

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twelfth ("12th") Annual General Meeting of SUPERLON HOLDINGS BERHAD ("Superlon" or "the Company") will be held at Botanic Room, Botanic Resort Club, No.1, Jalan Ambang Botanic, Bandar Botanic, 41200 Klang, Selangor Darul Ehsan on Tuesday, 18 September 2018 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 April 2018 together with the Reports of Directors and Auditors thereon.
- To approve the payment of Directors' fees of an additional RM16,032 for the financial year ended 30 April 2018. **(Ordinary Resolution 1)**
- To approve the following payments to Directors:
 - Directors' fees of up to RM230,000 for the financial year ending 30 April 2019 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **(Ordinary Resolution 2)**
 - Allowances of up to RM43,500 for the period from the date of the forthcoming Annual General Meeting to 31 October 2019. **(Ordinary Resolution 3)**
- To re-elect the following Directors who retire in accordance with Article 96 of the Articles of Association of the Company:-
 - Mr Lim E @ Lim Hoon Nam **(Ordinary Resolution 4)**
 - Mr Liu Han-Chao **(Ordinary Resolution 5)**
- To re-elect the following Directors who retire in accordance with Article 103 of the Articles of Association of the Company:-
 - Mr Lim Wai Loong **(Ordinary Resolution 6)**
 - Mr Lin, Po-Chih **(Ordinary Resolution 7)**
 - Mr Liu Jeremy **(Ordinary Resolution 8)**
- To approve the re-appointment of retiring Auditors, Messrs Crowe Malaysia (formerly known as Crowe Horwath) as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 9)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions with or without any modifications:

- Authority for Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016 ("the Act")**
THAT, subject always to the Act, the Articles of Association of the Company and approval and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors be and are hereby empowered pursuant to Section 75 of the Act to allot and issue new ordinary shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up share capital for the time being of the Company AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company. **(Ordinary Resolution 10)**
- Proposed renewal of authority for the Company to purchase its own shares**
"THAT, subject to the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Company be and is hereby given full authority, to seek shareholders' approval for the renewal of authority for the Company to purchase and/or such amount of ordinary shares in the Company ("Shares") through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:
 - the aggregate number of Shares so purchased and/or held pursuant to this ordinary resolution ("Purchased Shares") does not exceed ten percent (10%) of the total issued and paid-up capital of the Company; and
 - the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate of the retained profits of the Company.THAT the Directors be and are hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 127 of the Act) and/ or to cancel the Purchased Shares and/ or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/ or to resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/ or cancelled subsequently and/ or to retain part of the Purchased Shares as treasury shares and/ or cancel the remainder and to deal with the Purchased Shares in such other manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/ or orders of Bursa Securities and any other relevant authorities for the time being in force;
AND THAT such approval and authorisation shall only continue to be in force until:
 - the conclusion of the next Annual General Meeting of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
 - revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first;AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary to give full effect to this mandate." **(Ordinary Resolution 11)**
- Proposed retention of Independent Director**
"THAT subject to passing of Ordinary Resolution 4, approval be and is hereby given to Mr Lim E @ Lim Hoon Nam, 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 in accordance with the Malaysian Code on Corporate Governance 2017." **(Ordinary Resolution 12)**
- Proposed retention of Independent Director**
"THAT approval be and is hereby given to Mr Lim Wee Keong, 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 in accordance with the Malaysian Code on Corporate Governance 2017." **(Ordinary Resolution 13)**
- To transact any other ordinary business of which due notice shall have been given in accordance with the Act.

By order of the Board
PANG KAH MAN (MIA 18831)
Company Secretary

Kuala Lumpur
23 August 2018

NOTES:

- Only depositors whose names appear in the Record of Depositors as at 10 September 2018 shall be regarded as members and be entitled to attend, participate, speak and vote at the 12th Annual General Meeting.
- A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the proxy.
- 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.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- Any alterations in the Proxy Form must be initiated by the member.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing. If the appointor is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Registered Office of the Company at 3-2, 3rd Mile Square, No. 151 Jalan Kelang Lama, Batu 3½, 58100 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of 12th Annual General Meeting to vote by poll.

EXPLANATORY NOTES TO THE AGENDA

- Item 1 of the Agenda – Audited Financial Statements**
This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.
- Item 3 of the Agenda – Ordinary Resolutions no. 2 & 3**
Approval of Directors' fees for the financial year ending 30 April 2019 and meeting attendance allowances from 1 May 2018 to 31 October 2019
Directors' fees approved for the financial year ended 30 April 2018 was RM180,000. The Directors' fees and meeting attendance allowances proposed are calculated based on the anticipated number of scheduled Board and Committee Meetings for 2018/2019 and assuming that all the Non-Executive Directors will hold office until the conclusion of the next Annual General Meeting.
This resolution is to facilitate payment of Directors' fees and meeting attendance allowances on current financial year basis. In the event the Directors' fees and meeting attendance allowances proposed are insufficient (e.g. due to more meetings), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.
- Item 7 of the Agenda – Ordinary Resolution no. 10**
Authority to Allot and Issue Shares pursuant to Section 75 of the Act
 - The proposed resolution, if passed, will grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the 12th Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding in total of ten percent (10%) of the issued and paid-up capital of the Company (excluding treasury shares, if any) for the time being for such purposes as they may think fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting, shall continue to be in full force until the conclusion of the next Annual General Meeting of the Company.
 - The General Mandate is a renewal from the previous mandate obtained at the last Annual General Meeting held on 26 September 2017 which will expire at the conclusion of the 12th Annual General Meeting of the Company.
 - As at the date of this Notice, the Company did not issue any new shares based on the previous mandate obtained at the last Annual General Meeting.
 - The General Mandate, if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares, for purpose of funding current and/ or future investment project(s), working capital and/ or payment of bank borrowings and acquisition.
- Item 8 of the Agenda – Ordinary Resolution no. 11**
Proposed renewal of authority for the Company to purchase its own shares
The proposed resolution, if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the issued and paid-up share capital of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next Annual General Meeting of the Company.
Further details are set out in the Statement to Shareholders dated 23 August 2018.
- Items 9 and 10 of the Agenda – Ordinary Resolutions no. 12 and 13**
Proposed retention of Independent Directors
The Board has assessed the independence of the Directors, Mr Lim E @ Lim Hoon Nam and Mr Lim Wee Keong who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years respectively, and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:
 - They have fulfilled the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), and thus, they will be able to function as check and balance, provide a broader view and bring an element of objectivity to the Board;
 - During their tenure in office, they have not developed, established or maintained any significant relationship which would impair their independence as Independent Directors with the Executive Directors and major shareholders other than normal engagements and interactions on a professional level consistent and expected of them to carry out their duties as Independent Non-Executive Directors and Chairman or member of the Board Committees;
 - During their tenure in office, they have never transacted or entered into any transactions with, nor provided any services to the Company and its subsidiaries ("the Group"), within the scope and meaning as set forth under Paragraph 5 of Practice Note 13 of Listing Requirements;
 - They are currently not sitting on the board of any other public and/ or private companies having the same nature of business as that of the Group;
 - Other than Directors' fees and allowances paid in accordance with the industry norm and within the acceptable market rates which have been duly disclosed in the Annual Report, there are no other incentives or benefits of whatsoever nature that have been paid to them by the Company during their tenure in office;
 - Their qualifications and vast experience in accounting and financial background enable them to provide the Board with a diverse set of experience, expertise and independent judgment; and
 - They have performed their duties diligently and in the best interest of the Company and provide a broader view, independent and balanced assessment of proposals from the management.