

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Thirteenth Annual General Meeting of **TEX CYCLE TECHNOLOGY (M) BERHAD** (Company No.: 642619-P) will be held at Kota Permai Golf and Country Club, Room Danau 3, No.1, Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan on Friday, 26 May 2017 at 10.00 a.m. for the following purposes:

**ORDINARY BUSINESS:**

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| <ol style="list-style-type: none"> <li>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.</li> <li>2. To approve the payment of Directors' fees for the financial year ended 31 December 2016.</li> <li>3. To approve the payment of Directors' fees for the financial year ending 31 December 2017.</li> <li>4. To approve the payment of Directors' remuneration (excluding Directors' fees) to the Executive Director for the financial year ending 31 December 2017.</li> <li>5. To re-elect the following Directors who are retiring under Article 80 of the Company's Articles of Association:<br/>                 En. Razali Bin Jantan<br/>                 Mr. Ho Siew Cheong</li> <li>6. To re-appoint Messrs. Deloitte PLT (formerly known as Deloitte) as the Company's Auditors for the financial year ending 31 December 2017 and to authorise the Board of Directors to fix their remuneration.</li> </ol> | <p><b>Please refer to Note B on this agenda</b></p> <p><b>Resolution 1</b></p> <p><b>Resolution 2</b></p> <p><b>Resolution 3</b></p><br><p><b>Resolution 4</b></p> <p><b>Resolution 5</b></p> <p><b>Resolution 6</b></p> |
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**SPECIAL BUSINESS:**

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| <ol style="list-style-type: none"> <li>7. To consider and, if thought fit, pass with or without modifications, the following Ordinary Resolutions:                 <ol style="list-style-type: none"> <li>(a) <b>Ordinary Resolution 1</b><br/>                     • <b>Authority to Directors to issue and allot shares in the Company pursuant to Section 76 of the Companies Act, 2016</b><br/>                     "THAT, subject to the Companies Act, 2016, the Articles of Association of the Company and the approval from the relevant authorities, where such approval is necessary, the Directors be and are hereby authorised, pursuant to Section 76 of the Companies Act, 2016, to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed 10% of the issued share capital of the Company (excluding treasury shares) for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued."</li> <li>(b) <b>Ordinary Resolution 2</b><br/>                     • <b>Retention of Razali Bin Jantan as Independent Non-Executive Director</b><br/>                     "THAT Enick Razali Bin Jantan who has served as an Independent Non-Executive Director for a cumulative term of more than 9 years be and is hereby retained as an Independent Non-Executive Director until the conclusion of the next Annual General Meeting."</li> <li>(c) <b>Ordinary Resolution 3</b><br/>                     • <b>Retention of Ravindran A/L Markandu as Independent Non-Executive Director</b><br/>                     "THAT Mr. Ravindran A/L Markandu who has served as an Independent Non-Executive Director for a cumulative term of more than 9 years be and is hereby retained as an Independent Non-Executive Director until the conclusion of the next Annual General Meeting."</li> <li>(d) <b>Ordinary Resolution 4</b><br/>                     • <b>Proposed Renewal of Shareholders' Mandate for Share Buy-Back</b><br/>                     "THAT subject to the Companies Act, 2016, the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to purchase and/or hold up to ten percent (10%) of the issued and paid-up share capital of the Company ("Proposed Share Buy-Back") 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 of the Company may deem fit and expedient in the best interest of the Company and an amount not exceeding the retained profits and share premium reserves of the Company, be allocated by the Company for the Proposed Share Buy-Back. The retained profits of the Company stood at RM 27,122 for the financial year ended 31 December 2016.<br/>                     AND THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to cancel such shares or retain such shares as the Treasury Shares or a combination of both. The Directors of the Company are further authorised to resell the Treasury Shares on Bursa Securities or distribute the Treasury Shares as dividends to the shareholders of the Company or subsequently cancel the Treasury Shares or any combination of the three.<br/>                     AND FURTHER THAT the Directors of the Company be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:<br/>                     (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the authority shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or<br/>                     (b) the expiration of the period within which the next AGM is required by law to be held; or<br/>                     (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps are necessary and/or to do all such acts and things as the Directors of the Company deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities."</li> </ol> </li> </ol> | <p><b>Resolution 7</b></p><br><p><b>Resolution 8</b></p><br><p><b>Resolution 9</b></p><br><p><b>Resolution 10</b></p> |
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**ANY OTHER BUSINESS:**

