

# SUIWAH CORPORATION BHD. (253837-H)

(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-fourth (24th) Annual General Meeting of Suiwah Corporation Bhd. ("SCB" or "the Company") will be held at Sunshine Banquet Hall, Level 4, Sunshine Square Complex, 1, Jalan Mayang Pasir, 11950 Bayan Baru, Penang on Wednesday, 15 November 2017 at 11.00 a.m. for the following purposes:

### AGENDA

#### AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements of the Group and the Company for the financial year ended 31 May 2017 together with the Reports of the Directors and Auditors thereon. (Please refer to Note B)  
**Resolution 1**
- To approve the declaration of a first and final single tier dividend of 1 sen per ordinary share in respect of the financial year ended 31 May 2017. **Resolution 2**
- To re-elect the following Directors who retire by rotation in accordance with Article 87 of the Company's Constitution, and being eligible, offered themselves for re-election:  
(i) YBhg. Dato' Haji Mohd Suhaimi bin Abdullah **Resolution 3**  
(ii) YBhg. Datin Cheah Gaik Huang **Resolution 4**  
(iii) Ms. Hwang Siew Peng **Resolution 5**
- To re-appoint YBhg. Dato' Ahmad Hassan bin Osman as Director of the Company. **Resolution 6**
- To approve the payment of Directors' fees of Ringgit Malaysia Two Hundred Eighty Two Thousand (RM282,000.00) only in respect of the financial year ended 31 May 2017. **Resolution 7**
- To approve the payment of Directors' remuneration (excluding Directors' fees) up to an amount of Ringgit Malaysia Two Hundred Thousand (RM200,000.00) for the period from 31 January 2017 until the next Annual General Meeting ("AGM") of the Company. **Resolution 8**
- To re-appoint Messrs. Ernst & Young as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 8**

