

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Sixth Annual General Meeting of Bonia Corporation Berhad will be held at the Perdana Ballroom (First Floor), Bukit Jalil Golf & Country Resort, Jalan Jati Perkasia 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Tuesday, 28 November 2017 at 10.00 am for the transaction of the following business:

AGENDA

ORDINARY BUSINESS

- To lay the Audited Financial Statements for the financial year ended 30 June 2017 together with the reports of the Directors and Auditors thereon.
Please refer to Explanatory Note 1
- To declare a single tier final dividend of 1.25 sen per ordinary share in respect of the financial year ended 30 June 2017.
Ordinary Resolution 1
- To re-elect the following Directors who retire pursuant to Article 77 of the Articles of Association of the Company and being eligible, have offered themselves for re-election:
3.1 Chiang Sang Sem
Ordinary Resolution 2
3.2 Chong Chin Lok
Ordinary Resolution 3
3.3 Datu Sri Chiang Fong Seng
Ordinary Resolution 4
- To re-appoint Messrs BDO as Auditors of the Company for the financial year ending 30 June 2018 and to authorise the Board of Directors to fix their remuneration.
Ordinary Resolution 5

SPECIAL BUSINESS

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

5. Re-Appointment of Director

"THAT Datu Sh'ahbudin Bin Imam Mohamad be and is hereby re-appointed as Director of the Company."
Ordinary Resolution 6

6. Retention of Independent Non-Executive Director

"THAT Datuk Ng Peng Hong @ Ng Peng Hai shall continue to serve as an Independent Non-Executive Director of the Company notwithstanding that his tenure as an independent Director has exceeded a cumulative term of 9 years."
Ordinary Resolution 7

7. Directors' Fees of Bonia Corporation Berhad and its subsidiaries

"THAT the Directors' fees of Bonia Corporation Berhad and its subsidiaries of RM2,158,049 for the financial year ended 30 June 2017 be approved to be divided amongst the Directors in such manner as they may determine."
Ordinary Resolution 8

8. Directors' Benefits of Bonia Corporation Berhad

"THAT the payment of the Directors' benefits by Bonia Corporation Berhad up to an amount of RM138,000 for the period from 31 January 2017 until the next Annual General Meeting be approved."
Ordinary Resolution 9

9. Approval for Allotment of shares or Grant of rights

"THAT the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue not more than ten per cent (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any time, upon such terms and conditions and for such purposes as the Directors in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force, and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be allotted and issued after the expiration of the approval hereof, and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted and issued on the Bursa Malaysia Securities Berhad."
Ordinary Resolution 10

10. Proposed renewal of shareholders' mandate to enable Bonia Corporation Berhad to purchase up to 10% of its total number of issued shares ("Proposed Share Buy-Back")

"THAT subject to all the applicable laws and regulations, the Directors be and are hereby authorised to purchase the ordinary shares of the Company through the stock exchange of Bursa Malaysia Securities Berhad at any time upon such terms and conditions as the Directors in their absolute discretion deem fit provided that the aggregate number of shares purchased (which are to be treated as treasury shares) does not exceed 10% of the total number of issued shares of the Company, and the funds allocated for the purchase of shares shall not exceed its retained profits for the time being.

THAT the Directors be and are hereby further authorised to deal with the treasury shares in their absolute discretion (which may be distributed as dividends, resold and/or cancelled).

THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company following the general meeting at which the Proposed Share Buy-Back was passed at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or the expiration of the period within which the next annual general meeting after that date is required by law to be held; or the revocation or variation by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.

AND THAT the Directors and/or any of them be and are hereby authorised to do all acts and things (including executing such documents as may be required) to give effect to the aforesaid share buy-back in the best interest of the Company."
Ordinary Resolution 11

11. Proposed renewal of existing shareholders' mandate and new shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("Proposed RRPT Mandate")

"THAT subject to all the applicable laws and regulations, approval be and is hereby given for the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Part B of the Company's Circular to Shareholders dated 27 October 2017, provided that such transactions are necessary for the day-to-day operations in the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis, on the normal commercial terms which are not more favourable to the related parties than those generally available to the public, and are not to the detriment of the minority shareholders of the Company.

THAT such approval shall continue to be in force until the conclusion of the next annual general meeting of the Company following the general meeting at which the Proposed RRPT Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or the expiration of the period within which the next annual general meeting after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or the revocation or variation by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

AND THAT the Directors and/or any of them be and are hereby authorised to do all acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution."
Ordinary Resolution 12

12. To transact any other ordinary business for which due notice has been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of shareholders at the Twenty-Sixth Annual General Meeting of the Company to be held on Tuesday, 28 November 2017 at 10.00 am, the single tier final dividend of 1.25 sen per ordinary share in respect of the financial year ended 30 June 2017 will be paid on 22 December 2017 to the shareholders whose names appear in the Record of Depositors on 8 December 2017.

