

## Annual General Meeting

# Notice of Annual General Meeting

### NOTICE OF TENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Tenth ("10<sup>th</sup>") Annual General Meeting ("AGM") of CENSOF HOLDINGS BERHAD ("**Censof**" or the "**Company**") will be held at Banyan & Casuarina Rooms, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur, Malaysia, on Wednesday, 5 September 2018 at 10.00 a.m. for the following purposes:-

#### AGENDA

##### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2018 together with the Directors' and Auditors' Reports thereon.
2. To approve the payment of Directors' Fees and benefits of RM712,850 and Meeting Allowance of RM1,000 per meeting for the financial year ending 31 March 2019 and that the Directors' Fees be payable quarterly in arrears and the Meeting Allowance be payable after the meeting in arrears. **Ordinary Resolution 1**
3. To re-elect the following directors retiring pursuant to the Company's Articles of Association and being eligible, have offered themselves for re-election :-
  - 3.1 Encik Ameer Bin Shaik Mydin (Article 78) **Ordinary Resolution 2**
  - 3.2 Mr Boey Tak Kong (Article 78) **Ordinary Resolution 3**
  - 3.3 Tan Sri Datuk Wira Dr Hj Mohd Shukor Bin Hj Mahfar (Article 84) **Ordinary Resolution 4**
4. To re-appoint Messrs Crowe Malaysia as Auditors of the Company 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 Resolution:

5. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75(1) OF COMPANIES ACT 2016** **Ordinary Resolution 6**

"THAT pursuant to Section 75(1) of the Companies Act 2016 ("Act"), and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot new shares in the Company from time to time 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 allotted pursuant to this resolution does not exceed ten 10% of the issued share capital of the Company thereat AND THAT the Directors be and are also hereby authorised to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so allotted AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company."
6. To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

By order of the Board

**LIM SECK WAH (MAICSA NO. 0799845)**  
**M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA NO. 0781031)**  
Company Secretaries

Kuala Lumpur  
Dated this: 31 July 2018

## Annual General Meeting

### Notice of Annual General Meeting (Cont'd)

#### Notes:

- A. Datuk Samsul Bin Husin who is not due for retirement by rotation at this 10<sup>th</sup> AGM pursuant to Articles 78 of the Company's Articles of Association however, he wishes to retire at this 10<sup>th</sup> AGM.
1. For the purpose of determining a member who shall be entitled to attend and vote at the AGM, the Company shall be requesting the Record of Depositors as at 29 August 2018. Only a depositor whose name appears on the Record of Depositors as at 29 August 2018 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote in his/her stead.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A member may appoint up to two proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy.
3. Where a member is an authorised nominee as defined under the Security Industry (Central Depositories) Act, 1991, 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.
4. A member who is an exempt authorized nominee is entitled to appoint multiple proxies for each omnibus account it holds.
5. The Form of Proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or if such appointor is a corporation, under its common seal or under the hand of the attorney.
6. The Form of Proxy must be deposited at the share registrar of the Company at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

#### **EXPLANATORY NOTES ON SPECIAL BUSINESS:**

##### **1. Ordinary Resolution 6**

The proposed Resolution 6 is a renewal of mandate given by the shareholders at the previous AGM held on 12 September 2017, primarily to give flexibility to the Board of Directors to allot shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the allotment of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the allotment of new shares even though the number involved may be less than 10% of the issued share capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such allotment of shares, it is thus considered appropriate that the Directors be empowered to allot shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company thereat. The renewed authority will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM of the Company.

No shares have been issued and allotted by the Company pursuant to Section 75(1) of the Companies Act 2016 since obtaining the said authority from its shareholders at the last AGM held on 12 September 2017.