

NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting ("6th AGM") of Salutica Berhad ("Salutica" or the "Company") will be held at the Company's place of business at No. 3, Jalan Zarib 6, Kawasan Perindustrian Zarib, 31500 Lahat, Ipoh, Perak Darul Ridzuan on Monday, 26 November 2018 at 10:30 a.m. for the following purposes:-

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2018 together with the Directors' and Auditors' Reports thereon. | Please refer to Explanatory Note 1
Resolution 1 |
| 2. To approve the payment of Directors' Fees amounting RM478,958.00 for the financial year ended 30 June 2018. | |
| 3. To re-elect the following Directors retiring in accordance with Article 95 of the Company's Constitution and being eligible, have offered themselves for re-election:-
(i) Mr. Lim Chong Shyh
(ii) Mr. Leow Chan Khiang | Resolution 2
Resolution 3 |
| 4. To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 30 June 2019 and to authorise the Directors to fix their remuneration. | Resolution 4 |

AS SPECIAL BUSINESS

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

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| 5. Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016
"THAT, subject always to the Companies Act 2016 ("Act"), the Constitution of the Company and the approval of the relevant governmental and/or regulatory authorities (if any), the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company, from time to time, at such price, upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors, may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad and THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting." | Resolution 5
(Please refer to Explanatory Note 2) |
| 6. Proposed Renewal of Share Buy-Back Authority of Up To 10% of the Total Number of Issued Shares of the Company ("Proposed Renewal of Share Buy-Back Authority")
"THAT, subject always to the Companies Act 2016 ("Act"), the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the extent permitted by law, to buy-back and/or hold such amount of shares as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad ("Bursa Securities") upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-
(i) the maximum aggregate number of Shares purchased or held by the Company shall not exceed 10% of the issued share capital of the Company at any point in time;
(ii) the maximum amount of funds to be allocated by the Company for the purpose of purchasing its Shares shall not exceed the amount of the retained profits of the Company at the time of purchase; and
(iii) the authority conferred by this resolution shall be effective immediately after the passing of this resolution and shall continue to be in force until:-
(a) the conclusion of the next annual general meeting of the Company at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
(b) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
(c) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting of the Company, whichever occurs first. | Resolution 6
(Please refer to Explanatory Note 3) |

THAT the Directors be and are hereby authorised to deal with the Purchased Shares, at their discretion, in the following manner:-

- (i) cancel the Purchased Shares; or
- (ii) retain the Purchased Shares as treasury shares; or
- (iii) retain part of the Purchased Shares as treasury shares and cancel the remainder.

THAT where such Shares are held as treasury shares, the Directors be and are hereby authorised to deal with the treasury shares in their absolute discretion, in the following manner:-

- (i) distribute the Purchased Shares as dividends to shareholders, such dividends to be known as "shares dividends"; or
- (ii) resell the Purchased Shares or any of the Purchased Shares in accordance with the relevant rules of Bursa Securities; or
- (iii) transfer the Purchased Shares or any of the Purchased Shares for the purposes of or under an employees' share scheme; or
- (iv) transfer the Purchased Shares or any of the Purchased Shares as purchase consideration; or
- (v) cancel the Purchased Shares or any of the Purchased Shares; or
- (vi) sell, transfer or otherwise use the Purchased Shares for such other purposes as the Minister may by order prescribe.

AND THAT the Directors be and are hereby authorised and empowered to do all acts and things and to take all such steps as necessary or expedient (including opening and maintaining a Central Depository System account) and to enter into and execute, on behalf of the Company, any instrument, agreement and/or arrangement with any person, and with full power to assent to any condition, modification, variation and/or amendment as may be imposed by Bursa Securities or any relevant regulatory authority, and/or as may be required in the best interest of the Company and to take all such steps as the Directors may deem fit, necessary and expedient in the best interest of the Company in order to implement, finalise and give full effect to the purchase by the Company of its Shares."

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

By Order of the Board

CHAN CHEE KHEONG (MAICSA 0810287)
CHAN SHOOK LING (MIA 17167)
Company Secretaries

Ipoh
29 October 2018

NOTES

1. A member entitled to attend, speak and vote at this meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, speak and vote in his place. A proxy may but need not be a member of the Company.
2. A member of the Company who is entitled to attend, speak and vote at this meeting of the Company may not appoint more than one (1) proxy to attend, speak and vote instead of the member at the meeting.
3. A member of the Company, who is an authorised nominee as defined under Securities Industry (Central Depositories) Act 1991, may appoint 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. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
5. Where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
6. The instrument appointing a proxy shall be executed by the appointor or any person duly authorised by the appointor or, if the appointor is a corporation, executed by a duly authorised person or under its common seal or in any other manner authorised by its constitution, shall be deposited at the Share Registrar's Office, Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinci, 59200 Kuala Lumpur, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote.
7. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 19 November 2018. Only a Member whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, speak and vote on his/her behalf. All resolutions set out in the Notice of the Meeting are to be voted by poll.
8. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

EXPLANATORY NOTES

1. **Item 1 of the Agenda – The Audited Financial Statements for the financial year ended 30 June 2018 together with the Directors' and Auditors' Reports thereon**
This agenda item is intended for discussion only as under Section 340(1)(a) of the Companies Act, 2016, the audited financial statements do not require formal approval of shareholders. As such, this agenda item will not be put forward for voting.
2. **Resolution 5 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016**
The proposed Resolution 5 is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). As at the date of this Notice, the Company did not allot any shares pursuant to the mandate granted to the Directors at the Fifth Annual General Meeting held on 24 November 2017 as there were no requirements for such fund raising activities.
The proposed Resolution 5, if passed, would provide flexibility to the Directors to undertake corporate exercises that may involve but not limited to share swaps or fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company's future investment project(s), working capital, repayment of borrowings and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier.
3. **Resolution 6 – Proposed Renewal of Share Buy-Back Authority**
The proposed Resolution 6, if passed, will allow the Company to purchase its own shares through Bursa Securities up to 10% of the total number of issued shares of the Company. Please refer to the Statement to Shareholders dated 29 October 2018 in relation to the Proposed Renewal of Share Buy-Back Authority for further details.