



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fourteenth Annual General Meeting ("14<sup>th</sup> AGM") of ABM Fujiya Berhad ("the Company") will be held at the Conference Room, Lot 859, Section 66, Lorong Pangkalan, Off Jalan Pangkalan, Pending Industrial Estate, 93450 Kuching, Sarawak, on Wednesday, 23 May 2018 at 11:00 a.m. for the transaction of the following business:

### AGENDA

#### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of RM116,000.00 for the financial year ending 31 December 2018. (Resolution 1)
- To approve the payment of Directors' benefits to the Directors up to RM16,000.00 from 24 May 2018 to the conclusion of the next Annual General Meeting. (Resolution 2)
- To re-elect the following Directors who retire by rotation in accordance with Article 86 of the Company's Articles of Association and who being eligible offer themselves for re-election:  
(a) Dato' Tay Tze How (Resolution 3)  
(b) Dato' Tay Tze Poh (Resolution 4)  
(c) Mr Sim Chong Hong (Resolution 5)
- To re-appoint Messrs. KPMG PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration. (Resolution 6)

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolution:-

- Authority to Issue Shares Pursuant to Sections 75 and 76 of The Companies Act, 2016 ("the Act")** (Resolution 7)  
"THAT subject to the Act, the Articles of Association of the Company, and the approvals from Bursa Malaysia Securities Berhad and any relevant governmental/regulatory authority, the Directors of the Company be and are hereby empowered pursuant to the Act, to issue and allot shares in the Company, 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 to be issued does not exceed ten (10) percent of the issued and paid up share capital of the Company for the time being; 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 Malaysia Securities Berhad; AND FURTHER 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 of the Company.
- To transact any other business of which due notice shall have been given.

By order of the Board,

**Yeo Puay Huang** (LS0000577)

Company Secretary  
Dated : 24 April 2018

#### NOTES TO THE NOTICE OF THE 14TH AGM

##### 1.0 Proxy

- In respect of deposited securities, only members whose names appear on the Record of Depositors as at 16 May 2018 shall be entitled to attend, speak and vote at the Meeting.
- A proxy may but need not be a member of the Company.
- If the appointor is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- Where a member appoints two or more proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- 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.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at Lot 2224, Section 66, Lorong Pangkalan, Off Jalan Pangkalan, Pending Industrial Estate, 93450 Kuching, Sarawak, not less than 48 hours before the time for holding the meeting or at any adjournment thereof.
- Pursuant to Paragraph 8.29A of Bursa Malaysia Berhad Main Market Listing Requirements, all resolutions set out in the Notice of 14<sup>th</sup> AGM will be put to vote on a poll.

##### 2.0 Audited Financial Statements for the financial year ended 31 December 2017

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put forward for voting.

##### 3.0 Directors' fees and benefits payable to Directors

Pursuant to Section 230(1) of the Companies Act 2016, shareholders' approval shall be sought at the 14<sup>th</sup> AGM in two separate resolutions on the payment of Directors' fees amounting to RM116,000 for year 2018 and Directors' benefits up to RM16,000 from 24 May 2018 to the conclusion of the next AGM.

##### 4.0 Re-election of directors

Article 82 of the Company's Articles of Association provides that one third of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. All the Directors shall retire from office once at least in every three (3) years, and shall be eligible for re-election.

The profile of the directors who are standing for re-election, namely Dato Tay Tze How, Dato Tay Tze Poh and Sim Chong Hong as per Agenda 4 of the Notice of 14<sup>th</sup> AGM are stated on pages 10 to 12 of the Annual Report 2017.

##### 5.0 Re-appointment of Messrs KPMG PLT as Auditors

The Board at its meeting held on 6 April 2018 recommended the re-appointment of Messrs. KPMG PLT as External Auditors of the Company for the financial year ending 31 December 2018 for the approval of the shareholders. KPMG PLT has met the criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Securities Berhad.

##### 6.0 Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed Resolution 7 is intended to renew the authority granted to the Directors of the Company at the Thirteenth Annual General Meeting of the Company held on 18 May 2017 to issue shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the issued share capital of the Company for the time being (hereinafter referred to as the "General Mandate").

The General Mandate granted by the shareholders at the Thirteenth Annual General Meeting of the Company had not been utilised and hence no proceed was raised therefrom.

The new General Mandate will enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost of convening general meetings to approve such issue of shares.