#### AS SPECIAL BUSINESS:

- To consider and, if thought fit, to pass the following resolutions with or without modification:
  - ORDINARY RESOLUTION:**  
**AUTHORITY TO ISSUE AND ALLOT SHARES**  
"THAT subject always to the Companies Act, 2016 ("Act"), the Constitution of the Company and approvals of the relevant governmental/regulatory authorities, if applicable, the Directors be and are hereby empowered to issue and allot shares to the Company, pursuant to the Act, 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 total number of issued share (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 ("AGM") of the Company, or the expiration of the period within which the next AGM is required to be held, whichever is earlier, unless such authority is revoked or varied by resolution passed by the shareholders in general meeting." **Resolution 9**
  - ORDINARY RESOLUTION:**  
**PROPOSED RENEWAL AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING DATO' HWANG THEAN LONG, DATIN CHEAH GAIK HUANG, HWANG POH CHOO, HWANG SIEW PENG, HWANG SHIN HUNG, HWANG YEN MING, SUIWAH HOLDINGS SDN BHD AND SUIWAH SUPERMARKET SENDIRIAN BERHAD**  
"THAT approval be and is hereby given to the Company's subsidiaries to enter into and give effect to the recurrent related party transactions of a revenue or trading nature involving Dato' Hwang Thean Long, Datin Cheah Gaik Huang, Hwang Poh Choo, Hwang Siew Peng, Hwang Shin Hung, Hwang Yen Ming, Suiwah Holdings Sdn Bhd and Suiwah Supermarket Sendirian Berhad (hereinafter referred to as "Related Parties") as specified in Section 1.3 under Part A of the Document to Shareholders dated 29 September 2017, and falling within the ambit of Part E, Paragraph 10.09 of Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, which are necessary for the day-to-day operations and undertaken in the ordinary course of business of the Company, on terms not more favourable to Related Parties than those generally available to the public and not detrimental to minority shareholders of the Company;  
**THAT** such approval unless revoked or varied by the Company in general meeting shall continue to be in full force and effect until:  
(i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which this mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting whereby the authority is renewed; or  
(ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or  
(iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting; whichever is the earlier;  
**THAT** the above mandate is subject to annual renewal and disclosure will be made in the annual report of the aggregate value of transactions conducted by the Group.  
**AND THAT** the Directors of the Company be 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 above mandate." **Resolution 10**
  - ORDINARY RESOLUTION:**  
**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE INVOLVING DATUK HAJI RADZALI BIN HASSAN AND HOZONE SDN BHD**  
"THAT approval be and is hereby given to the Company's subsidiaries to enter into and give effect to the recurrent related party transaction of a revenue or trading nature involving Datuk Haji Radzali bin Hassan and person connected to him, namely Hozone Sdn Bhd (hereinafter referred to as "Interested Persons") as specified in Section 1.3 under Part A of the Document to Shareholders dated 29 September 2017, and falling within the ambit of Part E, Paragraph 10.09 of Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad which are necessary for the day-to-day operations and undertaken in the ordinary course of business of the Company, on terms not more favourable to Interested Persons than those generally available to the public and not detrimental to minority shareholders of the Company;  
**THAT** such approval unless revoked or varied by the Company in general meeting shall continue to be in full force and effect until:  
(i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which this mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting whereby the authority is renewed; or  
(ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or  
(iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting; whichever is the earlier;  
**THAT** the above mandate is subject to annual renewal and disclosure will be made in the annual report of the aggregate value of transactions conducted by the Group.  
**AND THAT** the Directors of the Company be 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 above mandate." **Resolution 11**
  - ORDINARY RESOLUTION:**  
**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING A DIRECTOR OF THE COMPANY'S SUBSIDIARY, NAMELY LEONG KONG MENG**  
"THAT approval be and is hereby given to the Company's subsidiaries to enter into and give effect to the recurrent related party transactions of a revenue or trading nature involving a Director of the Company's subsidiary, namely Leong Kong Meng (hereinafter referred to as "Interested Director") as specified in Section 1.3 under Part A of the Document to Shareholders dated 29 September 2017, and falling within the ambit of Part E, Paragraph 10.09 of Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, which are necessary for the day-to-day operations and undertaken in the ordinary course of business of the Company, on terms not more favourable to Interested Director than those generally available to the public and not detrimental to minority shareholders of the Company;  
**THAT** such approval unless revoked or varied by the Company in general meeting shall continue to be in full force and effect until:  
(i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which this mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting whereby the authority is renewed; or  
(ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or  
(iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting; whichever is the earlier;  
**THAT** the above mandate is subject to annual renewal and disclosure will be made in the annual report of the aggregate value of transactions conducted by the Group.  
**AND THAT** the Directors of the Company be 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 above mandate." **Resolution 12**
  - ORDINARY RESOLUTION:**  
**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ITS ISSUED AND PAID-UP ORDINARY SHARE CAPITAL ("PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE")**  
"THAT subject to the Companies Act, 2016 ("the Act"), the provisions of the Company's Constitution, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Directors of the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company ("SCB Shares") from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:  
(i) the aggregate number of SCB Shares which may be purchased and/or held by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company;  
(ii) the maximum fund to be utilised by the Company for the purpose of purchasing the SCB Shares under the Proposed Renewal of Share Buy-Back Mandate shall not exceed the Company's aggregate retained profits;  
(iii) the authority conferred by this resolution shall commence immediately upon passing of this ordinary resolution and shall continue to be in force until:  
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM, at which time the authority will lapse unless renewed by ordinary resolution passed at the general meeting, the authority is renewed, either unconditionally or subject to conditions; or  
(b) the expiration of the period within which the next AGM of the Company after the date it is required by law to be held; or  
(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 of the SCB Shares before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; and  
(iv) upon completion of the purchase(s) of the Shares by the Company, authority be and is hereby given to the Directors of the Company in their absolute discretion to deal with the Shares so purchased by the Company in the following manner:  
(a) to cancel all or part of such SCB Shares;  
(b) to retain all or part of treasury shares;  
(c) to retain all or part of such SCB Shares as treasury shares and subsequently cancel, resell on Bursa Securities or distribute as dividends all or part of such treasury shares; and/or  
(d) to deal with in any other manner as may be prescribed by applicable law and/or the regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force.  
**AND THAT** authority be and is hereby unconditionally and generally given to the Directors of the Company to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Proposed Renewal of Share Buy-Back Mandate with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the said Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the SCB Shares." **Resolution 13**
  - ORDINARY RESOLUTION:**  
**MANDATE FOR THE FOLLOWING DIRECTORS WHO HAVE SERVED AS INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR A CUMULATIVE TERM OF MORE THAN NINE (9) YEARS, TO CONTINUE TO ACT AS INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE COMPANY**  
(i) "THAT subject to the passing of Ordinary Resolution 2, approval be and is hereby given to YBhg. Dato' Haji Mohd Suhaimi bin Abdullah, 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 in compliance with the recommendation of Malaysian Code on Corporate Governance 2012." **Resolution 14**  
(ii) "THAT subject to the passing of Ordinary Resolution 5, approval be and is hereby given to YBhg. Dato' Ahmad Hassan bin Osman, 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 in compliance with the recommendation of Malaysian Code on Corporate Governance 2012." **Resolution 15**  
(iii) "THAT approval be and is hereby given to Mr. Wong Thai Sun, 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 in compliance with the recommendation of Malaysian Code on Corporate Governance 2012." **Resolution 16**  
(iv) "THAT approval be and is hereby given to Mr. Jen Shek Voon, 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 in compliance with the recommendation of Malaysian Code on Corporate Governance 2012." **Resolution 17**
- SPECIAL RESOLUTION:**  
**PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**  
"THAT pursuant to Section 36 of the Companies Act 2016, approval be and is hereby given to the Company to alter the existing Memorandum and Articles of Association in its entirety and simultaneously substituting with a new Constitution of the Company, details as set out in Part C of the Document to Shareholders dated 29 September 2017.  
**THAT** the alteration of the existing Memorandum and Articles of Association and replacement of the same with the new Constitution shall be effective from 1 December 2017.  
**AND THAT** the Board of Directors of the Company be and is hereby authorised to sign and execute all documents to give effect to the foregoing with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the foregoing." **Resolution 18**

#### NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT a first and final single tier dividend of 1 sen per ordinary share in respect of the financial year ended 31 May 2017, if approved by members of the Company, will be paid on 30 November 2017. The entitlement date for the dividend payment is 20 November 2017.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 20 November 2017 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board,

THUM SOOK FUN

(MIA 24701)

Company Secretary

Dated: 29 September 2017

Penang

Notes:

#### A) Appointment of proxy

- For the purpose of determining a member who shall be entitled to attend, speak and vote at this 24th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), a Record of Depositors as at 6 November 2017 ("General Meeting Record of Depositors") and a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at the Meeting or appoint proxy to attend, speak and vote in his/her stead.
- A member may appoint two (2) proxies to attend and vote at the same General Meeting. In any case where a form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. A member of the Company entitled to attend, participate, speak and vote at a meeting of the Company, shall be entitled to appoint any person as his proxy to attend, participate, speak and vote instead of a Member at the meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- An instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarially certified copy of that power or authority, shall be deposited at the Registered Office of the Company at No. 1-20-1 SUNTECH @ Penang Cybercity, Lintang Mayang Pasir 3, 11950 Bayan Baru, Penang not less than 48 hours before time appointed for holding the meeting or at any adjournment thereof.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it shall be entitled to appoint 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.  
Where a member of the Company is an Exempt Authorised Nominee ("EAN"), which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account"), there shall be no limit to the number of proxies which the EAN may appoint in respect of each Omnibus Account it holds.
- Where an authorised nominee or an EAN appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all the resolutions set out in this Notice will be put to vote by way of poll.

#### B) Audited Financial Statements for the financial year ended 31 May 2017

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act, 2016 ("Act") does not require a formal approval for the Audited Financial Statements from the shareholders of the Company and hence, Agenda 1 is not put forward for voting.

#### C) First and Final dividend

With reference to Section 131 of the Act, a company may only make a distribution to the shareholders out of profits of the Company available if the Company is solvent. On 28 July 2017, the Board had considered the amount of dividend and decided to recommend the same for the shareholders' approval.

