



NOTICE OF TWENTY-EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Eighth Annual General Meeting of B.I.G. INDUSTRIES BERHAD will be held at the Meeting Hall, Carlton Holiday Hotel & Suites, No. 1, Persiaran Akuatik, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan on Wednesday, 28 November 2018 at 11.00 am for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2018 and the Directors' and Auditors' Reports thereon. (Note)
- To approve the payment of Directors' fees and benefits of the Company amounting to RM200,000 for the financial year ended 30 June 2018. (Ordinary Resolution 1)
- To approve payment of Directors' fees and benefits payable of up to an aggregate amount of RM360,000 for the financial year ending 30 June 2019 and till the conclusion of the next annual general meeting. (Ordinary Resolution 2)
- To re-elect the following Directors who retire by rotation pursuant to Article 106 of the Company's Articles of Association and being eligible offer themselves for re-election:
 - Tan Sri Dato' Sri Dr Lau Ban Tin (Ordinary Resolution 3)
 - Ms Choong Wye Lin (Ordinary Resolution 4)
- To re-appoint Messrs Baker Tilly Monteiro Heng as the Company's Auditors 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 ordinary resolutions:

- Continuing in Office as Independent Non-Executive Director**
"THAT Tan Sri Dato' Sri Dr Lau Ban Tin who has served as Independent Non-Executive Director of the Company for more than 9 years to continue to serve as an Independent Non-Executive Director of the Company." (Ordinary Resolution 6)
- Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**
"THAT, pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") and subject always to the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company at any 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 to be issued does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company." (Ordinary Resolution 7)
- To transact any other ordinary business for which due notice shall have been given.

BY ORDER OF THE BOARD

WONG YOKE LIN

Company Secretary

Shah Alam

26 October 2018

Notes:

- In respect of the Record of Depositors ("ROD"), only member whose name appears on the Annual General Meeting ROD as at 22 November 2018 shall be entitled to attend or appoint proxy to attend and/or vote at the Twenty-Eighth Annual General Meeting.
- Proxy**
A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. A corporation which is a member may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it is an individual member of the Company. An instrument appointing a proxy shall be in writing under the hand of the appointor or if the appointor is a corporation either under its common seal or under the hand of an attorney duly authorised. Where a member appoints two proxies, the appointment shall be invalid unless the proportion of his shareholding to be represented by each proxy is specified. An instrument appointing a proxy or representative must be deposited at the Registered Office of the Company at Lot 2225, Section 66, Jalan Derangga, Pending Industrial Estate, 93450 Kuching, Sarawak, Malaysia not less than 48 hours before the time appointed for holding the meeting.
- Agenda item 1**
This agenda item 1 is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act 2016 and the audited financial statements do not require the approval of shareholders. The matter will not put forward for voting.
- Ordinary Resolutions 1 and 2**
The Company is requesting shareholders' approvals for payment of Directors' fees and benefits to the Non-Executive Directors of the Company. The Executive Director does not receive any Director's fees.
- Ordinary Resolution 6**
The Board and Nomination Committee have assessed the independence of Tan Sri Dato' Sri Dr Lau Ban Tin ("Tan Sri Lau") who is an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years. The Board has recommended to shareholders that Tan Sri Lau remains as Independent Non-Executive Director in view of the:
 - has expertise and wide experience in the industries of the group.
 - participates in the board deliberation actively and objectively.
 - performs his duties without influence of management with independent judgement.
 - discharges his fiduciary duties in the interest of the Company and minority shareholders.
- Ordinary Resolution 7**
The Resolution 7, if passed, will give the Directors authority to allot and issue shares not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interests of the Company. This authority, unless revoked or varied by the shareholders of the Company in a General Meeting, will expire at the conclusion of the next annual general meeting.
No new shares in the Company were issued pursuant to the authority granted to the Directors at the Twenty-Seventh Annual General Meeting held on 29 November 2017 and which will lapse at the conclusion of the Twenty-Eighth Annual General Meeting.
The general mandate is a renewal which will provide flexibility to the Company for any possible fund raising exercises, including but not limited to placing of shares, for the purpose of funding future investment, working capital and/or acquisitions.