



RESINTECH BERHAD

(COMPANY NO.: 341662-X)

(Incorporated in Malaysia)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting of **RESINTECH BERHAD** will be held at Concorde Hotel Shah Alam, Gallery 1, Level 3, No. 3, Jalan Tengku Ampuan Zabedah, 40100 Shah Alam, Selangor Darul Ehsan on Wednesday, 30 August 2017 at 9.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

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| 1. To table the Audited Financial Statements for the financial year ended 31 March 2017 together with the Reports of Directors and Auditors thereon. | Please refer to Explanatory Note 1 |
| 2. To re-elect the following Directors, who retire pursuant to Article 126 of the Constitution of the Company: | |
| 2.1 Mr Teh Leng Kang | Ordinary Resolution 1 |
| 2.2 Encik Khairul Anuar Bin Shaharudin | Ordinary Resolution 2 |
| 3. To approve the payment of Directors' Fees amounting to RM127,000.00 for the financial year ended 31 March 2017. | Ordinary Resolution 3 |
| 4. To approve the payment of Directors' Remuneration (excluding Directors' Fees) payable to the Board of the Company and its subsidiaries up to an amount of RM300,000.00 for the financial period from 1 January 2017 until the conclusion of next Annual General Meeting. | Ordinary Resolution 4 |
| 5. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 5 |

As Special Business

To consider and, if thought fit, to pass the following resolutions with or without any modification:

6. **AUTHORITY TO ISSUE AND ALLOT SHARES**
- "THAT subject to Section 75 of the Companies Act, 2016, Constitution of the Company, and approvals of the relevant governmental / regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital (excluding treasury shares) of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company pursuant to Section 76 of the Companies Act, 2016."
- Ordinary Resolution 6**
7. **CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**
- (i) "THAT authority be and is hereby given to Encik Khairul Anuar Bin Shaharudin who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."
- Ordinary Resolution 7**
- (ii) "THAT authority be and is hereby given to Mr Kok Wee Wah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."
- Ordinary Resolution 8**
8. To transact any other business of which due notice shall have been given.

By Order of the Board

TEO MEE HUI (MAICSA 7050642)
LIM LEE KUAN (MAICSA 7017753)

Company Secretaries

Selangor Darul Ehsan

Date: 31 July 2017

Notes:

- Member entitled to attend and vote at the meeting may appoint another person as his proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- A Member may appoint only one (1) proxy or attorney or authorised representative. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint only one (1) proxy 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 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 (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.
- The instrument appointing a proxy and the power of attorney or other attorney, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding of the meeting or adjourned meeting.
- The Date of Record of Depositors for the purpose of determining members' entitlement to attend, vote and speak at the meeting is 22 August 2017.

Explanatory Notes to Special Business:

1. Item 1 of the Agenda - Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 March 2017

The Audited Financial Statements under this agenda item is meant for discussion only as the provision of Sections 248 and 340(j)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence this item is not put forward for voting.

2. Item 4 of the Agenda - Ordinary Resolution 4 - Payment of Directors' remuneration (excluding Directors' Fee) and benefits payable to the Board of the Company and its subsidiaries

Pursuant to Section 230(1) of the Companies Act 2016, the fee of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 22nd Annual General Meeting on the Directors' remuneration (excluding the Directors' fee) payable to the Directors of the Company and its subsidiaries for the financial period from 1 January 2017 until the next Annual General Meeting ("Relevant Period").

The Directors' remuneration (excluding Directors' fee) comprises the allowances and other emoluments payable to the Non-Executive Directors as set out below:

Description	Chairman RM'000	Non-Executive Director RM'000
Meeting Allowance	15	30
Fixed Allowance	92	163

Notes:

- There are no Non-Executive Directors in the subsidiaries.

In determining the estimated total amount of the directors' remuneration (excluding Directors' fee), the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Directors involved in these meetings.

Payment of Directors' remuneration (excluding Directors' fee) will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed resolution 4 has been passed at the 22nd Annual General Meeting. The Board is of the view that it is just and equitable for the Directors to be paid the Directors' remuneration (excluding Directors' fee) on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.

3. Item 6 of the Agenda - Ordinary Resolution 6 - Authority to Issue and Allot Shares

The proposed resolution 6, if passed, will give flexibility to the Directors to issue shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of next Annual General Meeting of the Company.

This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.

The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

4. Item 7 of the Agenda - Ordinary Resolutions 7 & 8 - Continuing in Office as Independent Non-Executive Directors

The Nomination Committee has assessed the independence of Encik Khairul Anuar Bin Shaharudin and Mr Kok Wee Wah, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years and thus, the Board recommended them to continue act as an Independent Non-Executive Director of the Company based on the following justifications:-

- they fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, they would be able to provide check and balance and bring an element of objectivity to the Board;
- they are familiar with the Company's business operations and are able to advise the Board diligently on business legacy matters before the change in controlling interest;
- they were not appointed by the current controlling shareholder and hence the issue on special relationship with or loyalty to the controlling shareholder does not arise;
- they have devoted sufficient time and attention to their professional obligations for informed and balanced decision making by actively participated in board discussion and provided an independent voice to the Board; and
- they have exercised their due care during their tenure as Independent Non-Executive Directors of the Company and carried out their professional duties in the best interest of the Company and shareholders.