The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 30 November 2017 in accordance with the requirements under Section 132(2) and (3) of the Act.

#### D) Re-election of Directors

Article 87 of the Company's Constitution states that an election of Directors shall take place each year. All Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election. In determining the eligibility of the Directors to stand for re-election at the 24th AGM, the Nominating Committee ("NC") has considered the following:

- Evaluation on the effectiveness of the Individual Directors, the Board as a whole and all Board Committees; and
  - For Independent Non-Executive Directors ("INEDs") only, the level of independence demonstrated by the INEDs and their ability to act in the best interest of the Company.
- In line with Recommendation 3.1 of the Malaysian Code on Corporate Governance 2012 ("MCCG 2012"), the Board has conducted a separate assessment of independence of the INEDs, the evaluation criteria adopted as well as the process of assessment by the Board have been duly elaborated in the Corporate Governance Statement of the Annual Report 2017 of the Company.

Based on the foregoing, the Board accepted the NC's recommendation for the re-election of the retiring Directors pursuant to Article 87 of the Company's Constitution at the forthcoming 24th AGM of the Company. At the relevant Board meeting, the retiring Directors had consented to their re-election and abstained from deliberations as well as decision on their own eligibility to stand for re-election.

#### E) Re-appointment of YBhg. Dato' Ahmad Hassan bin Osman as Director of the Company

With the coming into force of the Companies Act 2016 on 31 January 2017, there is no age limit for the directors.  
At the Twenty-third ("23rd") AGM of the Company held on 28 October 2016, YBhg. Dato' Ahmad Hassan bin Osman ("Dato' Ahmad Hassan"), who is above the age of 70, was re-appointed as Director pursuant to Section 129 of the Companies Act, 1965 to hold office until the conclusion of the forthcoming 24th AGM. The term of office for Dato' Ahmad Hassan will end at the conclusion of 24th AGM and he has offered himself for re-appointment.

The proposed Ordinary Resolution No. 5, if passed, will enable Dato' Ahmad Hassan to continue to act as the Director of the Company and he shall be subject to retirement by rotation thereafter.

#### F) Directors' remuneration

Section 230(1) of the Act which came into effect on 31 January 2017, provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

In this respect, the Board wishes to seek for shareholders' approval at the 24th AGM on the Directors' remuneration in two (2) separate resolutions as below:

- Resolution 6** on payment of Directors' fees in respect of the financial year ended 31 May 2017
- Resolution 7** on payment of Directors' remuneration (excluding Directors' fees) in respect of the period from 31 January 2017 and until the next AGM ("Relevant Period")

In determining the estimated total amount of remuneration (excluding Directors' fees) for the Directors, 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. The estimated amount of RM200,000.00 for the Relevant Period is derived from 31 January 2017 until the next AGM in 2018.

In the event, where the payment of Directors' remuneration (excluding Directors' fees) payable during the above period exceeded the estimated amount sought at this AGM, a shareholders' approval will be sought at the next AGM.

#### G) Re-appointment of Auditors

The Board had at its meeting held on 12 September 2017 approved the recommendation by the Audit Committee ("AC") on the re-appointment of Messrs. Ernst & Young as Auditors of the Company. The Board and AC collectively agreed that Messrs. Ernst & Young has met the relevant criteria prescribed by Paragraph 15.21 of Listing Requirements.

The AC has assessed the suitability and independence of the External Auditors and recommended the re-appointment of Messrs. Ernst & Young as External Auditors of the Company for the financial year ending 31 May 2018. The Board has in turn reviewed the recommendation of the AC and recommended the same to be tabled to the shareholders for approval at the forthcoming AGM of the Company under Resolution 8. The evaluation criteria adopted as well as the process of assessment by the AC and Board, respectively, have been duly elaborated in the Corporate Governance Statement of the Annual Report 2017 of the Company.

