# 2017 Annual Report | FCW HOLDINGS BERHAD (3116-K)

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# **NOTICE** OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixty-Second Annual General Meeting of the shareholders of the Company will be held at Bukit Kiara Equestrian and Country Resort, Dewan Berjaya Room, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Wednesday, 6 December 2017 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:-

### **AGENDA**

for the financial year ended 30 June 2017 together with the Reports of the Directors and Auditors thereon. 2. To re-elect the following Directors retiring in accordance with Article 85 of the Company's

Please refer **Explanatory Note A** 

Constitution:

1. To lay before the meeting the Audited Financial Statements of the Group and the Company

- **Ordinary Resolution 1** (a) Mr Tang Tat Chun; and
- **Ordinary Resolution 2** (b) Dato' Thor Poh Seng
- **Ordinary Resolution 3** To re-appoint Tan Sri Dato' Tan Hua Choon as Director of the Company to hold office until Please refer the conclusion of the next Annual General Meeting. **Explanatory Note B**
- **Ordinary Resolution 4** 4. To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorise the Directors to fix their remuneration.
- **Ordinary Resolution 5** To approve the payment of Directors' fees in respect of the financial year ended 30 June 2017.
- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

By Order of the Board

Loh Poh Wah (MAICSA No. 7047338) Tan Shien Yin (MAICSA No. 7018545) Secretaries

Kuala Lumpur 30 October 2017

# **NOTICE** OF ANNUAL GENERAL MEETING

### Notes:

- 1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. A proxy may but need not be a member of the Company. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment(s) shall be invalid.
- 2. 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.
- 3. 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.
- 4. Where an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- 5. Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the Annual General Meeting shall be entitled to attend and vote at the Annual General Meeting or appoint a proxy to attend, speak and vote on his behalf.
- 6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- 7. The Proxy Form shall be deposited with the Company's Share Registrar, Shareworks Sdn Bhd, No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

# **Explanatory Note A**

This Agenda item is meant for discussion only as the audited financial statements do not require formal approval of shareholders pursuant to Sections 248(2) and 340 (1)(a) of the Companies Act, 2016. Hence, the matter will not be put for voting.

## **Explanatory Note B**

At the 61st AGM held on 8 December 2016, Tan Sri Dato' Tan Hua Choon who is above the age of 70, was re-appointed pursuant to the repealed Companies Act 1965 to hold office until the conclusion of this AGM (62nd AGM). Tan Sri Dato' Tan Hua Choon whose term of office shall end at the conclusion of this AGM, has offered himself for re-appointment.

With the coming into force of the Companies Act 2016 on 31 January 2017, there is no age limit for directors. Hence, Tan Sri Dato' Tan Hua Choon, if re-appointed at this AGM, shall continue to hold office until the conclusion of the next AGM (63rd AGM), and shall then be subject to retirement by rotation in accordance with the Company's Constitution.