

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fortieth Annual General Meeting of the Company will be convened and held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Thursday, 23 August 2018 at 2.00 p.m. for the following purposes:-

AGENDA

As Ordinary Business

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| 1. To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2018 together with the Directors' and Auditors' Reports thereon. | Note 7 |
| 2. To re-elect Mr Rin Nan Young who is retiring pursuant to the Articles of Association of the Company. | Ordinary Resolution 1 |
| 3. To re-elect Ms Ranko Kume who is retiring pursuant to the Articles of Association of the Company. | Ordinary Resolution 2 |
| 4. To approve the payment of Directors' fees of RM640,753/- for the financial year ended 31 March 2018. | Ordinary Resolution 3 |
| 5. To approve the payment of a final single-tier dividend of 20.0 sen per ordinary share for the financial year ended 31 March 2018. | Ordinary Resolution 4 |
| 6. To re-appoint the Auditors, Messrs KPMG PLT and to authorise the Directors to fix their remuneration. | Ordinary Resolution 5 |

As Special Business

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

7. **Proposed Renewal of Shareholders' Mandate for Perusahaan Sadur Timah Malaysia (Perstima) Berhad and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**
- "THAT, pursuant to Paragraph 10.09 Part E of Bursa Malaysia Securities Berhad Main Market Listing Requirements, the Company and its subsidiaries ("Perstima Group") be and are hereby authorised to enter into any of the recurrent transactions of a revenue or trading nature as set out in Section 3.2 of Part B of the Circular to Shareholders dated 25 July 2018 with the related parties mentioned therein which are necessary for the Perstima Group's day-to-day operations, subject further to the following:-
- the 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 are not to the detriment of the minority shareholders of the Company; and
 - disclosure of the aggregate value of the transactions of the Proposed Shareholders' Mandate conducted during the financial year will be disclosed in the Annual Report for the said financial year.
- THAT such approval shall continue to be in force until:-
- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the Meeting, the authority is renewed;
 - the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
 - revoked or varied by the Company in a general meeting,
- whichever is earlier;
- AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate." **Ordinary Resolution 6**
8. **Proposed Adoption of New Constitution of the Company** **Special Resolution**
- "THAT the proposed adoption of a new Constitution of the Company, details as set out in Part C of the Circular to Shareholders dated 25 July 2018, be and is hereby approved in substitution for and to the exclusion of the whole of the existing Memorandum and Articles of Association of the Company thereof."

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the Fortieth Annual General Meeting of the Company, a final single-tier dividend of 20.0 sen per ordinary share, in respect of the financial year ended 31 March 2018 will be paid to shareholders on 28 September 2018. The entitlement date for the said dividend shall be on 7 September 2018.

A depositor shall qualify for entitlement to the dividend only in respect of:

- Shares deposited into the depositor's securities account before 12.30 p.m. on 5 September 2018 (in respect of shares which are exempted from mandatory deposit).
- Shares transferred to the depositor's securities account before 4.00 p.m. on 7 September 2018 in respect of transfers.
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)
 CHAN YOKE PENG (MAICSA 7053966)
 Company Secretaries

25 July 2018

NOTES:-

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead at the same meeting. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar.
 - Where a member of the Company appoints two (2) proxies, the member shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointments shall be invalid. If the appointor is a Corporation, this form must be executed under its Common Seal or under the hand of its attorney.
 - 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.
- An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Registered Office of the Company at Suite 27-03, 27th Floor, Menara Keck Seng, 203 Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof. Any termination of a person's authority to act as a proxy shall be notified in writing and received by the Company at the Registered Office before the commencement of this meeting.
 - Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the notice of the meeting will be put to vote by way of poll.
 - For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at 15 August 2018 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
 - The Audited Financial Statements in Agenda 1 is meant for discussion only as approval from shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by shareholders of the Company.
 - EXPLANATORY NOTES ON SPECIAL BUSINESS

(i) Ordinary Resolution 6 - Proposed Shareholders' Mandate

For further information on Ordinary Resolution 6, please refer to the Circular to Shareholders dated 25 July 2018 accompanying the Company's Annual Report for the financial year ended 31 March 2018.

(ii) Special Resolution - Proposed Adoption of New Constitution of the Company

The proposed Special Resolution, if passed, will align the Constitution of the Company with the Companies Act 2016 which came into force on 31 January 2017, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and prevailing statutory and regulatory requirements as well as to enhance administrative efficiency and provide greater clarity and consistency throughout. Details of which as set out in Part C of the Circular to Shareholders dated 25 July 2018.