#### H) Authority to issue and allot shares

The Ordinary Resolution proposed under item 8.1 is primarily to seek for the renewal of a general mandate to give flexibility to the Board of Directors to issue and allot shares up to 10% of the total number of issued share (excluding treasury shares) of the Company for the time being, at any time in their absolute discretion without convening a general meeting (hereinafter referred to as the "General Mandate").  
The Company has been granted a general mandate by its shareholders at the last AGM held on 28 October 2016 (hereinafter referred to as the "Previous Mandate") and it will lapse at the conclusion of the 24th AGM.  
As at the date of this Notice, the Previous Mandate granted by the shareholders had not been utilised and hence, no proceed was raised therefrom.

The purpose to seek the General Mandate is to enable the Directors to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time-consuming and costly to organise a general meeting. This General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.  
The proceeds raised from 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 purpose of funding future

investment project(s), acquisitions, working capital and/or settlement of banking facilities.

#### I) Proposed Renewal and New Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature

The proposed adoption of Resolution Nos. 10 to 12, if passed, will enable the Company and/or its subsidiaries to enter into the recurrent transactions involving the interest of the Related Parties which are of a revenue or trading nature and necessary for the Group's day to day operations subject to the transactions being carried out in the ordinary course of business on terms not more favorable than those generally available to the public and are not detrimental to the minority shareholders of the Company. For further information, please refer to Part A of the Document to Shareholders dated 29 September 2017, which is dispatched together with the Company's Annual Report 2017.

#### J) Proposed Renewal of Share Buy-Back Mandate

The proposed adoption of the Resolution No. 13 is to renew the authority granted by the shareholders of the Company at the 23rd AGM of the Company held on 28 October 2016. The Proposed Renewal of Share Buy-Back Mandate, if passed, will empower the Directors to buy-back and/or hold up to a maximum of 10% of the total number of issued shares of the Company at the time of purchase by utilizing the funds allocated which shall not exceed the aggregate retained profits of the Company. 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, or the expiration of period within which the next AGM is required by law to be held, whichever is earlier.

For further information, please refer to Part B of the Document to Shareholder dated 29 September 2017, which is dispatched together with the Company's Annual Report 2017.

#### K) Mandate for YBhg. Dato' Haji Mohd Suhaimi bin Abdullah, YBhg. Dato' Ahmad Hassan bin Osman, Mr. Wong Thai Sun and Mr. Jen Shek Voon to continue to act as Independent Non-Executive Directors (INEDs) of the Company

Resolution 14 to 17 are proposed pursuant to the Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012, and if passed, will allow YBhg. Dato' Haji Mohd Suhaimi bin Abdullah, YBhg. Dato' Ahmad Hassan bin Osman, Mr. Wong Thai Sun and Mr. Jen Shek Voon to be retained and to continue to act as INEDs of the Company.

The NC has at the annual assessment assessed the independence of YBhg. Dato' Haji Mohd Suhaimi bin Abdullah, YBhg. Dato' Ahmad Hassan bin Osman, Mr. Wong Thai Sun and Mr. Jen Shek Voon, who had served more than 9 years. They have remained objective and independent in expressing their views and in participating in deliberation and decision making of the Board and Board Committees. Their length of services on the Board does not in any way interfere with their exercise of independent judgement and ability to act in the best interests of the Company. In addition, they had individually confirmed and declared in writing that they are Independent Directors and they have satisfied all the criteria of an Independent Director set out in Paragraph 1.01 of the Listing Requirements.

The full details of the Board's justifications to retain YBhg. Dato' Haji Mohd Suhaimi bin Abdullah, YBhg. Dato' Ahmad Hassan bin Osman, Mr. Wong Thai Sun and Mr. Jen Shek Voon as INEDs are set out in the Statement on Corporate Governance in this Annual Report.

#### L) Proposed adoption of new Company's Constitution

The Resolution 18, if passes, will bring the Company's Constitution in line with the enforcement of the Companies Act, 2016 and to enhance administrative efficiency. The Proposed adoption of new Company's Constitution is set out in the Part C of the Document to Shareholders dated 29 September 2017, which is dispatched together with the Company's Annual Report 2017.

#### Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, 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 (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), 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's 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.