



BOILERMECH
BOILERMECH HOLDINGS BERHAD (897694-T)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventh Annual General Meeting of the Company will be held at Throne, Empire Hotel Subang, Empire Subang, Jalan SS16/1, 47500 Subang Jaya, Selangor Darul Ehsan on Wednesday, 23 August 2017 at 10.00 a.m.

AGENDA

As Ordinary Business

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| 1. To receive the Statutory Financial Statements for the financial year ended 31 March 2017 together with the Reports of the Directors and Auditors thereon. | Refer to Explanatory Note 1 |
| 2. To approve the payment of Directors' fees and benefits (comprising meeting allowances) to the Non-Executive Directors ("NED") of the Company for the financial year ending 31 March 2018, i.e. from 1 April 2017 until the next Annual General Meeting of the Company:-
(a) Directors' fees amounting to RM32,000 and SGD2,500 per month.
(b) Meeting allowance of RM1,500 per Malaysian NED and SGD1,600 per Singaporean NED per meeting day. | Refer to Explanatory Note 2

Resolution 1
Resolution 2 |
| 3. To re-elect the following directors who retire pursuant to Article 78 of the Company's Articles of Association and being eligible offer themselves for re-election:
(a) Gan Chih Soon
(b) Ho Cheok Yuen
(c) Adrian Chair Yong Huang | Resolution 3
Resolution 4
Resolution 5 |
| 4. To approve the payment of a final single tier dividend of 1.50 sen per ordinary share amounting to RM7,740,000 for the financial year ended 31 March 2017. | Resolution 6 |
| 5. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 7 |

As Special Business

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

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| 6. Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016
"THAT, subject to the Companies Act 2016, the Articles of Association of the Company and the approvals from Bursa Malaysia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of the issued shares (excluding treasury shares) 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 Malaysia Securities Berhad AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." | Resolution 8
Refer to Explanatory Note 3 |
| 7. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
"THAT subject to the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and its subsidiary(ies) to enter into recurrent related party transactions of a revenue or trading nature with the related parties ("Recurrent Related Party Transactions") as set out in Section 2.2 of the Circular to the Shareholders dated 28 July 2017 ("the Circular"), subject further to the following:
(i) the Recurrent Related Party Transactions are entered into in the ordinary course of business on terms not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on arms' length basis and are not to the detriment of the minority shareholders of the Company;
(ii) the disclosure is made in the annual report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the shareholders' mandate during the financial year, amongst others, based on the following information:
(a) the type of Recurrent Related Party Transactions made; and
(b) the names of the related parties involved in each type of Recurrent Related Party Transaction made and their relationship with the Company;
(iii) the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in full force until:
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM, at which this shareholders' mandate will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
(b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by resolution passed by the shareholders in general meeting;
whichever is the earlier;
AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the Recurrent Related Party Transactions contemplated and/or authorised by this Ordinary Resolution;
AND THAT, the estimates given of the Recurrent Related Party Transactions specified in Section 2.2 of the Circular being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Section 2.4 of the Circular." | Resolution 9
Refer to Explanatory Note 4 |
| 8. To transact any other business for which due notice shall have been given. | |

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of Members at the Seventh Annual General Meeting of the Company to be held on 23 August 2017, a final single tier dividend of 1.50 sen per ordinary share for the financial year ended 31 March 2017, will be paid on 15 September 2017 to Depositors whose names appear in the Record of Depositors of the Company on 28 August 2017.

A Depositor shall qualify for entitlement only in respect of:

- (a) Securities transferred into the Depositor's securities account before 4:00 p.m. on 28 August 2017 in respect of ordinary transfers; and
- (b) Securities bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

TAN BEE HWEE (MAICSA 7021024)
WONG WAI FOONG (MAICSA 7001358)
ANGELINE NG SEK OI (MAICSA 7054606)
Company Secretaries

Date: 28 July 2017

NOTES:-

1. For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming Seventh Annual General Meeting of the Company, the Company shall be requesting the Record of Depositors as at 15 August 2017. Only a depositor whose name appears on the Record of Depositors as at 15 August 2017 shall be entitled to attend and vote at the meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
2. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a Member of the Company and a Member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy.
3. A Member may appoint not more than two (2) proxies to attend the same meeting. Where a Member of the Company is an authorised nominee as defined under The Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than 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.
4. Where a Member or the authorised nominee appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
5. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the 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 an exempt authorised nominee appoints two (2) or more proxies to attend and vote at the same meeting, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited by hand at or by facsimile transmission to the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, their Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
7. If the Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If the Proxy Form is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with the Proxy Form.

Explanatory Notes on Ordinary Business/Special Business :

1. **Item 1 of the Agenda**
To receive the Statutory Financial Statements for the Financial Year Ended 31 March 2017
This Agenda item is meant for discussion only as the provision of Sections 248(2) and 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Statutory Financial Statements. Hence, this Agenda item is not put forward for voting.
2. **Item 2 of the Agenda**
Payment of Directors' Fees and Benefits
In compliance with Section 230(1) of the Companies Act 2016, the Ordinary Resolutions 1 and 2 are proposed to seek shareholders' approval for the payment of Directors' fees and benefits for the financial year ending 31 March 2018, i.e. from 1 April 2017 until the next Annual General Meeting ("AGM") of the Company (estimated period is 17 months) to the Non-Executive Directors ("NED") of the Company.
The amounts of Directors' fees tabled for approval is based on the current composition of the Board which currently has 5 NED, comprising 4 Malaysian NED and 1 Singaporean NED. The total amount of Directors' fees for the estimated period is RM544,000 and SGD42,500. There has been no revision to the Directors' fees previously approved by the shareholders at the Sixth AGM of the Company held on 18 August 2016.
The benefits comprise of meeting allowance to the NED for their attendance at meeting(s) per meeting day. The total amount of meeting allowance based on the estimated meetings scheduled for the estimated period is RM60,000 and SGD16,000.
3. **Item 6 of the Agenda**
Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016
The Ordinary Resolution 8 is proposed to seek for a renewal of the general mandate for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016. If passed, it will empower the Directors of the Company from the date of the Seventh AGM until the next AGM to allot and issue shares in the Company up to an amount not exceeding in total 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.
The Company has not issued any new shares under the general mandate for the issuance of new ordinary shares which was approved at the Sixth AGM of the Company held on 18 August 2016 (hence, no proceeds were raised therefrom) and which will lapse at the conclusion of the Seventh AGM.
The above renewal of the general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to further placing of shares for purpose of funding investment(s), working capital and/or acquisitions, at any time to such persons in their absolute discretion without convening a general meeting as it would be both costs and time-consuming to organise a general meeting.
4. **Item 7 of the Agenda**
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
The Ordinary Resolution 9 is proposed and if passed, will enable the Company and/or its subsidiary company(ies) to enter into recurrent transactions involving the interest of Related Parties, which are necessary for the Group's day-to-day operations and undertaken at arm's length, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.