



NOTICE OF FIFTY-SIXTH (56TH) ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty-Sixth (56th) Annual General Meeting of Sin Heng Chan (Malaya) Berhad ("SHCB" or the "Company") will be held at Dillenia & Eugenia Rooms, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 31 May 2018 at 10.00 am for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Directors' and Auditors' Reports thereon. **Please refer to Note A.**
2. To approve the payment of Directors' fees and benefits totalling RM626,278 for the financial year ended 31 December 2017. **Ordinary Resolution 1**
3. To re-elect Dato' Choo Keng Weng who retires in accordance with Article 94 of the Constitution of the Company and being eligible, has offered himself for re-election. **Ordinary Resolution 2**
4. To re-elect Lee Kok Choon who retires in accordance with Article 100 of the Constitution of the Company and being eligible, has offered himself for re-election. **Ordinary Resolution 3**
5. To re-appoint Messrs Ecovis AHL PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

AS SPECIAL BUSINESS

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

6. RETENTION OF INDEPENDENT DIRECTOR

To retain the following Director who has served for more than twelve (12) years as Independent Non-Executive Director of the Company:-

- 6.1 YBM Tunku Mahmood Bin Tunku Mohammed D.K. PSI

Ordinary Resolution 5

7. AUTHORITY TO ISSUE SHARES BY THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 **Ordinary Resolution 6**

"THAT subject always to the Companies Act, 2016 ("the Act"), the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

8. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE **Ordinary Resolution 7**

"THAT the Company and/or its subsidiaries ("the Group") be and is/are hereby authorised to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group ("Related Parties") as specified in Section 2.2.1 of the Circular to Shareholders dated 30 April 2018 ("Circular"), provided that such arrangements and/or transactions are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the Group's day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms not more favourable to the Related Parties than those generally available to the public; and
- (iv) not detrimental to the minority shareholders

("Recurrent Related Party Transaction ("RRPT") Mandate");

AND THAT the RRPT Mandate, unless revoked or varied by the Company in general meeting, shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier;

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interest of the Company to give effect to the RRPT Mandate."

9. PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE **Ordinary Resolution 8**

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Mandate be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature from time to time with the Related Parties as specified in Section 2.2.2 of the Circular to Shareholders dated 30 April 2018, provided that such transactions are in the ordinary course of business, on normal commercial terms and on terms which are not more favourable to the related parties than those generally available to the public and the RRPT are not to the detriment of the minority shareholders of the Company;

AND THAT such authority shall commence upon the passing of the resolution and to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time the shareholders' mandate will lapse, unless the authority is renewed by a resolution passed at the meeting;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("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 in a general meeting

Whichever is the earlier.

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 Mandate contemplated and/or authorised by the ordinary resolution."

10. PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY **Special Resolution 1**

"THAT the Constitution of the Company be and is hereby amended in the manner as set out in Appendix I on pages 123 to 129 of the Company's Annual Report 2017 to be in line with the Companies Act 2016 and Bursa Malaysia Securities Berhad Main Market Listing Requirements.

AND THAT the Directors be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Amendment to the Constitution of the Company."

By order of the Board,

LIM SECK WAH (MAICSA 0799845)

KONG MEI KEE (MAICSA 7039391)

Company Secretaries

Kuala Lumpur

Dated this: 30 April 2018