



MATANG BERHAD (1142377-X)
(Incorporated in Malaysia)

NOTICE OF 3RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of the Company will be held at San Choon Hall, Wisma MCA, 163, Jalan Ampang, 50450 Kuala Lumpur, Malaysia on Friday, 24 November 2017 at 10.00 a.m. for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2017 and the Reports of the Directors and the Auditors thereon.
(Please refer to Note No. 2)
- To approve the payment of Directors' Fees of RM115,000 and other benefits of RM41,000 in respect of the financial year ended 30 June 2017. **Resolution 1**
(Please refer to Note No. 3)
- To approve the payment of Directors' benefits of up to RM80,000 for the financial period from 1 July 2017 to 31 December 2018. **Resolution 2**
(Please refer to Note No. 4)
- To re-elect the following Directors retiring in accordance with Article 95 of the Constitution of the Company:-
4.1 Mr Lau Liang Fook **Resolution 3**
4.2 Datuk Kiat Swee Sung **Resolution 4**
(Please refer to Note No. 5)
- To re-appoint Messrs BDO as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

As Special Business

To consider and if thought fit, to pass the following as Ordinary Resolutions:

- Re-Appointment of Director**
"THAT Datuk Tan Teck Poh @ Tan Ah Too be hereby re-appointed as Director of the Company."
(Please refer to Note No. 6(i)) **Resolution 6**
- Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016**
"THAT pursuant to Section 75 and 76 of the Companies Act 2016 and subject to approvals from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and other relevant authorities, where approval is necessary, authority be and is hereby given to the Directors to allot and issue shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued shall not exceed 10% of the total number of issued shares of the Company for the time being **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
(Please refer to Note No. 6(ii)) **Resolution 7**
- To transact any other business of the Company of which due notice shall have been given.

By Order of the Board

LIM HOOI MOOI (MAICSA 0799764)

LAU YEN HOON (MAICSA 7061368)

Joint Company Secretaries

Kuala Lumpur

Dated: 31 October 2017

NOTES:

1. Appointment of Proxy

- A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint one (1) proxy to attend and vote on his/her behalf.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint 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 is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- Where an exempt authorized nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote shall have the same rights as the member to move any resolution or amendment thereto and to speak at the meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
- The instrument of proxy must be deposited at the Share Registrar's Office situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 16 November 2017 and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxy(ies) to attend and vote on his/her behalf.

2. Agenda Item No. 1

This item of the Agenda is meant for discussion only. The provisions of Section 340(1) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda Item is not a business which requires a resolution to be put to vote by shareholders.

3. Agenda Item No. 2

The approval for the proposed Resolution No. 1 in relation to the payment of Director's benefits is sought pursuant to Section 230(1) of the Companies Act, 2016, the laws and regulations of which have come into effect on 31 January 2017.

In that regards, the total Directors' benefits of RM41,000 is the total meeting allowances payable to the Directors who have attended the Company's Board of Directors meeting held between 31 January 2017 and 30 June 2017, both dates inclusive.

4. Agenda Item No. 3

The proposed Resolution No. 2 is to facilitate payment of Directors' benefits on current financial year basis until the conclusion of the Company's next Annual General Meeting in 2018. In the event the Directors' benefits proposed are insufficient (e.g. due to more meetings or enlarged Board size etc.), approval will be sought at the next Annual General Meeting for the additional amount to meet the shortfall.

Directors' benefits include allowances and other emoluments payable to Directors and in determining the estimated total the Board had considered various factors including the number of scheduled meetings for the Board, Board Committees, Board meetings of subsidiaries and covers the period from 1 July 2017 to 31 December 2018 (the due date for which the next Annual General Meeting should be held).

5. Retirement of Director

Mr Chong Pow On, a Director who is retiring in accordance with Article 95 of the Constitution of the Company, has expressed his intention not to seek re-election as Director of the Company. Hence, he shall hold office until the conclusion of this Annual General Meeting.

6. Explanatory Notes on Special Businesses

(i) Re-appointment of Director

The proposed Ordinary Resolution under Resolution No. 6 is to seek shareholders' approval on the re-appointment of Datuk Tan Teck Poh @ Tan Ah Too, who had been re-appointed in the previous Annual General Meeting held on 31 October 2016 as Director under Section 129(6) of the former Companies Act, 1965 which was then in force and whose term would expire at the conclusion of this meeting, as Director of the Company. If passed, the proposed Resolution will authorise the continuation of the Director in office from the date of this Annual General Meeting onwards without limitation in tenure.

(ii) Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act, 2016

The proposed Ordinary Resolution under Resolution No. 7 is to seek a new general mandate to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to placement of shares for the purposes of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration. Should the mandate be exercised, the Directors will utilize the proceeds raised for working capital or such other applications they may in their absolute discretion deem fit.