



**NOTICE OF ANNUAL GENERAL MEETING**

*Notice is hereby given* that the Thirty-Sixth (36<sup>th</sup>) Annual General Meeting ("AGM") of Brem Holding Berhad ("Brem" or "the Company") will be held at Crown Hall, 1<sup>st</sup> Floor, Crystal Crown Hotel, No. 12, Lorong Utara A, Off Jalan Utara, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 20 September 2017, at 10.30 a.m. for the transaction of the following businesses:-

- To receive the Audited Financial Statements for the year ended 31 March 2017 together with the Reports of the Directors and the Auditors thereon.  
(Refer Note 7(a))
- To approve the payment of Directors' fees of RM105,000/- (2016: RM105,000/-) in respect of the year ended 31 March 2017.  
(Resolution 1)
- To approve the payment of Directors' benefit up to RM120,000/- from 01 February 2017 until the next AGM.  
(Resolution 2)
- To re-elect the following Directors who retire pursuant to the Company's Articles of Association and being eligible, offer themselves for re-election:-
  - Ms. Khoo Hui Keam (Article 80) (Resolution 3)
  - Ms. Khoo Hui Giom (Article 80) (Resolution 4)
- To re-appoint Dato' Hj. Abu Sujak bin Hj. Mahmud as a Director of the Company.  
(Resolution 5)
- To re-appoint Messrs. Baker Tilly Monteiro Heng as Auditors of the Company and to authorise the Directors to fix their remuneration.  
(Resolution 6)
- As Special Business:-  
To consider and, if thought fit, to pass the following Ordinary Resolutions:-

**a. Authority to Allot Shares Pursuant to Section 75 of the Companies Act, 2016 (Resolution 7)**

"THAT subject always to the Companies Act, 2016, Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of any other relevant governmental/regulatory bodies where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 75 of the Companies Act, 2016, to allot and issue shares in the Company, to such persons, at any time 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 does not exceed ten percent (10%) of the total number of issued shares for the time being of the Company AND THAT 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 Securities AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier."

**b. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Resolution 8)**

"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given for the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate") for the Company and/or its subsidiary companies ("the Group") to enter into and to give effect to the category of Recurrent Related Party Transactions of a Revenue or Trading nature from time to time with the Related Party as specified in Part A - Section 2.3 of the Circular to Shareholders dated 31 July 2017 ("Circular") provided that such transactions are:-

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations;
- undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public; and
- are not prejudicial to the minority shareholders of the Company.

THAT such approval shall continue to be in force until:-

- the conclusion of the next AGM of the Company following this AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM; or
- the expiration of the period within which the next AGM to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- is revoked or varied by resolution passed by shareholders in a general meeting, whichever is earlier,

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

**c. Proposed Renewal of Authority for Share Buy-Back (Resolution 9)**

"THAT, subject to compliance with Section 127 of the Companies Act, 2016, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and all other applicable laws, regulations, the Company be and is hereby authorised to allocate an amount not exceeding the total available retained profits of the Company for the purpose of and to purchase such amount of ordinary shares in the Company ("Proposed Purchase") as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;

AND THAT upon completion of the purchase by the Company of its own shares, the Directors are authorised to retain the shares as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder AND THAT the Directors are further authorised to resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends to the Company's shareholders or to deal with the treasury shares in the manners as allowed by the Act;

AND THAT the Directors be and are hereby empowered to carry out the above immediately upon the passing of this resolution and from the date of the passing of this resolution until:

- the conclusion of the next AGM of the Company following at which time the authority shall lapse unless by an ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders at 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 in any event, in accordance with the provision of the Listing Requirements and any other relevant authorities AND THAT authority be and is hereby given to Directors of the Company to take all steps as are necessary and/or to do all such acts and things as the Directors deem fit and expedient in the interest of the Company to give full effect to the Proposed Purchase with full powers to assent to any condition, modification, revaluation, variation and/or amendment (if any) as may be imposed by the relevant authorities."

**d. Continuing in Office as Independent Non-Executive Director (Resolution 10)**

"THAT approval be and is hereby given to Mr. Wong Miow Song 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."

**e. Continuing in Office as Independent Non-Executive Director (Resolution 11)**

"THAT approval be and is hereby given to Dato' Hj Abu Sujak bin Hj. Mahmud 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."

- To transact any other business for which due notice shall have been given.

By Order of the Board,

**ANDREA HUONG JIA MEI** (MIA 36347)  
Company Secretary

Kuala Lumpur  
31 July 2017

**Notes:**

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies to attend, speak and vote instead of him/her. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
- Where the issuer is an Exempt Authorised Nominee ("EAN") which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
- In the case of a corporate body, the proxy appointed must be in accordance with the Articles of Association of the Company, and the instrument appointing a proxy shall be given under the Company's Common Seal or under the hand of the officer or attorney duly authorised.
- The Form of Proxy must be deposited at the Company's Registered Office at 3<sup>rd</sup> Floor, BREM House, Crystal Crown Hotel, No. 12, Lorong Utara A, Off Jalan Utara, 46200 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the Resolutions set out in this Notice will be put to vote by poll.
- General Meeting Record of Depositors:-  
Where a member of the Company who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 57(c) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Securities ("MLR"), a Record of Depositors as at 13 September 2017 and a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his stead.
- Appointment Notes:-

**a. Audited Financial Statements for financial year ended 31 March 2017**

The audited financial statements are for discussion only under Agenda 1, as it does not require shareholders' approval under the provision of Section 340(1)(a) of the Companies Act, 2016. Hence, this agenda is not put forward for voting by shareholders of the Company.

