



**BCM ALLIANCE BERHAD** (1135238-U)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Third Annual General Meeting ("3rd AGM") of BCM Alliance Berhad ("BCM Alliance" or "the Group") will be held at Langkawi Room, 1st Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 30 May 2018 at 10.00 am to transact the following businesses:-

- To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
- To approve the payment of Directors' fees and other benefits of up to RM260,000 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from 1 January 2018 until the conclusion of the next AGM of the Company. Ordinary Resolution 1
- To re-elect the following Directors who retire by rotation in accordance with Article 95 of the Company's Articles of Association and who being eligible offer themselves for re-election:
  - Hew Chun Shun Ordinary Resolution 2
  - Chung Eng Lam Ordinary Resolution 3
  - Lim Jif Wei Ordinary Resolution 4
- To re-appoint Messrs UHY as Auditors of the Company and to authorise Directors to fix their remuneration. Ordinary Resolution 5

**SPECIAL BUSINESSES :-**

To consider and, if thought fit, pass the following resolutions:-

- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016** Ordinary Resolution 6

**THAT**, subject always to the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered by the shareholders pursuant to Sections 75 and Section 76 of the Companies Act 2016 to issue new ordinary shares in the Company from time to time at such price, upon such terms and conditions, provided that the aggregate number of the new ordinary shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are empowered to obtain the approval from the Bursa Malaysia Securities Berhad ("Bursa Securities") for listing of and quotation for the additional new ordinary shares to be issued **AND THAT** such authority shall continue in force until the conclusion of the next AGM of the Company."

- SPECIAL RESOLUTION PROPOSED ADOPTION OF A NEW COMPANY'S CONSTITUTION** Special Resolution

**"THAT** approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 30 April 2018 be and is hereby adopted as the Company's Constitution **AND THAT** the Directors of the Company 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 foregoing."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Articles of Association .

By order of the Board,

Tan Tong Lang (MAICSA 7045482)  
Chong Voon Wah (MAICSA 7055003)  
Company Secretaries

Kuala Lumpur  
30 April 2018

**Notes**

- A member of the Company entitled to attend and vote at the general meeting is entitled to appoint up to two proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
- Where a member appoints two (2) proxies, the appointment of such proxies shall not be valid unless the member specifies the proportion of his/her shareholding to be represented by each such proxy.
- Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of the subsection 25A (1) of the Central Depositories Act 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 shall be in writing under the hand of the depositor or his/her attorney duly authorised in writing or, if such appointor is a corporation, under its common seal or signed by the attorney so authorised.
- The Form of Proxy must be deposited at the Company's Share Registrar Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur at least 48 hours before the time set for holding this meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend the Third ("3rd") AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. pursuant to Article 55 of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 25 May 2018. Only members whose name appear on the Record of Depositors as at 25 May 2018 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of 3rd AGM will be put to vote by way of poll.

**EXPLANATORY NOTES**

- Audited Financial Statements for the Financial Year Ended 31 December 2017**  
The Agenda No. 1 is meant for discussion only as Section 340(1) (a) of the Companies Act 2016 provided that the Audited Financial Statements are to be laid in the General Meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.
- Ordinary Resolution 6: Authority to Allot Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016**  
Ordinary Resolution 6, if passed, is a renewal of the general mandate empowering the Directors of the Company pursuant to Sections 75 & Section 76 of the Companies Act 2016, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the general mandate does not exceed 10% of the issued share capital of the Company for the time being. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.  
  
The general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions at any time, without convening a general meeting as it would be both costs and time consuming to organize a general meeting  
  
As at the date of this notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the 2nd AGM held on 22 May 2017 and which will lapse at the conclusion of the 3rd AGM.
- Special Resolution : Proposed Adoption of A New Company's Constitution**  
Special Resolution, if passed, will bring the Company's Constitution in line with the enforcement of the Companies Act 2016, Bursa Securities Ace Market Listing Requirements and to enhance administrative efficiency. The proposed new Constitution is set out in the Circular to Shareholders dated 30 April 2018.