8. To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

**BY ORDER OF THE BOARD**

**TEX CYCLE TECHNOLOGY (M) BERHAD**  
**WONG YOUN KIM (MAICSA 7018778)**

Company Secretary  
 Selangor Darul Ehsan  
 28 April 2017

**Notes:**

**A. APPOINTMENT OF PROXY**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy(ies) to attend and vote on his/her behalf.
2. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of a Company shall have the same rights as the member to speak at the meeting.
3. A member may appoint more than one (1) proxy to attend the same meeting. Where a member appoints two (2) or more proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
5. The Form of Proxy shall be signed by the appointor or his/her attorney duly authorised in writing or, if the member is a corporation, it must be executed under its common seal or by its duly authorised attorney or officers.
6. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.

**B. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016**

The Audited Financial Statements under Agenda 1 are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 for discussion only as the approval of shareholders is not required. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

**C. EXPLANATORY NOTES ON SPECIAL BUSINESS**

**Resolution 7 – Authority for Directors to issue and allot shares in the Company pursuant to Section 76 of the Companies Act, 2016**

The proposed Resolution 7 under item 7(a) of the Agenda, if passed, from the date of the above Annual General Meeting, will empower the Directors of the Company, with the authority to allot and issue shares in the Company up to an amount not exceeding 10% of the issued capital of the Company (excluding treasury shares) for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

The general mandate sought to grant authority to Directors to allot and issue shares is a renewal of the mandate that was approved by the shareholders at the Twelfth Annual General Meeting held on 11 May 2016. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

Up to the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Twelfth Annual General Meeting because there was no need for any fund raising activity for the purpose of investment, acquisition or working capital.

**Resolutions 8 and 9 – Retention of Independent Non-Executive Director**

Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 recommends that shareholders' approval must be sought in the event that the Company intends to retain the Independent Non-Executive Director who has served in that capacity more than 9 years.

The Nominating Committee had at the annual assessment assessed the independence of Enick Razali Bin Jantan who has served more than 9 years, and was of the view that he had remained objective and independent in expressing his views and in participating in deliberations and decision making of the Board and Board Committees. His length of service on the Board does not in any way interfere with his exercise of independent judgement and ability to act in the best interests of the Company. In addition, Enick Razali Bin Jantan had confirmed and declared in writing that he is an Independent Director and that he has satisfied all the criteria of an Independent Director set out in Rule 1.01 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board has therefore recommended that the approval of the shareholders be sought to re-appoint Enick Razali Bin Jantan as Independent Non-Executive Director.

The Nominating Committee had also at the annual assessment assessed the independence of Mr. Ravindran A/L Markandu who has also served more than 9 years, and was of the view that he had remained objective and independent in expressing his views and in participating in deliberations and decision making of the Board and Board Committees. His length of service on the Board does not in any way interfere with his exercise of independent judgement and ability to act in the best interests of the Company. In addition, Mr. Ravindran A/L Markandu had confirmed and declared in writing that he is an Independent Director and that he has satisfied all the criteria of an Independent Director set out in Rule 1.01 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board has therefore recommended that the approval of the shareholders be sought to re-appoint Mr. Ravindran A/L Markandu as Independent Non-Executive Director.

**Resolution 10 – Proposed Renewal of Shareholders' Mandate for Share Buy-Back**

Resolution 10 proposed under item 7(d), is to seek the authority for the Company to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company on Bursa Malaysia Securities Berhad. For further information on the Proposed Shareholders' Mandate for Share Buy-Back, please refer to the Statement in relation to Proposed Renewal of Authority to Purchase Its Own Shares by the Company as contained in pages 130 to 137 of the Company's 2016 Annual Report.

**D. GENERAL MEETING RECORD OF DEPOSITORS**

For the purpose of determining whether a member is entitled to attend this meeting, the Company shall be requesting from Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 55(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 22 May 2017. Only members whose names appear in the Record of Depositors as at 22 May 2017 will be entitled to attend, speak and vote at the Meeting.