**b. Payment of Directors' Benefit**

Pursuant to Section 220(1) of the Companies Act, 2016, the fees and benefits payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The total estimated amount of Director's benefit payable is calculated based on the number of scheduled Board and Board's Committee Meeting and other benefits from 01 February 2017 until the next AGM.

This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

**c. Re-appointment of Director**

Dato' Hj. Abu Sujak bin Hj. Mahmud was re-appointed as a Director of the Company at the Thirty-Fifth (35<sup>th</sup>) AGM held on 29 August 2016 pursuant to Section 129 of the Companies Act, 1965 to hold office until the conclusion of this AGM. Resolution 5, if passed, will enable him to continue his office as a Director of the Company following the conclusion of this AGM. The Companies Act, 2016 (which repealed the Companies Act, 1965) no longer requires the continuation in office by a director over seventy (70) years of age to be subject to shareholders' approval at each AGM. Accordingly, if Resolution 5 is passed, Dato' Hj. Abu Sujak bin Hj. Mahmud's continuation in office will thereafter be subject to retirement by rotation pursuant to the Company's Articles of Association.

**d. Resolution pursuant to Section 75 of the Companies Act, 2016**

Resolution No. 7 is to seek a renewal of the general mandate for the issue of new ordinary shares pursuant to Section 75 of the Companies Act, 2016 which was approved by shareholders at the last year's AGM ("the previous mandate"). As at the date of this Notice, the Company did not allot any shares pursuant to the previous mandate.

The proposed Resolution No. 7, if passed, will empower the Directors of the Company to issue and allot new shares in the Company at any time and for such purposes as the Directors considered would be in the interests of the Company up to an aggregate not exceeding ten percent (10%) of the total number of issued shares of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

The renewed mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to, financing of shares, for the purpose of funding investment project(s), working capital and/or acquisition.

**e. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

Resolution No. 8, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions with related parties in the ordinary course of business which are necessary for the Group's day-to-day operations and are on terms not more favourable to the related parties than those generally available to the public and shall lapse at the conclusion of the next AGM unless authority for its renewal is obtained from the shareholders of the Company at a general meeting. For further information, please refer to Part A of the Circular to Shareholders dated 31 July 2017, which is circulated together with this Annual Report.

**f. Proposed Renewal of Share Buy-Back**

Resolution No. 9, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the issued shares of the Company. This authority will, unless revoked or varied by the company in general meeting, expire at the next AGM. For further information, please refer to Part B of the Circular to Shareholders dated 31 July 2017 which is circulated together with this Annual Report.

**g. Resolution No. 10 and 11**

In line with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012, the Nomination Committee has assessed the independence of Mr. Wong Miow Song and Dato' Hj. Abu Sujak bin Hj. Mahmud, who have served as an Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, and upon its recommendation, the Board of Directors has assessed and recommended them to continue to act as an Independent Non-Executive Directors of the Company based on the following justifications:-

- Mr. Wong Miow Song and Dato' Hj. Abu Sujak bin Hj. Mahmud have fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements of Bursa, and hence, they will be able to provide an element of objectivity, independent judgment and balance to the Board.
- Mr. Wong Miow Song's vast experience in the building construction and housing development industry would enable him to provide the Board with relevant expertise, knowledge and independent judgment to properly evaluate corporate performance and contribute to the effective decision making of the Board. Being the Chairman of the Audit Committee, he has demonstrated that he has the qualities and competencies to enable him to ensure the effectiveness of the Audit Committee in providing independent, objective and effective oversight to the Board.
- Dato' Hj. Abu Sujak bin Hj. Mahmud, by virtue of his past experiences in corporate and administrative works in both private and government sectors, he helps to foster better relations with the local authorities and enhance the image of the company. Being a chairman of the Remuneration Committee, he has demonstrated his qualities and competencies to ensure the effectiveness of the Remuneration Committee.
- Their length of service on the Board of more than nine (9) years does not in any way interfere with their exercise of objective judgment or their ability to act in the best interests of the Company and Group. In fact, Mr. Wong Miow Song and Dato' Hj. Abu Sujak bin Hj. Mahmud, having been with the Company for more than nine (9) years, are familiar with the Group's business operations and has devoted sufficient time and commitment to their role and responsibilities as Independent Non-Executive Directors for informed and balance decision making.
- Both of them have exercised due care and sufficient time during their tenure as Independent Non-Executive Directors of the Company and have discharged their duties with reasonable skill and competence, bringing independent judgement and depth into the Board's decision making in the interest of the Company and its shareholders.

Resolution Nos. 10 & 11 if passed, will authorise Mr. Wong Miow Song and Dato' Hj. Abu Sujak bin Hj. Mahmud to continue in office as Independent Non-Executive Directors of the Company until the conclusion of the next AGM of the Company.

**Personal data privacy:-**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively the "Purposes"); (ii) warrants that where the member discloses the personal data of the member, proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.