda No. 1 is meant for discussion only as Section 340(1) (a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

#### 2. Ordinary Resolution 7: Authority to Allot Shares Pursuant to Section 75 of the Companies Act, 2016

The Ordinary Resolution 7, if passed, is a renewal of general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting will expire at the next Annual General Meeting.

The general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/ or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.

As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the First (1st) Annual General Meeting held on 30 June 2016 and which will lapse at the conclusion of the Second (2nd) Annual General Meeting.