



ASIAN PAC HOLDINGS BERHAD (Company No. 129-T)
Incorporated in Malaysia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the One Hundredth Annual General Meeting of the Company will be held at Banyan Room, Level G, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Friday, 21 September 2018 at 11.00 a.m. to transact the following business:-

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2018 and the Reports of the Directors and Auditors. *[Please refer Explanatory Note 3]*
2. To re-elect Tan Sri Dato' Seri Hj Megat Najmuddin Bin Datuk Seri Dr Hj Megat as Director of the Company who retire by rotation and being eligible offers himself for re-election in accordance with Article 115 of the Company's Articles of Association. *Resolution 1*
3. To re-elect Dato' Mustapha Bin Buang as Director of the Company who retire by rotation and being eligible offers himself for re-election in accordance with Article 115 of the Company's Articles of Association. *Resolution 2*
4. To re-appoint Messrs Ernst & Young as the Company's Auditors to hold office for the ensuing year and to authorise the Directors to fix their remuneration. *Resolution 3*

SPECIAL BUSINESS

5. To consider and, if thought fit, pass the following ordinary resolutions with or without modifications as:-
 - (a) **Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016** *Resolution 4*

THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approval of the relevant authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price 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 for such person or persons whomever does not exceed 10% of the total issued 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 the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company.
 - (b) **Directors' Fees in respect of financial year ending 31 March 2019** *Resolution 5*

To approve the Directors' Fees up to RM309,000.00 payable to the Non-Executive Directors of the Company and subsidiary for the financial year ending 31 March 2019.

(c) Directors' benefits to Non-Executive Directors

Resolution 6

To approve the payment of Directors' benefits up to an amount of RM20,000.00 from 6 September 2018 until the next annual general meeting of the Company.

(d) Retention as Independent Non-Executive Director

Resolution 7

"THAT subject to the passing of Resolution 1, authority be and is hereby given to Tan Sri Dato' Seri Hj Megat Najmuddin Bin Datuk Seri Dr Hj Megat Khas who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company."

6. To transact any other business for 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
Chan Yoon Mun (MAICSA 0927219)
Ooi Mei Ying (MAICSA 7051036)
Secretaries

Kuala Lumpur
31 July 2018

Notes:

1) **Members Entitled To Attend**

In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 September 2018 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 100th Annual General Meeting ("AGM") or appoint proxy/proxies to attend and/or vote on his behalf.

2) **Appointment of Proxy**

- (a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies (but not more than two [2] proxies) to attend and vote in his stead. A proxy may but need not be a member of the Company
- (b) Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- (c) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least 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.
- (d) 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 SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (e) An instrument appointing a proxy, in the case of an individual, shall be signed by the appointor or by his/her attorney and in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or officer of the corporation so authorised.
- (f) An instrument appointing a proxy must be deposited at the Registered Office of the Company at 12th Floor, Menara SMI, No. 6, Lorong P. Ramlee, 50250 Kuala Lumpur not less than forty eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

3) **Explanatory Notes on Ordinary Business**

Item 1 of the Agenda – To receive the Audited Financial Statements for the financial year ended 31 March 2018

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item will not put forward for voting.

4) **Explanatory Notes on Special Business:-**

(a) **Resolution 4 - Authority to issue shares pursuant to Sections 75 & 76 of the Companies Act, 2016**

The proposed Resolution 4, if passed, will empower the Directors of the Company, from the date of the above AGM, to issue a maximum not up to ten percent (10%) of the issued and paid-up capital of the Company for the time being for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The proposed Resolution 4 is a renewal of general mandate that has been sought in the preceding year. There were no proceeds raised from the previous mandate given to the Directors at the last AGM held on 6 September 2017.

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) working capital and/or acquisition.

(b) **Resolutions 5 and 6 - Directors' Fees and benefits to Non-Executive Directors**

Section 230(1) of the Companies Act 2016, provides amongst others, that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board wishes to seek shareholders' approval for the following payments to Directors at the 100th AGM in two (2) separate resolutions as below:

Resolution 5 on payment of Directors' Fees of RM309,000.00 for the financial year ending 31 March 2019; and

Resolution 6 on payment of Directors' benefits of up to RM20,000.00 to Non-Executive Directors for the period from 6 September 2018 until the next AGM of the Company.

Payment of Directors' fees and benefits will be made by the Company on a monthly basis and as and when incurred if the proposed Resolutions 5 and 6 are passed at the 100th AGM. The Board is of the view that it is just and equitable for the Non-Executive Directors to be paid the Directors' Fees and benefits on a monthly basis and as and when incurred, particularly after they have discharge their responsibilities and rendered their services to the Company.

The proposed Resolutions 5 and 6 are calculated based on the current Board size including 1 proposed director and the number of scheduled Board and Committee meetings for financial year ending 31 March 2019 up to the next AGM. In the event the proposed amounts are insufficient (e.g. due to more meetings), approval will be sought at the next AGM for the shortfall.

(c) **Resolution 7 – Proposed Retention of Tan Sri Dato' Seri Hj Megat Najmuddin Bin Datuk Seri Dr Hj Megat Khas ("Tan Sri Dato' Megat") as Independent Non-Executive Director**

The Nomination Committee ("NC") of the Company had assessed the independence of Tan Sri Dato' Seri Hj Megat Najmuddin Bin Datuk Seri Dr Hj Megat Khas who had served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and with his consent, whilst believing that he can continue to bring independent and objective judgement to the Board/Committees' deliberations, had recommended Tan Sri Dato' Megat to continue to act as Independent Non-Executive Director of the Company based on the following jurisdictions:

- i) He fulfilled the criteria under the definition of independent director as stated in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- ii) He had devoted sufficient time and exercised due care during the tenure as Independent Director;
- iii) He had discharged his professional duties in good faith and also in the best interest of the Company and shareholders; and
- iv) He had vigilantly safeguarded the interest of the minority shareholders of the Company.

The Board endorsed the NC's recommendation and would like to seek the approval from shareholders to retain Tan Sri Dato' Megat as Independent Non-Executive Director of the Company.