A Depositor shall qualify for entitlement to the dividend only in respect of:
(i) shares transferred into the Depositor's Securities Account before 4.00 pm on 8 December 2017 in respect of ordinary transfers; and
(ii) 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

CHONG CHIN LOOK (MIA 8043)
CHOK KWEE WAH (MACS 00550)
TAN KEAN WAH (MAICSA 7056310)
Company Secretaries

27 October 2017
Kuala Lumpur

Notes:

- Only a depositor whose name appears on the Record of Depositors as at 20 November 2017 shall be entitled to attend, participate, speak and vote at this Meeting as well as for appointment of any person as his proxy(ies) to exercise all or any of his rights to attend, participate, speak and vote at the Meeting on his stead.
- Where a member appoints more than 1 proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. However, a member shall not, subject to Paragraphs (3) and (4) below, be entitled to appoint more than 2 proxies to attend and vote at the same meeting.
- Where a member is an authorised nominee account (EAN) as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of 2 proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- Where a member is a corporation, it may also by resolution of its Board or other governing body authorising a person or persons to act as its representative or representatives to exercise all or any of its rights to attend, participate, speak and vote at the Meeting on its stead.
- 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 at the office of the Share Registrar of the Company, Bina Management (M) Sdn. Bhd. at Lot 10, The Highway Centre, Jalan 5/1/205, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia, before the time for holding the Meeting or any adjournment thereof at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. An instrument appointing a proxy to vote at this Meeting shall be deemed to include the power to demand, or join in demanding a poll on behalf of the appointor. *Faxed, scanned and electronically scanned copies of the duly executed Form of Proxy are not acceptable.*

Explanatory Notes:

- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, all the resolutions set out in this Notice will be put to vote by poll.
- Item 1 of the Agenda* - This item is meant for discussion only as the provision of Section 340 of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Henceforth, this item is not put forward for voting.
- Item 6 of the Agenda* - The term of office of the Independent Non-Executive Directors which was re-appointed pursuant to Section 129 of the repealed Companies Act 1965 at the 25th AGM held on 22 November 2016, will end at the conclusion of 26th AGM of the Company. With the enforcement of the Companies Act 2016 on 31 January 2017, there is no age limit for Directors. The resolutions, if approved, will authorise the continuity in office of the respective Directors. An annual assessment on the effectiveness of each Director (including the Independent Non-Executive Directors) has been undertaken for the financial year ended 30 June 2017 and the result was satisfactory to the Board.
- Items 7 & 8 of the Agenda* - Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors, and any benefits payable to the directors including compensation for loss of employment of a director or former director of a listed company and its subsidiaries, shall be approved at a general meeting. The resolutions, if approved, will authorise:
(i) the payment of the Directors' fees to the Directors of Bonia Corporation Berhad by the Company and several of its local and foreign subsidiaries; and
(ii) the payment of the Directors' benefits to the Independent Non-Executive Directors of Bonia Corporation Berhad by the Company for the period from 31 January 2017 until the next AGM in year 2018 that are derived from:
(a) the yearly fixed allowance for members of the Audit & Risk Management Committee and Nomination & Remuneration Committee of RM20,000 per person per year; and
(b) the estimated meeting allowance based on the number of scheduled and unscheduled meetings (where necessary) of the Board and Board committees of RM500 per day of meeting.
- Item 9 of the Agenda* - The resolution, if approved, will renew the existing mandate granted by the shareholders of the Company at the preceding annual general meeting held on 22 November 2016, and to empower the Directors to allot and issue up to 10% of the total number of issued shares (excluding treasury shares, if any) of the Company from time to time for such purposes as the Directors consider would be in the best interest of the Company. This is to provide flexibility and avoid any delay and cost in convening a general meeting for such issuance of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding current or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or so forth. The authorisation, unless revoked or varied by a resolution of the Company, will expire at the conclusion of the annual general meeting held next after the approval was given; or at the expiry of the period within which the next annual general meeting is required by law to be held; or the approval was given, whichever is the earlier. As at the date of this notice, no new shares in the Company were issued pursuant to the existing mandate which will lapse at the conclusion of the forthcoming annual general meeting.
- Items 10 & 11 of the Agenda* - The details of the proposals are set out in Parts A and B of the Circular to Shareholders dated 27 October 2017, which is despatched together with the Company's Annual Report 2017.